

North Valley Resources Announces \$1.5 Million Private Placement

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Kamloops, June 4, 2026 - [North Valley Resources Ltd.](#) (CSE: NVR) ("the Company") is pleased to announce a non-brokered private placement offering ("the Offering") of up to 4,545,454 charity flow-through units (the "Charity FT Units") at a price of \$0.22, and up to 3,333,333 non flow-through units ("the NFT Units") at a price of \$0.15 per Unit for aggregate gross proceeds of up to \$1,500,000.

Each Charity FT Unit will consist of one (1) charity flow-through share of the Company (a "FT Share") and one-half (1/2) of a common share purchase warrant (each whole warrant, a "Charity FT Unit Warrant"). Each Charity FT Unit Warrant will entitle the holder to acquire one (1) common share of the Company at an exercise price of \$0.25 for a period of 24 months from the closing date.

Each NFT Unit will consist of one (1) non flow-through common share of the Company (a "Share") and one-half (1/2) of a common share purchase warrant (each whole warrant, a "Unit Warrant"). Each NFT Unit Warrant will entitle the holder to acquire one (1) common share of the Company at an exercise price of \$0.25 for a period of 24 months from the closing date.

All Warrants issued in connection with the Offering will be subject to an acceleration provision whereby, if the closing price of the Company's common shares equals or exceeds \$0.35 for ten (10) consecutive trading days, the Company may accelerate the expiry date of the Warrants to a date that is 30 days following notice to the holders thereof by way of issuance of a news release.

All Charity FT Units and Charity FT Unit Warrants offered in connection with this Offering qualify as a "flow-through share" within the meaning of the Income Tax Act (Canada) (the "Tax Act"). The Charity FT Units Offering will be facilitated by Oberon Capital Corporation ("Oberon Capital"). Oberon Capital will not receive any fees or commissions from the Company for its role in the Offering.

The gross proceeds from the sale of the Charity FT Units will be used to incur eligible "Canadian exploration expenses" that qualify as "flow-through critical mineral mining expenditures", as such terms are defined in the Tax Act, and for subscribers who are qualifying individuals under the Income Tax Act (British Columbia) (the "BC Tax Act"), these expenditures will also qualify as "BC flow-through mining expenditures", as defined in section 4.721(1) of the BC Tax Act (collectively, the "Qualifying Expenditures"). These expenditures will be incurred on North Valley Resource's British Columbia assets, specifically its Comstock property that was optioned in 2021 with the right to earn 100% ownership. The Qualifying Expenditures will be incurred on or before December 31, 2027, and will be renounced in favour of the subscribers with an effective date no later than December 31, 2026, in an aggregate amount not less than the total gross proceeds raised from the issuance of the Charity FT Units. The net proceeds from the sale of the NFT Units will be utilized for general working capital.

The Company may pay finders' fees on the sale of the NFT Units in accordance with the policies of the Canadian Securities Exchange.

The Private Placement is subject to certain conditions including, without limitation, approval of the CSE, and all securities issued under the Private Placement will be subject to statutory hold periods expiring four months and one day from the date of closing of the Private Placement pursuant to applicable securities laws and CSE policy.

About North Valley Resources

North Valley Resources is a well-positioned junior exploration company focused on advancing its flagship

Comstock Project, a high-quality exploration asset that is fully permitted for drilling and located in a proven, mining-friendly jurisdiction. The Company is executing a disciplined, systematic exploration strategy aimed at unlocking significant copper and gold potential and advancing Comstock toward the mineral resource stage, while creating meaningful value for shareholders.

More information can be found at the Company's website at www.northvalleyresources.com

On behalf of the Company

Cameron Dorsey, CEO

For new information about the Company's programs, please visit North Valley's website at www.northvalleyresources.com or contact Cameron Dorsey, CEO, by telephone (403) 966-0738 or by email at cameron.dorsey@northvalleyresources.com

This press release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States or any jurisdiction in which such offer, solicitation or sale would be unlawful prior to qualification or registration under the securities laws of such jurisdiction. The securities being offered have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

Forward-Looking Statements: This press release may contain "forward-looking information or statements" within the meaning of Canadian securities laws, which may include, but are not limited to statements relating to its future business plans. All statements in this release, other than statements of historical facts, that address events or developments that the Company expects to occur, are forward-looking statements. Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by the words "expects", "plans", "anticipates", "believes", "intends", "estimates", "projects", "potential" and similar expressions, or that events or conditions "will", "would", "may", "could" or "should" occur. 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 may differ from those in the forward-looking statements. Some of the specific forward-looking information or statements in this press release includes, but is not limited to, statements with respect to: the successful completion of the Private Placement, regulatory approvals and corporate and shareholder approvals. Such forward-looking information reflects the Company's views with respect to future events and is subject to risks, uncertainties and assumptions. The Company does not undertake to update forward-looking statements or forward-looking information, except as required by law.

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 these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. Neither CSE nor its Regulation Services Provider (as that term is defined in policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.

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