

Bonterra Resources Inc. Announces Closing of Upsized Brokered Private Placement for Proceeds of \$10.5M

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[Bonterra Resources Inc.](#) (TSXV: BTR) (OTCQX: BONXF) (FSE: 9BR2) ("Bonterra" or the "Company") is pleased to announce the closing of its previously announced "best efforts" private placement (the "Offering") for gross proceeds of \$10,500,000, selling (i) 22,727,272 "hard-dollar" units of the Company ("HD Units") at a price of \$0.22 per HD Unit (the "HD Issue Price"); (ii) 14,583,333 "flow-through" units of the Company ("FT Units") at a price of C\$0.24 per FT Unit; and (iii) 6,557,377 "flow-through" units of the Company ("Premium FT Units" and, together with the HD Units and the FT Units, the "Offered Units") at a price of C\$0.305 per Premium FT Unit. Under the Offering, Canaccord Genuity Corp. (the "Lead Agent") acted as lead agent and sole bookrunner on behalf of a syndicate of agents that included Cormark Securities Inc. and SCP Resource Finance LP (collectively, the "Agents").

Each Unit consists of one common share of the Company (each, a "Unit Share") and one half of a common share purchase warrant of the Company (each whole warrant, a "Warrant"). Each FT Unit and each Premium FT Unit consists of one common share of the Company (each, a "FT Share") and one half of a Warrant. The FT Shares and Warrants comprising the FT Units and Premium FT Units will qualify as "flow-through shares" within the meaning of subsection 66(15) of the Income Tax Act (Canada) (the "Tax Act"). Each Warrant (including those Warrants comprising the FT Units and Premium FT Units) entitles the holder to purchase one common share of the Company (each, a "Warrant Share") at a price of C\$0.30 at any time on or before June 30, 2028. The Warrant Shares will not qualify as "flow-through shares" within the meaning of subsection 66(15) of the Tax Act.

The Offered Units were sold pursuant to the listed issuer financing exemption under Part 5A of National Instrument 45-106 - Prospectus Exemptions, as amended by Coordinated Blanket Order 45-935 ("NI 45-106"). The Offered Units are immediately freely tradeable under applicable Canadian securities legislation for Canadian purchasers. The Offering is subject to certain conditions including, but not limited to, the receipt of all required regulatory approvals including final approval of the TSX Venture Exchange.

The Company intends to use the net proceeds from the Offering to fund ongoing operations for the next twelve (12) months, all as further detailed in the Offering Document.

The net proceeds from the sale of the HD Units will be used for general corporate and administrative matters. The gross proceeds from the sale of FT Units and Premium FT Units will be used by the Company pursuant to the provisions in the Tax Act to incur eligible "Canadian exploration expenses" as defined in s. 66.1(6) of the Tax Act that qualify as "flow-through mining expenditures" as defined in subsection 127(9) of the Tax Act and to renounce all such expenditures in favour of the subscribers of the FT Units and Premium FT Units effective December 31, 2025.

In connection with the Offering, the Company paid to the Agents an aggregate cash commission of \$602,946.39 and issued to the Agents an aggregate of 2,509,108 broker warrants (the "Broker Warrants"). Each Broker Warrant entitles the holder to acquire one common share of the Company at the HD Issue Price until June 30, 2027.

Insiders of the Company directly or indirectly acquired 6,557,377 Offered Units. The issuance of Offered Units to insiders is considered a "related party transaction" within the meaning of Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Company is relying on exemptions from the formal valuation requirements of MI 61-101 pursuant to section 5.5(a) and the minority shareholder approval requirements of MI 61-101 pursuant to section 5.7(1)(a) in respect of such insider participation as the fair market value of the transaction, insofar as it involves interested parties, does not exceed 25% of the Company's market capitalization.

This news release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful, including any of the securities in the United States of America. The securities sold in the Offering have not been and will not be registered under the United States Securities Act of 1933, as amended (the "1933 Act") or any state securities laws and may not be offered or sold within the United States or to, or for account or benefit of, U.S. persons unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration requirements is available. "United States" and "U.S. person" have the meaning ascribed to them in Regulation S under the 1933 Act.

FOR ADDITIONAL INFORMATION

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Forward-Looking Information

This news release contains forward-&-looking statements and forward-&-looking information within the meaning of applicable securities laws. All statements other than statements of historical fact may be forward-&-looking statements or information. Forward-looking statements are frequently identified by such words as "may", "will", "plan", "expect", "anticipate", "estimate", "intend" and similar words referring to future events and results. The forward-&-looking statements and information are based on certain key expectations and assumptions made by management of the Company. Forward-looking statements made in this news release include statements regarding the proposed use of proceeds of the Offering. Although management of the Company believes that the expectations and assumptions on which such forward-looking statements and information are based are reasonable, undue reliance should not be placed on the forward-&-looking statements and information since no assurance can be given that they will prove to be correct.

Forward-looking statements and information are provided for the purpose of providing information about the current expectations and plans of management of the Company relating to the future. Readers are cautioned that reliance on such statements and information may not be appropriate for other purposes, such as making investment decisions. Actual results could differ materially from those currently anticipated due to a number of factors and risks, including, with respect to the Offering, the timing of final TSX Venture Exchange approval; and with respect to the use of proceeds, the sufficiency of the proceeds, the speculative nature of mineral exploration and development, fluctuating commodity prices, and competitive conditions, as described in more detail in our recent securities filings available at www.sedarplus.ca. Accordingly, readers should not place undue reliance on the forward-&-looking statements and information contained in this news release. Readers are cautioned that the foregoing list of factors is not exhaustive. The forward-&-looking statements and information contained in this news release are made as of the date hereof and no undertaking is given to update publicly or revise any forward-&-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws. The forward-looking statements or information contained in this news release are expressly qualified by this cautionary statement.

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