

New Break Announces \$895,000 Non-Brokered Private Placement Offering

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Toronto, June 16, 2025 - [New Break Resources Ltd.](#) (CSE: NBRK) ("New Break" or the "Company") is pleased to announce that it intends to undertake a non-brokered private placement offering of up to 4,000,000 non-flow-through units ("Units") at \$0.075 per Unit for gross proceeds of up to \$300,000 and up to 7,000,000 flow-through common shares ("FT Shares") at a price of \$0.085 per FT Share, for gross proceeds of up to \$595,000 (the "Offering").

Each FT Share will qualify as a "flow-through share" (within the meaning of subsection 66(15) of the Income Tax Act (Canada). Each Unit will consist of one common share ("Common Share") of the Company and one common share purchase warrant ("Warrant"), with each Warrant entitling the holder thereof, to purchase one additional Common Share of the Company at a price of \$0.12 for a period of twenty-four (24) months from the date of closing.

The Warrants are subject to an acceleration clause, whereby if the closing price of the common shares of the Company on the Canadian Securities Exchange (the "CSE") is equal to \$0.25 or higher for five non-consecutive trading days, over a 365-day period, the Company may accelerate the expiry of the Warrants to the date that is 20 business days from the date of the issuance of a news release by the Company announcing the exercise of the acceleration right.

All securities issued under the Offering are subject to a four-month and one day statutory hold period. The net proceeds from the sale of the Units will be used for general working capital and corporate development purposes, while the gross proceeds from the sale of the FT Shares will be used for Canadian Exploration Expenses ("CEE") and will qualify as "flow-through mining expenditures" as defined in the Income Tax Act (Canada). More specifically, the proceeds from the sale of the FT Shares will be used for CEE in respect of the Company's Ontario mineral claims, principally to fund a planned drilling program at the Company's Moray property, located approximately 49 km south of Timmins, Ontario and 32 km northwest of the Young-Davidson gold mine, operated by Alamos Gold Inc. The Company will renounce such CEE to the purchasers of the FT Shares with an effective date of no later than December 31, 2025.

Finder's fees may be payable to qualified individuals (the "Finder") pursuant to which the Finder may receive a finder fee equal to up to 6% of the gross proceeds received by the Company from purchasers under the Offering who were introduced to the Company by such Finder and finder warrants ("Finder Warrants") entitling the Finder to purchase that number of common shares of the Company equal to up to 6% of the aggregate number of Units or FT Shares sold by such Finder under the Offering.

The closing of the Offering is anticipated to take place on or about June 27, 2025, or such other date as the Company may agree (the "Closing"). The Closing is subject to certain conditions including, but not limited to, the receipt of all necessary approvals including the approval of the Canadian Securities Exchange.

Related Party Transaction

Certain insiders of the Company may participate in the Offering. Such participation will constitute a "related party transaction" as such term is defined under Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Company intends on relying on an exemption from the formal valuation and minority shareholder approval requirements provided under MI 61-101 pursuant to section 5.5(a) and section 5.7(1)(a) of MI 61-101, on the basis that the issuance of the securities will not exceed 25% of the fair market value of the Company's market capitalization.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities

described in this news release in the United States. The securities offered have not been and will not be 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 applicable exemption from the registration requirements.

About New Break Resources Ltd.

New Break is a proudly Canadian mineral exploration company focused on its Moray gold project located 49 km south of Timmins, Ontario, in a well-established mining camp within proximity to existing infrastructure, 32 km northwest of the Young-Davidson gold mine, operated by Alamos Gold Inc. Shareholders also remain leveraged to exploration success in Nunavut, one of the most up and coming regions in Canada for gold exploration and production through New Break's 20% carried interest in the Sundog gold project, being advanced by [Guardian Exploration Inc.](#) The Company is supported by a highly experienced team of mining professionals. Information on New Break is available under the Company's profile on SEDAR+ at www.sedarplus.ca and on the Company's website at www.newbreakresources.ca. New Break trades on the Canadian Securities Exchange (www.thecse.com) under the symbol (CSE: NBRK).

For further information on New Break, please visit www.newbreakresources.ca or contact:

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No stock exchange, regulation securities provider, securities commission or other regulatory authority has approved or disapproved the information contained in this news release.

CAUTIONARY NOTE REGARDING FORWARD LOOKING INFORMATION

Except for statements of historic fact, this news release contains certain "forward-looking information" within the meaning of applicable securities law. Forward-looking information is frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "estimate" and other similar words, or statements that certain events or conditions "may" or "will" occur. Forward looking information in this news release includes, but is not limited to, the intention to complete the Offering on the terms described herein or at all, the expected expenditure of the proceeds of the Offering, and the Company's objectives, goals or future plans. Forward-looking statements are based on the opinions and estimates at the date the statements are made, and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those anticipated in the forward-looking statements including, but not limited to receipt of regulatory and stock exchange approvals, grants of equity-based compensation, renouncement of flow-through exploration expenses, property agreements, timing and content of upcoming work programs, geological interpretations, receipt of property titles, an inability to predict and counteract the effects global events on the business of the Company, including but not limited to the effects on the price of commodities, capital market conditions, restriction on labour and international travel and supply chains etc. Forward-looking information addresses future events and conditions and therefore involves inherent risks and uncertainties, including factors beyond the Company's control. Accordingly, readers should not place undue reliance on forward-looking information. The Company undertakes no obligation to update publicly or otherwise any forward-looking information, except as may be required by law. Additional information identifying risks and uncertainties that could affect financial results is contained in the Company's financial statements and management's discussion and analysis (the "Filings"), such Filings available upon request.

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