

Greenheart Gold Announces Upsize Of “bought Deal” Private Placement Of Common Shares To C\$33 Million

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LONGUEUIL, Sept. 26, 2024 - [Greenheart Gold Inc.](#) (TSXV: GHRT) (the "Company") is pleased to announce that as a result of strong investor demand, the Company has amended its agreement with a syndicate of underwriters led by Canaccord Genuity and Paradigm Capital (collectively, the "Underwriters"), to increase the size of its previously announced "bought deal" private placement to aggregate gross proceeds of C\$33,000,000 (the "Offering"), consisting of 66,000,000 common shares of the Company (the "Common Shares") at a price of C\$0.50 per Common Share (the "Offering Price").

The Company has also granted the Underwriters an option to purchase up to an additional 9,900,000 Common Shares at the Offering Price for additional gross proceeds of up to C\$4,950,000 exercisable at any time up to 48 hours prior to the closing of the Offering.

The net proceeds received from the Offering will be used by the Company to acquire and explore mineral properties in Guyana and Suriname, as well as for working capital and general corporate purposes.

It is anticipated that closing of the Offering will occur on or about October 17, 2024, or such other date or dates as the Company and the Underwriters may agree. The Offering is subject to the satisfaction of certain conditions, including receipt of all applicable regulatory approvals including the approval of the TSX Venture Exchange. The securities sold under the Offering will be subject to a four month hold period in Canada.

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 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 (as defined in Regulation S under the 1933 Act) unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration requirements is available.

About Greenheart Gold Inc.

Greenheart Gold is an exploration company that builds on a proven legacy of discoveries in the Guiana Shield, a highly prospective geologic terrain that hosts numerous gold deposits, though remains relatively under-explored. The Company is aiming to build a portfolio of early-stage projects in Guyana and Suriname that are prospective for orogenic gold deposits. Greenheart Gold is a Canadian corporation that was created as a "spin-off" from the business combination between [G Mining Ventures Corp.](#) and [Reunion Gold Corp.](#) completed on July 15, 2024. The Company is led by former executive team members of Reunion Gold, a team that was most recently noted for the discovery and delineation of the Oko West deposit in Guyana, which is set to become the next gold development project in the region.

Greenheart Gold trades on the TSX Venture Exchange under the symbol 'GHRT'. Additional information about the Company is available on SEDAR+ (www.sedarplus.ca) and the Company's website (www.greenheartgold.com).

Cautionary Note Regarding Forward-Looking Information

All statements, other than statements of historical fact, contained in this press release constitute "forward-looking information" and "forward-looking statements" within the meaning of certain securities laws

and are based on expectations and projections as of the date of this press release. Forward-looking statements contained in this press release include, without limitation, those related to the listing of the Common Shares on the TSX Venture Exchange, the use of proceeds of the Offering, the anticipated closing date of the Offering, and the Company's plans and objectives and more generally, the section entitled "About Greenheart Gold Inc".

Forward-looking statements are based on expectations, estimates and projections as of the time of this press release. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by the Company as of the time of such statements, are inherently subject to significant business, economic and competitive uncertainties and contingencies. These estimates and assumptions may prove to be incorrect. Such assumptions include, without limitation, those underlying the statements in the section entitled "About Greenheart Gold Inc."

Many of these uncertainties and contingencies can directly or indirectly affect, and could cause, actual results to differ materially from those expressed or implied in any forward-looking statements. By their very nature, forward-looking statements involve inherent risks and uncertainties, both general and specific in nature, including among others, those risks and uncertainties set forth in the Listing Application (Form 2B) dated August 30, 2024, management's discussion & analysis for the initial period from April 19, 2024 to June 30, 2024 and other documents and reports filed by the Company with Canadian securities regulators available under the Company's profile on SEDAR+ at www.sedarplus.ca, and the risk that estimates, forecasts, projections and other forward-looking statements will not be achieved or that assumptions do not reflect future outcomes. Forward-looking statements are provided for the purpose of providing information about management's expectations and plans relating to the future. Readers are cautioned not to place undue reliance on these forward-looking statements as a number of important risk factors and future events could cause the actual outcomes to differ materially from the beliefs, plans, objectives, expectations, anticipations, estimates, assumptions and intentions expressed in such forward-looking statements. The Company cautions that the list of factors set forth in the Company's filings that may affect future results is not exhaustive, and new, unforeseeable risks may arise from time to time. The Company disclaims any intention or obligation to update or revise any forward-looking statements or to explain any material difference between subsequent actual events and such forward-looking statements, except to the extent required by applicable law.

Neither the 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 press release.

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For further information, please contact:

GREENHEART GOLD INC., Justin van der Toorn, President and CEO, or Doug Flegg CFA, Corporate Development Advisor, E: d.flegg@greenheartgold.com, E: info@greenheartgold.com, Telephone: 450-800-2882

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