

Cosa Announces C\$5 Million Bought Deal Private Placement

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Vancouver, June 3, 2026 - [Cosa Resources Corp.](#) (TSXV: COSA) (OTCQB: COSAF) (FSE: SSKU) ("Cosa" or the "Company") is pleased to announce that it has entered into an agreement with Velocity Trade Capital Ltd., on behalf of itself and a syndicate of underwriters to include Haywood Securities Inc. as co-lead underwriter (collectively, the "Underwriters") who have agreed to purchase, on a "bought deal" private placement basis: (i) 1,670,000 common shares of the Company (the "Non-FT Shares") at a price of C\$0.60 per Non-FT Share, (ii) 3,045,000 charity flow-through common shares of the Company (the "Charity FT Shares") at a price of C\$0.99 per Charity FT Share, and (iii) 1,430,000 flow-through common shares of the Company (the "FT Shares", and together with the Non-FT Shares and Charity FT Shares, the "Offered Securities") at a price of C\$0.70 per FT Share, for aggregate gross proceeds to the Company of C\$5,017,550 (collectively, the "Offering").

Cosa's largest shareholder, [Denison Mines Corp.](#) (TSX: DML) (NYSE American: DNN) ("Denison"), is expected to participate in the Offering pursuant to its pre-emptive and top-up rights under the investor rights agreement between Denison and Cosa dated January 14, 2025. Denison is a leading Athabasca Basin-focused uranium mining, development, and exploration company with a market capitalization of over C\$4.5 billion. Denison's current focus is advancing the development-stage Wheeler River project, which represents one of the largest undeveloped uranium mining projects in the infrastructure rich eastern portion of the Athabasca Basin.

In addition, the Company has granted the Underwriters an option (the "Over-Allotment Option"), exercisable in whole or in part by the Underwriters, at any time up to 48 hours prior to the Closing Date (as defined below), to purchase up to an additional C\$750,000 of Offered Securities, in any combination of Non-FT Shares, Charity FT Shares, and/or FT Shares, at the respective issue prices above.

Each Charity FT Share and FT Share will qualify as a "flow-through share" within the meaning of the Income Tax Act (Canada) and will qualify as an "eligible flow-through share" as defined in The Mineral Exploration Tax Credit Regulations, 2014 (Saskatchewan).

The Company intends to use the net proceeds from the sale of Non-FT Shares to fund exploration and development and for additional working capital purposes. The gross proceeds from the sale of Charity FT Shares and FT Shares will be used by the Company to incur eligible "Canadian exploration expenses" that qualify as "flow-through critical mineral mining expenditures" as such terms are defined in the Income Tax Act (Canada), and to incur "eligible flow-through mining expenditures" pursuant to The Mineral Exploration Tax Credit Regulations, 2014 (Saskatchewan) (collectively, the "Qualifying Expenditures") related to the Company's uranium projects in the Athabasca Basin, Saskatchewan, on or before December 31, 2027. All Qualifying Expenditures will be renounced in favour of the subscribers of Charity FT Shares and FT Shares effective December 31, 2026. In the event that the Company does not renounce on or prior to December 31, 2026 Qualifying Expenditures in amount equal to the gross proceeds of the Charity FT Shares and FT Shares purchased and/or if the amount of the Qualifying Expenditures is reduced upon assessment or reassessment by the Canada Revenue Agency, the Company will indemnify each Charity FT Share and FT Share initial subscriber for the additional income taxes payable by such initial subscriber as a result of the Company's failure to renounce the Qualifying Expenditures or as a result of the reduction.

Subject to compliance with applicable regulatory requirements and in accordance with National Instrument 45-106 - Prospectus Exemptions ("NI 45-106"), the FT Shares will be offered by way of the "accredited investor", "family, friends and business associates" and "minimum amount investment" exemptions under NI 45-106 in all of the provinces of Canada. The FT Shares issuable pursuant to the Offering will be subject to a hold period in Canada ending on the date that is four months plus one day following the Closing Date under applicable Canadian securities laws. The Non-FT Shares and Charity FT Shares will be offered pursuant to Section Part 5A.2 of National Instrument 45-106 Prospectus Exemptions, as amended by Coordinated Blanket Order 45-935 - Exemptions from Certain Conditions of the Listed Issuer Financing Exemption to

purchasers in each of the provinces Canada (other than the province of Quebec). The Underwriters will also be entitled to offer the Shares for sale in the United States pursuant to available exemptions from the registration requirements of the United States, and in certain other jurisdictions outside of Canada and the United States provided it is understood that no prospectus filing or comparable obligation, ongoing reporting requirement or requisite regulatory or governmental approval arises in such other jurisdictions. The Non-FT Shares and Charity FT Shares issuable pursuant to the Offering will not be subject to a hold period in Canada, other than any hold periods required by the TSX Venture Exchange (the "TSXV").

The Offering is expected to close on or about June 24, 2026 (the "Closing Date"), or such other date as the Company and the Underwriters may agree, and is subject to certain conditions including, but not limited to, receipt of all necessary approvals including the approval of the TSXV.

