

Morocco Strategic Minerals Corp. Closes Private Placement for a Total Amount of \$7.5 Millions

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[Morocco Strategic Minerals Corp.](#) (TSXV: MCC) ("MCC" or the "Corporation") is pleased to announce the closing of its previously announced non-brokered private placement, raising total gross proceeds of \$7,516,935 through the issuance of 50,112,900 units of the Corporation ("Units") at a price of \$0.15 per Unit (the "Private Placement").

Each Unit consists of (i) one common share in the capital of the Corporation (a "Common Share") and (ii) one half of one Common Share purchase warrant (each whole warrant, a "Warrant"). Each Warrant entitles its holder to acquire one additional Common Share (a "Warrant Share") at a price of \$0.25 per Warrant Share until May 4, 2028.

All securities issued in connection with the Private Placement are subject to a statutory hold period ending on September 5, 2026. The Private Placement remains subject to final approval from the TSX Venture Exchange ("TSXV").

In connection with the completion of the Private Placement, the Corporation paid finder's fees in an aggregate amount of \$234,312.74 and issue a total of 1,292,584 Warrants to arm's length third parties in consideration for their services under the Private Placement.

The Corporation intends to use the net proceeds from the Private Placement to fund the acquisition and development of mining assets in Morocco, and for the Corporation's general and corporate working capital purposes.

Insiders have participated in the Private Placement and were issued a total of 1,243,332 Units, for total gross proceeds of \$186,500. Such participation in the Private Placement is considered a "related party transaction" as defined in Regulation 61-101 *respecting Protection of Minority Security Holders in Special Transactions* ("Regulation 61-101"). MCC relied on the exemptions from the formal valuation and minority shareholder approval requirements of Regulation 61-101 contained in sections 5.5(a) and 5.7(1)(a) of Regulation 61-101 as neither the fair market value of the securities issued to insiders nor the consideration for such securities by insiders exceed 25% of MCC's market capitalization. MCC did not file a material change report in respect of the transaction at least 21 days before the anticipated closing of the Private Placement, as details of such transaction were unknown at such time.

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 have not been and will not be registered under the United States Securities Act of 1933, as amended (the "1933 Act") or any state securities laws and may not be offered or sold within the United States or to, or for account or benefit of, U.S. Persons (as defined in Regulation S under the 1933 Act) unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration requirements is available.

About Morocco Strategic Minerals

MCC is a Canadian mineral exploration company focused on the acquisition, exploration, and, if warranted, development of natural resource properties of merit in Canada and Morocco.

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Forward-Looking Statements and Disclaimer

Certain information contained herein may constitute "forward-looking information" under Canadian securities legislation. Generally, forward-looking information can be identified using forward-looking terminology such as "will be," "expected," or variations of such words and phrases, or statements that certain actions, events, or results "will" occur. Forward-looking statements, including statements relating to the intended use of the net proceeds from the Private Placement are based on the Corporation's estimates and are subject to known and unknown risks, uncertainties, and other factors that may cause actual results, level of activity, performance, or achievements of the Corporation to be materially different from those expressed or implied by such forward-looking statements or forward-looking information. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. The Corporation will not update any forward-looking statements or forward-looking information that are incorporated by reference herein, except as required by applicable securities laws.

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