

Great Eagle Gold Corp. and NatGold Digital Ltd. Strengthen Strategic Partnership with New Agreement; GEGC Announces Financing Update

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Burnaby, January 9, 2025 - [Great Eagle Gold Corp.](#) (CSE: GEGC) (OTC Pink: GEGCF) (FSE: GI8) ("Great Eagle" or the "Company") and NatGold Digital Ltd. ("NatGold Digital") are pleased to announce a new agreement that supersedes their previous Collaborative Business Development Agreement, dated January 26, 2024. This updated partnership builds on their shared commitment to successfully launching NatGold Digital's revolutionary digital mining ecosystem, which tokenizes certified in-ground gold resources into NatGold Tokens. These tokens provide investors worldwide with the opportunity to invest in an ESG-friendly and non-dilutive form of gold.

NatGold Digital, as the founder and global operator of the NatGold digital mining ecosystem, is responsible for demand-side market development, while Great Eagle focuses exclusively on the supply side of the ecosystem as the premier gold miner. Together, both companies are positioned at the forefront of three major financial investment trends: the tokenization of real-world assets, ESG investments, and gold.

Agreement Highlights: Strengthened Cooperation and Defined Roles

The new agreement solidifies a long-term relationship between the two companies, with clearly defined areas of cooperation:

1. Sharing Expertise and Resources: Both companies will contribute geological, technical, and market insights to ensure the successful development and scaling of the NatGold digital mining ecosystem.
1. Orderly Market Liquidation: NatGold Tokens allocated to both companies will be introduced to the market in a responsible manner to maintain price stability and support natural market price development and equilibrium.
1. Advocacy for Legislation: The parties will collaborate to educate governments globally on the benefits of digital gold mining, enabling wider adoption of tokenization and participation in the NatGold ecosystem.
1. Capital Markets Engagement: Joint investor presentations will ensure stakeholders fully understand the value and potential of the NatGold ecosystem.

Exclusive Rights and Priority Queuing Benefits

Great Eagle Gold Corp. is granted exclusive rights to supply mineral rights titles for the creation of the first 2.5 million NatGold Tokens. This ensures that only certified gold resources supplied by Great Eagle will be tokenized during this phase.

Following the initial tokenization, Great Eagle will enjoy priority queuing rights for five years, giving it precedence over other mining companies in future tokenization projects. This exclusive arrangement ensures Great Eagle's continued leadership within the NatGold ecosystem while offering NatGold a reliable supply of tokenizable resources.

Mutual Benefits and Share Issuance Terms

In recognition of the value this partnership brings to both parties, Great Eagle Gold Corp. will issue 5 million common shares to NatGold Digital Ltd. in two tranches:

- First Tranche: 2.5 million shares will be issued within 30 days of Great Eagle successfully tokenizing its first qualifying mineral rights title with NatGold.
- Second Tranche: An additional 2.5 million shares will be issued within 30 days of tokenizing sufficient titles to mint 2.5 million NatGold Tokens, provided this milestone is reached within 12 months of the agreement's effective date.

These shares are issued under applicable regulatory exemptions and subject to standard hold periods, ensuring compliance with securities regulations.

Enhanced Market Potential

The updated agreement provides a solid framework for both companies to capitalize on the growing demand for ESG-friendly gold investments. NatGold Digital's pioneering tokenization technology and Great Eagle's ability to supply certified gold resources position the partnership for significant success.

Andrew Fletcher, President of Great Eagle Gold Corp., stated, "Our strengthened partnership with NatGold Digital positions us to lead the supply side of NatGold Digital's revolutionary digital gold mining ecosystem. The initial tokenization exclusivity, together with priority queuing benefits, offers Great Eagle significant competitive advantages."

Great Eagle Financing Update

Closes Non-Brokered Private Placement

Further to its news release dated November 7, 2024, it has closed its non-brokered private placement financing of 1,870,425 units at \$0.20 per unit ("Units") raising gross proceeds of \$374,085 (the "Private Placement").

Each Unit is comprised of one common share (each, a "Share") and one-half of one common share purchase warrant (each whole warrant, a "Warrant"). Each Warrant entitles the holder thereof to purchase one additional common share of the Company at an exercise price of \$0.30 per share for a period of two years expiring on December 18, 2026.

