

# Garibaldi Resources Corp. Announces Non-Brokered Private Placement Under Listed Issuer Financing Exemption

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[Garibaldi Resources Corp.](#) (TSXV: GGI) (the "Company" or "Garibaldi") announces a proposed non-brokered private placement offering of up to a minimum of 20,000,000 units (each, a "Unit") and a maximum of 30,000,000 Units at a price of \$0.11 per Unit for gross proceeds of up to a minimum of \$2,200,000 and maximum gross proceeds of \$3,300,000 (the "LIFE Offering").

Each Unit will consist of one common share of the Company (each, a "Share") and one Share purchase warrant (each, a "Warrant"). Commencing on the 62<sup>nd</sup> day after issuance, each Warrant is exercisable into one (1) Share (each, a "Warrant Share", and collectively with the Shares and Warrants, the "Securities") at a price of \$0.15 per Warrant Share for a period of thirty-six (36) months from the date of issuance.

There is an offering document (the "Offering Document") related to the LIFE Offering 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.garibaldiresourcescorp.com](http://www.garibaldiresourcescorp.com). Prospective investors should read the Offering Document carefully before making an investment decision.

As disclosed in the Offering Document, the Company intends to use the net proceeds from the LIFE Offering to fund exploration expenditures on its mineral properties, investor relations and communications, general corporate and administrative expenses, and for general working capital purposes.

The Securities offered as a part of the LIFE Offering shall be offered to purchasers resident in all provinces of Canada pursuant to the listed issuer financing exemption under Part 5A of National Instrument 45-106 - Prospectus Exemptions (the "Listed Issuer Financing Exemption"). Securities offered under the Listed Issuer Financing Exemption will not be subject to resale restrictions to Canadian resident investors pursuant to applicable Canadian securities laws.

The LIFE Offering is anticipated to close on or about June 5, 2026, or such later date as the Company may determine. The closing is subject to certain conditions including, but not limited to, a minimum of \$2,200,000 in gross proceeds being raised by the LIFE Offering and the receipt of all necessary regulatory and other approvals, including the approval of the TSX Venture Exchange (the "Exchange").

As disclosed in the Offering Document, the Company has entered into a finder's fee agreement with Research Capital Corporation ("Research"), pursuant to which Research will receive a cash commission equal to 8% of the aggregate gross proceeds from investors introduced by Research to the Company who participate in the LIFE Offering and finder's warrants equal to 8% of the total number of Units sold (each, a "Finder's Warrant"). Each Finder's Warrant will entitle the holder to purchase one Share at an exercise price of \$0.11 per Share for a period of 36 months following the date of issuance.

In connection with the LIFE Offering, the Company has entered into an advisory agreement with Research, pursuant to which Research has provided financial advisory, consulting and support services (the "Advisory Services") in connection with the LIFE Offering. In consideration for the Advisory Services, the Company has agreed to pay Research a work fee equal to \$25,000 and issue 230,000 Shares (the Advisor Shares") to Research at a deemed price of \$0.11 per Share.

The Finder's Warrants and the Advisor Shares will be subject to a four month and one day hold period pursuant to applicable Canadian Securities Laws.

Insiders may participate in the LIFE Offering. Any participation by insiders will constitute a "related party

transaction" as defined under Multilateral Instrument 61101 Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Company expects such participation will be exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as neither the fair market value of the Units subscribed for by the insiders, nor the consideration for the Units paid by such insiders, is expected to exceed 25% of the Company's market capitalization.

None of the securities sold in connection with the LIFE Offering will be registered under the United States Securities Act of 1933, as amended, and none of these securities may be offered or sold in the United States. This news 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 jurisdiction in which such offer, solicitation or sale would be unlawful.

#### About Garibaldi

Garibaldi Resources Corp. is an active Canadian-based junior exploration company focused on creating shareholder value through discoveries and strategic development of its assets in some of the most prolific mining regions in British Columbia.

#### GARIBALDI RESOURCES CORP.

Per: "Steve Regoci"

Steve Regoci, President  
Telephone: (604) 488-8851

Neither the TSX Venture Exchange nor its Regulation Services Provider accepts responsibility for the adequacy or the accuracy of this release.

#### Forward-Looking Statements Disclaimer

This news release contains forward-looking statements within the meaning of applicable Canadian securities laws. All statements, other than statements of historical fact, that address activities, events or developments that the Company believes, expects or anticipates will or may occur in the future are forward-looking statements. Forward-looking statements in this news release include, but are not limited to, statements regarding the completion of the LIFE Offering on the terms described or at all, the intended use of proceeds from the LIFE Offering, the satisfaction of closing conditions, the receipt of TSX Venture Exchange approval, and the anticipated closing date of the LIFE Offering.

Forward-looking statements are based on management's current expectations, assumptions and beliefs, including assumptions regarding market conditions, commodity prices, access to capital and the Company's ability to carry out its planned exploration and corporate activities, and are subject to a number of risks and uncertainties that may cause actual results or events to differ materially from those expressed or implied in such forward-looking statements. These risks and uncertainties include, without limitation: the Company's ability to complete the LIFE Offering as proposed or at all; the availability of financing on acceptable terms; the receipt of required regulatory approvals; general market conditions; fluctuations in commodity prices; and risks beyond the Company's control. In addition, global geopolitical events and conditions, including armed conflicts, military actions, sanctions regimes, trade restrictions and heightened geopolitical tensions arising from conflicts in Ukraine, the Middle East (including Palestine), and tensions involving Iran, may contribute to increased volatility in global financial and commodity markets, disruptions to supply chains, inflationary pressures, higher interest rates, reduced investor risk appetite, and broader macroeconomic uncertainty, any of which could adversely affect the Company's business, financial condition, results of operations, ability to raise capital, or the timing and execution of its planned activities.

Although the Company believes that the assumptions underlying the forward-looking statements are reasonable, forward-looking statements are not guarantees of future performance and actual results may differ materially from those anticipated. Accordingly, undue reliance should not be placed on forward-looking statements. The Company 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

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