There is an offering document (the "Offering Document") related to the offering of Non-FT Shares and Charity FT Shares that can be accessed under the Company's profile on SEDAR+ at www.sedarplus.ca and the Company's website at www.cosaresources.ca. Prospective investors of Non-FT Shares and Charity FT Shares should read the Offering Document before making an investment decision.

The Offered Securities described in this news release have not been, nor will they be, registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any United States state securities laws, and may not be offered or sold, directly or indirectly, within the United States or to, or for the account or benefit of, U.S. persons absent registration or an exemption from registration requirements. This news release does not constitute an offer for sale of securities, nor a solicitation for offers to buy any securities in the United States, not in any other jurisdiction in which such offer, solicitation or sale would be unlawful. The terms "United States" and "U.S. person" used herein are as defined in Regulation S under the U.S. Securities Act.

About Cosa Resources Corp.

Cosa Resources is a Canadian uranium exploration company operating in northern Saskatchewan. The portfolio comprises roughly 237,000 ha across multiple underexplored 100% owned and Cosa-operated joint venture projects in the Athabasca Basin region, the majority of which reside within or adjacent to established uranium corridors.

In January of 2025, the Company entered a transformative strategic collaboration with Denison (TSX: DML) (NYSE American: DNN) that has secured access to several additional highly prospective eastern Athabasca uranium exploration projects. As Cosa's largest shareholder, Denison gains exposure to Cosa's potential for exploration success and its pipeline of uranium projects.

The Company's primary focus through the remainder of 2026 will be drilling at the Murphy Lake North and Darby projects in the eastern Athabasca Basin. Drilling at Murphy Lake North will follow up uranium mineralization within an extensive zone of strong structure and hydrothermal alteration at the Cyclone trend. Drilling at Darby will follow up on intersections of anomalous geochemistry, structure, and zones of hydrothermal alteration from both winter 2026 drilling and historical drilling.

Cosa's award-winning management team has a track record of success in Saskatchewan. In 2022, members of the Cosa team were awarded the AME Colin Spence Award for the discovery of the Hurricane uranium deposit. Cosa personnel led teams or had integral roles in the discovery of Denison's Gryphon deposit and held key roles in the founding of both NexGen and IsoEnergy.

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Forward-Looking Information

This press release contains "forward-looking information" within the meaning of applicable Canadian securities laws. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, identified by words or phrases such as "believes", "anticipates", "expects", "is expected", "scheduled", "estimates", "pending", "intends", "plans", "forecasts", "targets", or "hopes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "will", "should" "might", "will be taken", or "occur" and similar expressions) are not statements of historical fact and may be forward-looking statements. Forward-looking information herein includes, but is not limited to, statements that address activities, events or developments that Cosa expects or anticipates will or may occur in the future including issuance of the Offered Securities and the closing date of the Offering, proposed use of proceeds of the Offering and the tax treatment of the Charity FT Shares and FT Shares.

Forward-looking statements and forward-looking information relating to any future mineral production, liquidity, enhanced value and capital markets profile of the Company, future growth potential for the Company and its business, and future exploration plans are based on management's reasonable assumptions, estimates, expectations, analyses and opinions, which are based on management's experience and perception of trends, current conditions and expected developments, and other factors that management believes are relevant and reasonable in the circumstances, but which may prove to be incorrect. Assumptions have been made regarding, among other things, the price of metals; costs of exploration and development; the estimated costs of development of exploration projects; the Company's ability to operate in a safe and effective manner.

These statements reflect the Company's respective current views with respect to future events and are necessarily based upon a number of other assumptions and estimates that, while considered reasonable by management, are inherently subject to significant business, economic, competitive, political and social uncertainties and contingencies. Many factors, both known and unknown, could cause actual results, performance, or achievements to be materially different from the results, performance or achievements that are or may be expressed or implied by such forward-looking statements or forward-looking information and the Company has made assumptions and estimates based on or related to many of these factors. Such factors include, without limitation: the future tax treatment of the Charity FT Shares and FT Shares, competitive risks and the availability of financing; precious metals price volatility; risks associated with the conduct of the Company's mining activities; regulatory, consent or permitting delays; risks relating to reliance on the Company's management team and outside contractors; the Company's inability to obtain insurance to cover all risks, on a commercially reasonable basis or at all; currency fluctuations; risks regarding the failure to generate sufficient cash flow from operations; risks relating to project financing and equity issuances; risks and unknowns inherent in all mining projects; contests over title to properties, particularly title to undeveloped properties; laws and regulations governing the environment, health and safety; operating or technical difficulties in connection with mining or development activities; employee relations, labour unrest or unavailability; the Company's interactions with surrounding communities; the speculative nature of exploration and development; stock market volatility; conflicts of interest among certain directors and officers; lack of liquidity for shareholders of the Company; litigation risk; and the factors identified in the Company's public disclosure documents. Readers are cautioned against attributing undue certainty to forward-looking statements or forward-looking information. Although the Company has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause results not to be anticipated, estimated or intended. The Company does not intend, and does not assume any obligation, to update these forward-looking statements or forward-looking information to reflect changes in assumptions or changes in circumstances or any other events affecting such statements or information, other than as required by applicable law.

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