

Euromax Announces Proposed Private Placement

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TSXV: EOX
www.euromaxresources.com

[Euromax Resources Ltd.](#) (TSXV: EOX): ("Euromax" or the "Company"), announces today its intention to issue and sell up to 122,096,357 common shares ("Common Shares") of the Company, at a price of \$0.0325 (US\$0.02299) per Common Share, for proceeds of up to C\$3,968,132 (US\$2,807,508) pursuant to a non-brokered private placement (the "Offering").

The proposed placees of the Offering are expected to include one or more insiders of the Company and other investors (the "Proposed Placees"). The Offering is not expected to materially affect control of the Company.

The proposed use of the gross proceeds from the issuance of the Common Shares pursuant to the Offering is expected to be as follows:

- i. Office, administration and communications costs - 20%
- ii. Salaries - 31%
- iii. Legal & administrative fees - 18%
- iv. Finance costs - 7%
- v. Project working capital - 9%
- vi. Tax, audit & accounting fees - 15%

Amounts representing 6% of the proceeds of the Offering will be used to fund normal salary payments to Non-Arms' Length Parties. Amounts representing up to 5% of the proceeds of the Offering may be used to fund payments to persons conducting Investor Relations Activities within the meaning of the policies of the TSX Venture Exchange (the "TSXV").

As one or more of the Proposed Placees are related parties of Euromax under Policy 5.9 of the TSXV and Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"), in completing the Offering, the Company intends to rely on the exemptions from the formal valuation and minority approval requirements contained in sections 5.5(b) and 5.7(1)(a) of MI 61-101, respectively.

Closing of the Offering is subject to acceptance by the TSXV of the terms of the Offering and other customary closing conditions. In addition to any applicable resale restrictions under Canadian securities laws, all securities issued under the Offering will be subject to a four month resale restriction imposed by the TSXV. There can be no assurances that the Offering will be completed on the terms set out herein, or at all, or that the proceeds of the Offering will be sufficient for the proposed use of proceeds as set out above.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

About Euromax Resources Ltd.

Euromax has a major development project in North Macedonia and is focused on building and operating the Ilovica-Shtuka gold-copper project.

Forward-Looking Information

This news release contains statements that are forward-looking, such as those relating to the economic terms of the Offering, the impacts of the Offering on control of the Company, the proposed placees of the Offering, the Company's use of proceeds from the Offering and the sufficiency of such proceeds, the completion of the Offering, the acceptance of the TSXV and fulfillment of other customary closing conditions, and the Company's reliance on exemptions from certain requirements under MI 61-101. Forward-looking statements are frequently characterised by words such as "plan", "expect", "project", "intend", "believe", "anticipate" 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 of management at the dates 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 projected in the forward-looking statements. This information is qualified in its entirety by cautionary statements and risk factor disclosure contained in filings made by the Company, including its annual information form for the year ended December 31, 2024 and financial statements and related management's discussion and analysis ("MD&A") for the financial years ended December 31, 2024 and 2023, as well as the unaudited condensed consolidated interim financial statements and related MD&A for the three and nine months ended September 30, 2025 and 2024, filed with the securities regulatory authorities in certain provinces of Canada and available on SEDAR+ at sedarplus.ca. The forward-looking statements contained in this document are as of the date of this document and are subject to change after this date. Readers are cautioned that the assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be imprecise and, as such, undue reliance should not be placed on forward-looking statements. Euromax disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, unless required by applicable law.

This news release shall not constitute an offer to sell or a solicitation of any offer to buy any securities, nor shall there be any sale of any securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. The securities referenced herein have not been, nor will they be, registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), and such securities may not be offered or sold within the United States absent registration under the U.S. Securities Act or an applicable exemption from the registration requirements thereunder.

Contact

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