

Greenheart Gold Inc. Announces Upsize of Non-Brokered Private Placement of Common Shares to C\$59,850,000

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[Greenheart Gold Inc.](#) (TSXV: GHRT) (OTCQX: GHRTF) (the "Company" or "Greenheart Gold") is pleased to announce that, in response to strong investor demand, it has increased the size of its previously announced non-brokered private placement (the "Offering") to up to 59,850,000 common shares of the Company at a price of C\$1.00 per Share for aggregate gross proceeds of up to C\$59,850,000.

As previously announced, La Mancha Investments S.à.r.l. ("La Mancha") intends to increase its ownership interest in the Company from approximately 4.62% to 19.90% and the Company expects to enter into an investor rights agreement with La Mancha. In addition, [G Mining Ventures Corp.](#), through its wholly owned subsidiary G Mining Guyana Corp., has indicated its intention to exercise its right to participate in the Offering to maintain its approximately 10.5% ownership interest in the Company.

Participation by G Mining Guyana Corp. and other insiders will be considered a "related-party transaction" under Multilateral Instrument 61-101. However, the Company expects such participation to be exempt from the formal valuation and minority shareholder approval requirements on the basis that neither the fair market value of the common shares subscribed for by the insiders, nor the consideration paid for the common shares by such insiders, would exceed 25% of the Company's market capitalization.

The Company intends to use the proceeds of the Offering for exploration work on its projects in Suriname and Guyana, potential new acquisitions in the Guiana Shield and exploration work thereon, as well as working capital and general corporate purposes.

The Offering is expected to close on or about April 30, 2026. Closing is subject to certain conditions including, but not limited to, the receipt of subscription agreements, settlement of the investor rights agreement with La Mancha, the receipt of all necessary regulatory and other approvals including the acceptance of the TSX Venture Exchange. The common shares to be issued under the Offering will be subject to a hold period expiring four months and one day after the closing date.

The common shares have not been registered and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any State in which such offer, solicitation or sale would be unlawful.

About Greenheart Gold Inc.

Greenheart Gold is an exploration company that builds on a proven legacy of discoveries within the Guiana Shield, a highly prospective geological terrain that hosts numerous gold deposits yet remains relatively under-explored. The Company is led by former executives and members of the exploration group of Reunion Gold, a team that was most recently noted for the discovery and delineation of the multimillion-ounce Oko West deposit in Guyana. Greenheart Gold is building on its management's technical knowledge, strong contact base and previous success from exploring in the Guiana Shield to assemble, maintain and explore a portfolio of early-stage exploration projects in Guyana and Suriname that are prospective for orogenic gold deposits.

Additional information about the Company is available on SEDAR+ (www.sedarplus.ca) and the Company's website (www.greenheartgold.com).

For further information, please contact:

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Cautionary Statement on Forward-Looking Information

All statements, other than statements of historical fact, contained in this press release constitute "forward-looking information" and "forward-looking statements" within the meaning of certain securities laws and are based on expectations and projections as of the date of this press release. Forward-looking statements contained in this press release include, without limitation, those related to the Company's plans and objectives, the anticipated size of the Offering, the timing of closing of the Offering, the anticipated participation of La Mancha and G Mining Guyana Corp. in the Offering, the terms of the anticipated investor rights agreement, the planned use of proceeds and, more generally, the section entitled "About Greenheart Gold Inc."

Forward-looking statements are based on beliefs, expectations, estimates and projections as of the time of this press release. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by the Company as of the time of such statements, are inherently subject to significant business, economic and competitive uncertainties and contingencies. These estimates and assumptions may prove to be incorrect. Such assumptions include, without limitation, those underlying the statements in the section entitled "About Greenheart Gold Inc."

Many of these uncertainties and contingencies can directly or indirectly affect, and could cause, actual results to differ materially from those expressed or implied in any forward-looking statements. By their very nature, forward-looking statements involve inherent risks and uncertainties, both general and specific in nature, including among others, the risk that La Mancha and/or G Mining Guyana Corp. withdraw from the Offering, the TSX Venture Exchange does not approve the Offering, and those risks and uncertainties set forth in the Company's audited interim consolidated financial statements and related notes for the initial period from April 19, 2024 to December 31, 2024, and the associated management's discussion & analysis, as well as any subsequent filings, and other documents and reports filed by the Company with Canadian securities regulators available under the Company's profile on SEDAR+ at www.sedarplus.ca, and the risk that estimates, forecasts, projections and other forward-looking statements will not be achieved or that assumptions do not reflect future outcomes. Forward-looking statements are provided for the purpose of providing information about management's expectations and plans relating to the future. Readers are cautioned not to place undue reliance on these forward-looking statements as a number of important risk factors and future events could cause the actual outcomes to differ materially from the beliefs, plans, objectives, expectations, anticipations, estimates, assumptions and intentions expressed in such forward-looking statements. The Company cautions that the list of factors set forth in the Company's filings that may affect future results is not exhaustive, and new, unforeseeable risks may arise from time to time. The Company disclaims any intention or obligation to update or revise any forward-looking statements or to explain any material difference between subsequent actual events and such forward-looking statements, except to the extent required by applicable law.

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

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