

# Kingsmen Resources Ltd. Announces Bought Deal Private Placement for Gross Proceeds of C\$10 Million

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[Kingsmen Resources Ltd.](#) ("Kingsmen", or the "Company") (TSXV:KNG) (OTCQB:KNGRF) (FSE:TUY) is pleased to announce that it has entered into an agreement with Red Cloud Securities Inc. ("Red Cloud"), as sole underwriter and bookrunner, pursuant to which Red Cloud has agreed to purchase for resale 4,444,445 units of the Company (the "Units") at a price of C\$2.25 per Unit (the "Offering Price") on a "bought deal" basis in a private placement for gross proceeds of C\$10,000,001.25 (the "Underwritten Offering").

Each Unit will consist of one common share of the Company (a "Common Share") and one-half of one Common Share purchase warrant (each whole warrant, a "Warrant"). Each Warrant will entitle the holder to purchase one Common Share at an exercise price of C\$3.00 at any time until the date which is 36 months from the Closing Date (as herein defined).

The Company will grant to Red Cloud an option, exercisable in full or in part, up to 48 hours prior to the Closing Date, to purchase for resale up to an additional 888,889 Units at the Offering Price for additional gross proceeds of up to approximately C\$2,000,000.25 (the "Underwriters' Option"). The Underwritten Offering and the securities issuable upon exercise of the Underwriter's Option shall be collectively referred to as the "Offering".

The Company intends to use the net proceeds of the Offering for the exploration and advancement of the Company's Las Coloradas and Almoloya projects in the historic Parral region of Chihuahua, Mexico as well as for working capital and general corporate purposes.

Subject to compliance with applicable regulatory requirements and in accordance with National Instrument 45-106 - Prospectus Exemptions ("NI 45-106"), the Units will be offered for sale to purchasers resident in the provinces of British Columbia, Alberta, Saskatchewan, Manitoba and Ontario pursuant to the listed issuer financing exemption under Part 5A of NI 45-106, as amended by Coordinated Blanket Order 45-935 - Exemptions from Certain Conditions of the Listed Issuer Financing Exemption (the "Listed Issuer Financing Exemption"). The securities issuable from the sale of Units to purchasers resident in Canada under the Listed Issuer Financing Exemption are expected to be immediately freely tradeable in accordance with applicable Canadian securities legislation. The Units will also be offered in the United States or to, or for the account or benefit of, U.S. persons, by way of private placement pursuant to the exemptions from the registration requirements provided for under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), and in jurisdictions outside of Canada and the United States on a private placement or equivalent basis, in each case in accordance with all applicable laws, provided that no prospectus, registration statement or other similar document is required to be filed in such jurisdiction.

There is an offering document (the "Offering Document") dated January 26, 2026 related to the Offering and the use by the Company of the Listed Issuer Financing Exemption that can be accessed under the Company's profile at [www.sedarplus.ca](http://www.sedarplus.ca) and on the Company's website at [www.kingsmenresources.com](http://www.kingsmenresources.com). Prospective investors should read this Offering Document before making an investment decision.

The Offering is anticipated to close on or about February 11, 2026 (the "Closing Date"), or such other date as the Company and Red Cloud may agree. Completion of the Offering is subject to certain conditions including but not limited to the receipt of all necessary approvals, including the approval of the TSX Venture Exchange (the "TSXV").

This news release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful, including any of the securities in the United States of America. The securities referred to in this news release

have not been, and will not be, registered under the U.S. Securities Act or any U.S. state securities laws, and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons, absent registration or any applicable exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws.

#### About Kingsmen Resources

Kingsmen Resources is a discovery-driven explorer focused on unlocking the potential of two 100%-owned precious-metal districts Las Coloradas and Almoloya located in the historic Parral region of Chihuahua, Mexico, one of the most productive silver belts in the world. Both projects cover past-producing high-grade silver and gold mines and lie directly on the structural corridors that host many of Mexico's most notable silver-gold deposits. Recent drilling at Las Coloradas has confirmed new zones of shallow, high-grade mineralization and highlighted the potential for multiple parallel structures across an 4.5-kilometre trend. At Almoloya, historic drilling, extensive underground workings, and multiple vein systems point to strong potential for both vein-hosted and carbonate-replacement style mineralization. Kingsmen also owns a 1% NSR royalty on the La Trini claims within GoGold Resources' Los Ricos North project in Jalisco State, Mexico.

On behalf of the Board,

"Scott Emerson"

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#### Forward-Looking Statements:

Certain disclosure contained in this news release may constitute forward-looking information or forward-looking statements, within the meaning of Canadian securities laws. These statements may relate to this news release and other matters identified in the Company's public filings. Forward-looking statements in this news release include, without limitation, statements regarding the closing of the Offering, the anticipated closing date of the Offering, the intended use of proceeds from the Offering, the filing of the Offering Document and the receipt of regulatory approvals for the Offering. In making the forward-looking statements the Company has applied certain factors and assumptions that are based on the Company's current beliefs as well as assumptions made by and information currently available to the Company. These statements address future events and conditions and, as such, involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the statements. These risks and uncertainties include but are not limited to: the political environment in which the Company operates continuing to support the development and operation of mining projects; the threat associated with outbreaks of viruses and infectious diseases; risks related to negative publicity with respect to the Company or the mining industry in general; planned work programs; permitting; and community relations. Readers are cautioned not to place undue reliance on forward-looking statements. The Company does not intend, and expressly disclaims any intention or obligation to, update or revise any forward-looking statements whether as a result of new information, future events or otherwise, except as required by law.

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

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