

Shine Minerals Corp. Announces Closing of Private Placement

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Kelowna, January 19, 2026 - [Shine Minerals Corp.](#) (TSXV: SMR.H) ("Shine" or the "Company") is pleased to announce the closing of its previously announced private placement (the "Offering") for aggregate gross proceeds of \$1.5 million. Proceeds will be used to fund transaction costs, reactivation expenses, initial exploration on the Project, and general working capital.

Red Cloud Silver ("RCS") is a private British Columbia company that holds an option on the Silver District Exploration Project located in La Paz County, Arizona, USA (the "Project"). The Proposed Transaction is intended to serve as Shine's reactivation from the NEX board to a Tier 2 Mining Issuer in accordance with TSXV Policy 2.6, Section 1.4 (Reactivation of NEX Issuers).

Certain Insiders also participated in the Offering for \$56,340, which is considered to be a related party transaction subject to Multilateral Instrument 61-101. The Company intends to rely on exemptions from the formal valuation and minority shareholder approval requirements provided under sections 5.5(a) and 5.7(a) of Multilateral Instrument 61-101 on the basis that participation in the private placement by insiders will not exceed 25% of the fair market value of the Company's market capitalization.

Proposed Transaction Structure

As set out in the Definitive Agreement, the Company has acquired the right and option to purchase all of the 11,100,000 issued and outstanding shares of RCS by issuing 6,500,000 post-Consolidation (as defined below) common shares of the Company (each, a "Share") to the shareholders of RCS ("RCS Shareholders") on a pro rata basis. The issuance of these Shares is not expected to result in the Company acquiring any ownership interest in RCS; rather, it grants the Company the contractual right to acquire RCS in the future.

Following the Company's completion of \$2,000,000 in exploration expenditures on the Project within one year, the Company may, in its sole discretion, exercise its option to acquire 100% of the RCS Shares by issuing an additional 14,200,000 post-Consolidation Shares and paying \$650,000 in cash to the RCS Shareholders on a pro rata basis.

RCS is currently a party to an option (the "RCS Option") to acquire a 100% interest in the Project from Gulf + Western Industries, Inc. ("Gulf") by making US\$1.4 million in staged cash and share payments to October 31, 2028 (the "RCS Option Agreement"). If the RCS Option is exercised, Gulf will retain a 2% net smelter return royalty. During the term of the RCS Option, RCS is responsible for maintaining the property in good standing and for making all payments required under the RCS Option. Any RCS Shares required to be issued to Gulf under the RCS Option Agreement will be issued by the Company, subject to a restriction that the Company will not issue Gulf more than 3,000,000 Shares, or such number of Shares that would result in Gulf holding more than 9.9% of the Company's outstanding Shares.

Prior to closing the Proposed Transaction, the Company will complete a 5-for-1 share consolidation (the "Consolidation") and a non-brokered private placement for gross proceeds of approximately C\$1,500,000 at C\$0.06 per pre-Consolidation Share (the "Financing"). Proceeds will be used to fund transaction costs, reactivation expenses, initial exploration on the Project, and general working capital. The Consolidation and Financing will be conditions to closing.

The completion of the Proposed Transaction remains subject to TSXV acceptance and satisfaction of all conditions precedent set out in the Definitive Agreement. There can be no assurance that the Option will be exercised or that the Proposed Transaction will be completed as contemplated.

In connection with the Proposed Transaction, the Company has applied to the TSXV for reactivation of trading of its Shares in accordance with applicable TSXV policies. Trading will not resume until all required filings have been completed and TSXV approval has been obtained.

About Shine Minerals Corp.

Shine Minerals Corp is a Canada-based natural resource focused company. The Company is engaged in the acquisition, exploration, evaluation, and development of mineral resource assets.

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ON BEHALF OF THE BOARD,
"Dev Randhawa"
Dev Randhawa, CEO

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) has reviewed or accepts responsibility for the adequacy or accuracy of this release.

Cautionary Note Regarding Forward-Looking Information

Certain statements contained in this release constitute forward-looking information within the meaning of applicable Canadian securities laws. Such forward-looking statements relate to: the Definitive Agreement, the Proposed Transaction, the Project, the exploration potential of the Project and any of the Company's other mineral projects; and potential future production.

In certain cases, forward-looking information can be identified by the use of words such as "plans", "expects", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might", "occur" or "be achieved" suggesting future outcomes, or other expectations, beliefs, plans, objectives, assumptions, intentions or statements about future events or performance. Forward-looking information contained in this news release is based on certain factors and assumptions regarding, among other things, the Company can raise additional financing to continue operations; the results of exploration activities, commodity prices, the timing and amount of future exploration and development expenditures, the availability of labour and materials, receipt of and compliance with necessary regulatory approvals and permits, the estimation of insurance coverage, and assumptions with respect to currency fluctuations, environmental risks, title disputes or claims, and other similar matters. While the Company considers these assumptions to be reasonable based on information currently available to it, they may prove to be incorrect.

Forward looking information involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Such factors include risks inherent in the exploration and development of mineral deposits, including risks relating to the ability to access infrastructure, risks relating to the failure to access financing, risks relating to changes in commodity prices, risk related to unanticipated geological or structural formations and characteristics risks related to current global financial conditions, risks related to current global financial conditions and the impact of any future global pandemic on the Company's business, reliance on key personnel, operational risks inherent in the conduct of exploration and development activities, including the risk of accidents, labour disputes and cave-ins, regulatory risks including the risk that permits may not be obtained in a timely fashion or at all, financing, capitalization and liquidity risks, risks related to disputes concerning property titles and interests, environmental risks and the additional risks identified in the "Risk Factors" section of the Company's reports and filings with applicable Canadian securities regulators.

Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. Accordingly, readers should not place undue reliance on forward-looking information. The forward-looking information is made as of the date of this news release. Except as required by applicable securities laws, the Company does not undertake any obligation to publicly update or revise any forward-looking information.

To view the source version of this press release, please visit <https://www.newsfilecorp.com/release/280762>

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