In connection with the Private Placement, the Company paid an aggregate of \$31,000 in cash finders' fees and issued 55,000 finders warrant, with each finder's warrant entitling the holder to acquire one common share at and exercise at the price of \$0.20 for a period of two years. The Shares and Warrants are subject to a hold period until April 19, 2025 pursuant to applicable securities legislation.

New Financing Initiated

Great Eagle intends to complete an additional non-brokered private placement financing for gross proceeds of up to \$1,000,000 (the "Financing"). This is expected to consist of up to 5,000,000 units (each, a "Unit") at a price of \$0.20 per Unit, or as determined by Great Eagle management in accordance with Canadian Securities Exchange (the "Exchange") regulations. Each Unit will consist of one common share and one-half of one common share purchase warrant (each whole warrant, a "Warrant"). Each whole Warrant will be exercisable for an additional common share of Great Eagle at \$0.30 per share for twenty-four months following the closing of the Financing. The Financing, subject to an over-allotment of up to \$200,000 (20%) at the Company's discretion, will be subject to Exchange acceptance, and all securities issued will adhere to a four-month hold period as per applicable securities legislation.

Great Eagle may pay finder's fees in cash and warrants in connection with the Financing. Net proceeds are expected to be used for acquisition related costs, due diligence reviews, and ongoing working capital requirements.

The securities referred to herein will not be or have not been registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

About Great Eagle Gold.

Great Eagle Gold Corp. (CSE: GEGC) (OTC Pink: GEGCF) (FSE: GI8), a Canadian public company also listed in the United States and Germany, is pioneering a revolutionary shift in digital mining, transforming how the global gold mining industry captures gold's intrinsic value. Through a novel blockchain-based digital mining process, New York based NatGold Digital Ltd. provides an ESG-friendly, regulatory-compliant way to invest in gold, eliminating the significant environmental, social, and financial costs associated with conventional gold mining.

Great Eagle's strategy is distinct in its focus on the supply side of the NatGold ecosystem, acquiring NI 43-101 certified gold resources to be digitally mined into NatGold coins through a title swap process that aligns with NatGold Digital Ltd.'s stringent token integrity standards. Together, Great Eagle and NatGold Digital stand at the intersection of three powerful global investment trends: gold, ESG investing, and the tokenization of real-world assets. For more information, visit www.greateaglegold.com.

On behalf of the board,

Andrew Fletcher, CEO & Director
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Neither the Canadian Securities Exchange (the "CSE") nor the Market Regulator (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this news release.

This news release includes certain statements that may be deemed "forward-looking statements" within the meaning of applicable Canadian securities legislation. Forward-looking statements include, but are not limited to, statements with respect to Great Eagle's proposed Financing, operations and the acquisition of NI 43-101 certified gold resources, the ability to digitally mine NatGold coins, the viability of the NatGold tokenization and monetization ecosystem, and development plans, expansion plans, estimates, expectations, forecasts, objectives, predictions and projections of the future. Specifically, this news release contains forward looking statements with respect to Great Eagle's proposed operations, acquiring and developing certified gold resources and their tokenization, and the receipt of required approvals. Generally, forward-looking statements can be identified by the forward- looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "projects", "intends", "anticipates", or "does not anticipate", or "believes", or "variations of such words and phrases or state that certain actions, events or results "may", "can", "could", "would", "might", or "will" be taken", "occur" or "be achieved". Forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of Great Eagle to be materially different from those expressed or implied by such forward-looking statements, including but not limited to: risks related to the exploration and development and operation of Great Eagle's projects, the actual results of current exploration, development activities, conclusions of economic evaluations, changes in project parameters as plans continue to be refined, future precious metals prices, as well as those factors discussed in the sections relating to risk factors of our business filed in Great Eagle's required securities filings on SEDAR+. Although Great Eagle has attempted to identify important factors that could cause results to differ materially from those contained in forward- looking statements, there may be other factors that cause results to be materially different from those anticipated, described, estimated, assessed or intended.

The forward-looking statements contained in this news release are made as of the date of this news release. Except as required by law, the Company disclaims any intention and assumes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable securities law. Additionally, the Company undertakes no obligation to

comment on the expectations of, or statements made, by third parties in respect of the matters discussed above.

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