

Solstice Announces Closing of Upsized Private Placement

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[Solstice Gold Corp.](#) (TSXV: SGC) ("Solstice", "we", "our" or the "Company") is pleased to report the closing of its previously announced private placement financing (the "Offering") on Monday, March 31st, 2025 (the "Closing Date"), for gross proceeds of approximately \$1.15 million through the issuance of the following securities:

1. 9,285,714 premium flow-through units (the "Premium FT Units") at a price of \$0.049 per Premium FT Unit, each Premium FT Unit comprised of one common share of the Company (each, a "Premium FT Share") and one half warrant, where one full warrant (each, a "FT Premium Warrant") is exercisable for one common share of the Company (each, a "Share") at \$0.05 for 12 months from the closing date of the Offering;
2. 9,750,000 flow-through common shares (the "FT Shares") at a price of \$0.04 per FT Share, each of the Premium FT Shares, FT Premium Warrants and FT Shares qualifying as a flow-through share for purposes of the Income Tax Act (Canada) (the "ITA"); and
3. 8,737,857 units of the Company ("Units") at \$0.035 per Unit, each Unit comprised of one Share and one half warrant where one full warrant (each, a "Warrant") is exercisable for one Share at \$0.05 for 12 months from the closing date of the Offering.

This represents an upside to \$1.15 million from the Company's previously announced \$850,000 anticipated gross proceeds of the Offering. The gross proceeds of the Offering will be used by the Company: (i) \$845,000 or 100% from the Premium FT Units and the FT Shares to fund exploration programs qualifying as "Canadian Exploration Expenses" and "flow-through mining expenditures" (as those terms are defined in the ITA) at the Company's mining projects; and (ii) \$305,825 or 100% from the Units for general corporate and working capital. The majority of the proceeds will go to funding a diamond drill program at the Company's Strathy Gold Project.

The Offering was conducted in reliance upon available exemptions from the prospectus requirements of applicable Canadian securities laws. All securities issued under the Offering are subject to a hold period of four months and one day from the Closing Date in accordance with applicable Canadian securities laws and the policies of the TSXV.

In accordance with the TSXV policies, the Company is relying on a minimum pricing exception to issue securities at less than \$0.05 per listed security. Accordingly, the Company did not issue securities under the Offering comprising more than 100% of its issued and outstanding Shares. No proceeds of the Offering are expected to be paid to "Non-Arm's Length Parties" (as defined in the policies of the TSXV) or toward Investor Relations Activities (as defined in the policies of the TSXV).

The purchase by insiders of the Company of an aggregate of 1,180,000 Units and 1,375,000 FT Shares representing approximately \$96,300 of the gross proceeds of the Offering constitute "related party transactions" of the Company under Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). Pursuant to sections 5.5(b) and 5.7(1)(a) of MI 61-101, the Company is exempt from obtaining formal valuation and minority approval of the Company's shareholders respecting the purchase of securities under the Offering by related parties as the fair market value of securities purchased under the Offering by related parties is below 25% of the Company's market capitalization as determined in accordance with MI 61-101.

The Premium FT Units, the Premium FT Shares, the FT Premium Warrants, the Shares issuable upon exercise of the FT Premium Warrants, the FT Shares, the Units, the Warrants and the Shares issuable upon

exercise of the Warrants, have not been and will not be registered under the United States 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, or for the account or benefit of, U.S. persons absent registration or an exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws. This news release shall not constitute an offer to sell or the solicitation of an offer to buy any of the securities, nor shall there be any sale of the securities, in any jurisdiction in which such offer, solicitation or sale would be unlawful. "United States" and "U.S. person" are as defined in Regulation S under the U.S. Securities Act.

75,000 Shares were issued to Raymond James as a finder's fee.

Options

Solstice also announces today it issued 4,200,000 stock options (the "Options") to certain directors, officers, and employees of Solstice. Each Option is exercisable for one Share at an exercise price of \$0.05 and have a five-year term. The Options vest one third immediately, one third one year from the date of grant and one third two years from the date of grant. The Options are governed by the Company's Stock Option plan ratified by shareholders of the Company on December 4, 2024, at the Company's annual and special meeting of shareholders and are subject to the requirements of the TSX Venture Exchange. After these grants, the Company has 13,500,000 Stock Options issued and outstanding representing 5.7% of its issued and outstanding Common. Included in the above Option grants are 4,000,000 option grants for Directors and Officers of the Company.

