

New Break Resources Ltd. Closes Final Tranche of Oversubscribed Private Placement

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[New Break Resources Ltd.](#) (CSE: NBRK) ("New Break" or the "Company") is pleased to announce that, further to its news releases dated June 16, June 27, and July 31, 2025, it has closed the third and final tranche of the previously announced non-brokered private placement (the "Offering") of common shares that qualify as "flow-through shares" (within the meaning of subsection 66(15) of the Income Tax Act (Canada)) (the "FT Shares") at a price of \$0.085 per FT Share and non-flow-through units ("Units") at a price of \$0.075 per Unit, effective September 5, 2025. The closing of the final tranche of the Offering consisted of 1,150,000 FT Shares for gross proceeds of \$97,750 and 6,188,000 Units for gross proceeds of \$464,100. No finder's fees were paid in connection with the closing of the final tranche of the Offering.

In aggregate, the Offering was oversubscribed over the three tranches, with New Break raising gross proceeds of \$1,000,000. \$442,000 of the proceeds came from the sale of FT Shares and \$558,000 came from the sale of Units, with the Company netting \$996,940 after finder fees of \$3,060.

Each Unit consists 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 issuance.

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.

The gross proceeds from the sale of 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, proceeds from this final tranche will be used to fund ongoing exploration at the Company's Moray gold project, located approximately 49 km south of Timmins, Ontario and 32 km northwest of the Young-Davidson gold mine, operated by [Alamos Gold Inc.](#) The proceeds from the sale of the Units will be used for general working capital purposes.

All securities issued pursuant to the final tranche of this private placement are subject to a statutory hold period of four months and one day expiring on January 6, 2026, in accordance with applicable Canadian Securities Laws. The completion of the Financing is subject to certain conditions including, but not limited to, the receipt of all required regulatory approvals including final approval of the CSE.

Patricia Quigley, (a "Control Person") purchased a total of 1,000,000 FT Shares and 1,000,000 Units of this final tranche. This issuance of securities constitutes 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 is 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 does not exceed 25% of the fair market value of the Company's market capitalization.

The securities being offered have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons absent registration or an applicable exemption from the registration requirements. This news release will not constitute an offer to sell or the solicitation of an offer to buy nor will there be any sale of the securities in any State in which such offer, solicitation or sale would be unlawful.

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. 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 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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