

# Gold Strategy Announces Closing Of Private Placement

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[Gold Strategy Inc.](#) (TSXV: GST) (the "Company") announces that it has closed a non-brokered private placement offering (the "Offering") of 1,000,000 common shares ("Common Shares") at a price of \$1.456 per share for aggregate gross proceeds of \$1,456,000. The proceeds from the Offering are expected to be used for working capital and general corporate purposes.

No finders' fees or commissions were paid upon completion of the Offering. All securities issued under the Offering are subject to restrictions on resale until August 31, 2026 in accordance with applicable securities laws.

The securities offered have not been 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 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 State in which such offer, solicitation or sale would be unlawful.

Instant Finance and Consulting AG ("InstaFin") (a "control person" (as such term is defined in the Securities Act (British Columbia)) of the Company, is a "related party" of the Company pursuant to Multilateral Instrument 61-101 - Take Over Bids and Special Transactions ("MI 61-101") and participated in the Offering. Accordingly, the Offering constitutes a "related party transaction" within the meaning of MI 61-101. Pursuant to the Offering, InstaFin received an aggregate of 560,000 Common Shares. The Company is relying on the exemptions from the formal valuation requirement under section 5.5(c) of MI 61-101 and the minority shareholder approval requirement under section 5.7(c) of MI 61-101, as the related party participation constitutes a distribution of securities for cash not more than \$2,500,000. The Offering was unanimously approved by the board of directors of the Company, with no materially contrary view by any director nor were any directors required to abstain from the vote for a conflict of interest. The Company did not file a material change report in respect of the Offering on SEDAR+ less than 21 days prior to closing thereof due to the fact that the Company wished to close the Offering as soon as practicable to enable it to continue its business pursuits.

## Early Warning Disclosure

In connection with the closing of the Offering, InstaFin located in Zug, Switzerland, acquired ownership and control of 560,000 Common Shares. Prior to the completion of the Offering, InstaFin owned and controlled an aggregate of 466,952 Common Shares, representing approximately 43.97% of the issued and outstanding Common Shares immediately prior to the closing of the Offering on an undiluted basis (there are no convertible securities in the Company).

Upon completion of the Offering, InstaFin owns and controls an aggregate of 1,026,952 Common Shares representing approximately 49.80% of the issued and outstanding Common Shares as of the completion of the Offering.

The Common Shares were acquired in a private placement transaction which did not take place through the facilities of any market for the Company's securities. This transaction was completed for investment purposes and InstaFin may increase or decrease its investments in the Company at any time, or continue to maintain its current investment position, depending on market conditions or any other relevant factor. The Common Shares were acquired for aggregate consideration of \$815,360, pursuant to the exemption contained in Section 2.10 of National Instrument 45-106 on the basis that the Common Shares had an aggregate cost of not less than \$150,000 paid in cash at the time of distribution.

This portion of this news release is issued pursuant to National Instrument 62-103 - The Early Warning System and Related Take-Over Bid and Insider Reporting Issues, which also requires an early warning report to be filed on SEDAR+ ([www.sedarplus.com](http://www.sedarplus.com)) containing additional information with respect to the foregoing matters. A copy of the related early warning report may be obtained on the Company's SEDAR+ profile or by contacting the Company at the contact information set out below.

GOLD STRATEGY INC.

Reno J. Calabrigo, Chief Executive Officer

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This news release may include forward-looking statements that are subject to risks and uncertainties. All statements within, other than statements of historical fact, are to be considered forward looking. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in forward-looking statements. There can be no assurances that such statements will prove accurate and, therefore, readers are advised to rely on their own evaluation of such forward-looking statements. We do not assume any obligation to update any forward-looking statements except as required under applicable laws. For further information, please contact: Reno J. Calabrigo, CEO, Tel: +1 (647) 402-0957, Email: [info@gold-strategy.com](mailto:info@gold-strategy.com)

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