About Solstice Gold Corp.

Solstice is an exploration company with quality, district-scale gold projects in established mining regions of Canada. Our 41 km² Strathy Gold Project hosts high grade gold mineralization over a wide area straddling two NE-SW-trending structures. It is located in the Abitibi Subprovince of the Superior Craton and has never been systematically explored in its history. A recent 17.5 line km Alpha IP survey defines 50 new targets on SGC claims. Large, continuous IP anomalies are structurally linked to areas of significant gold intercepts and are largely untested, presenting the opportunity for significant discovery.

Our Qaiqtuq Gold Project which covers 662 km², hosts a 10 km² high grade gold boulder field, is fully permitted and hosts multiple drill-ready targets. Qaiqtuq is located in Nunavut, only 26 km from Rankin Inlet and approximately 7 km from the Meliadine Gold Mine owned by [Agnico Eagle Mines Ltd.](#)

Our district-scale Atikokan Gold Project is approximately 26 km from the Hammond Reef Gold Project owned by Agnico Eagle Mines Limited. Our 194 km² Red Lake Extension (RLX) and New Frontier projects are located at the northwestern extension of the prolific Red Lake Camp in Ontario and approximately 45 km from the Red Lake Mine Complex owned by Evolution Mining.

An extensive gold and battery metal royalty and property portfolio of over 80 assets was purchased in October 2021. Well over \$2.5 million in value and three new royalties have been generated since the acquisition.

Solstice is committed to responsible exploration and development in the communities in which we work. For more details on Solstice Gold and our exploration projects please see our Corporate Presentation available at www.solsticegold.com.

Solstice's Chairman, David Adamson, was a co-award winner for the discovery of [Battle North Gold Corp.](#)'s Bateman Gold deposit and was instrumental in the acquisition of many of the district properties in the Battle North portfolio during his successful 16 years of exploration in the Red Lake.

Sandy Barham, M.Sc., P.Geo., Senior Geologist, is the Qualified Person as defined by NI 43-101 standards responsible for reviewing and approving the technical disclosures of this news release.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of

the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Forward-Looking Statements and Additional Cautionary Language

This news release contains certain forward-looking statements ("FLS") including, but not limited to anticipated Offering proceeds, anticipated use of proceeds of the Offering, exploration programs qualifying as "Canadian Exploration Expenses" and "flow-through mining expenditures" and the exercise of Options. FLS can often be identified by forward-looking words such as "approximate or (~)", "emerging", "goal", "plan", "intent", "estimate", "expects", "potential", "scheduled", "may" and "will" or similar words suggesting future outcomes or other expectations, beliefs, plans, objectives, assumptions, intentions or statements about future events or performance. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, save and except as may be required by applicable securities laws.

Since forward-looking information address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks. These include, but are not limited to that the use of proceeds from the Offering may differ due to unforeseen circumstances, and general risks relating to the Company's business including there is no guarantee that continued exploration at Solstice exploration projects, all of which are at an early stage of exploration, will lead to the discovery of an economic gold deposit, the ability of the Company to continue exploration at its projects and the risk of future lack of access to the projects as a result thereof, delays in obtaining or failures to obtain required governmental, environmental or other project approvals, inability to locate source rocks, inflation, changes in exchange rates, fluctuations in commodity prices, delays in the development of projects, regulatory approvals and other factors. FLS are subject to risks, uncertainties and other factors that could cause actual results to differ materially from expected results.

All forward-looking statements are based on the Company's current beliefs as well as various assumptions made by Company management and information currently available to them including that the Company will be able to spend funds raised under the Offering as anticipated. There can be no assurance that such assumptions will prove to be accurate and actual results and future events could differ materially from those anticipated in such. Forward looking statements reflect the beliefs, opinions and projections on the date the statements are made and are based upon a number of assumptions and estimates that, while considered reasonable, are inherently subject to significant business, economic, competitive, political and social uncertainties and contingencies.

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