

Reyna Silver Corp. Announces Final Tranche Closing of Previously Announced Non-Brokered Private Placement

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[Reyna Silver Corp.](#) (TSXV:RSLV) (OTCQB:RSNVF) (FRA:4ZC)("Reyna" or the "Company") is pleased to announce a final closing of its previously announced private placement offering (the "Offering") of units ("Units"). In aggregate, the Company issued 2,623,066 Units in the third closing for aggregate gross proceeds of CAD\$196,729.95.

Each Unit was issued at a price of CAD\$0.075 and consists of one common share of the Company (each, a "Common Share") and one common share purchase warrant (each, a "Warrant"). Each Warrant is exercisable for 36 months from the date of issuance to acquire one additional Common Share at an exercise price CAD\$0.12.

The Company previously announced on February 5, 2025 a first closing of the Offering of 14,889,999 Units for aggregate gross proceeds of CAD\$1,116,749.93, on February 14, 2025 a second closing of the Offering of 21,439,900 Units for aggregate gross proceeds of CAD\$1,607,992.50 and on February 28, 2025 a third closing of the Offering of 1,420,000 Units for aggregate gross proceeds of CAD\$106,500.00. In aggregate, the Company has issued 40,372,965 Units for aggregate gross proceeds of \$3,027,972.38 in the Offering, inclusive of the first closing, second closing, third closing and final closing.

As part of the first closing and the second closing, certain insiders of the Company subscribed for a total of 15,699,999 Units for a total consideration of \$1,177,499.93, which constitute "related party transactions" within the meaning of Regulation MI 61-101 respecting Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The transactions will be exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as neither the fair market value of any shares issued to, or the consideration paid by, such persons will exceed 25% of the Company's market capitalization.

The Company paid a cash finder's fee equal to 7.0% of the gross proceeds raised on certain investments in the first closing, second closing and third closing for an aggregate fee of CAD\$98,440.73 and issued 1,292,543 Finder Warrants (as defined below) to eligible finders. No finders fees or Finders Warrants were paid on the investments in the final closing.

The Units were offered by way of private placement pursuant to exemptions from prospectus requirements and in accordance with National Instrument 45-106 - Prospectus Exemptions. All securities issued in the final closing are subject to a hold period expiring July 15, 2025, in accordance with applicable securities laws and the policies of the TSX Venture Exchange (the "TSXV").

Closing of the Offering is subject to certain conditions including, but not limited to, the receipt of all necessary approvals, including acceptance by the TSXV.

The Company will pay certain eligible finders a cash fee of up to 7% of the gross proceeds raised in respect of the Offering from subscribers introduced by such finders to the Company, including for amounts raised in subsequent closings, if any. The Company may also issue to eligible finders such number of finder warrants (each, a "Finder Warrant") equal to 7% of the number of Units sold under the Offering to subscribers introduced by such finders to the Company. The Finder Warrants, to the extent they are issued, shall entitle the holder thereof to acquire one Common Share at a price of \$0.075 per Common Share for a period of 36 months from the date of issuance.

The Company intends to use the proceeds from the Offering for ongoing exploration, maintenance and development of the Company's properties and general working capital and corporate purposes.

In addition, the Company announced today that it has entered into debt settlement agreement with an arms-length creditor to settle an aggregate amount of \$64,018.75 in outstanding debt relating to services rendered, through the issuance of an aggregate of 853,583 Units at a deemed price of CAD\$0.075 per Unit (the "Debt Settlement Transaction"). The board of directors of the Company has determined that the transaction is in the best interests of the Company to allow it to preserve its cash to fund exploration activities.

Closing of the Debt Settlement Transaction is subject to customary closing conditions, including the approval of the TSXV. The Units to be issued pursuant to the Debt Settlement Transaction will be subject to a hold period of four months and one day following the date of issuance, in accordance with applicable securities laws and TSXV policies.

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About Reyna Silver Corp.

Reyna Silver is a growth-oriented junior exploration and development company. Reyna Silver focuses on exploring for high-grade, district-scale silver deposits in Mexico and the United States. In Nevada USA, Reyna Silver has entered into an option to acquire 70% of the 12,058-hectare "Gryphon Summit Project". The Gryphon Project shows features indicating uniquely superimposed/overprinted Silver-Lead-Zinc-Copper Carbonate Replacement (CRD), Carlin Gold and Critical Metals mineralization. Also in Nevada, Reyna Silver is advancing its option to acquire 100% of the "Medicine Springs Project" where Reyna Silver is exploring a potentially significant Silver-Lead-Zinc-Copper CRD-skarn-Porphyry system. Reyna Silver's Mexican assets are 100% owned and include the "Guigui Project" and "Batopilas Project", both located in Chihuahua State. The Guigui Project covers the interpreted source area for the Santa Eulalia Carbonate Replacement Deposit District and Batopilas covers most of Mexico's historically highest-grade silver system.

Forward Looking Information

This release may contain forward-looking statements. Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by the words "expects", "plans", "anticipates", "believes", "intends", "estimates", "projects", "potential" and similar expressions, or that events or conditions "will", "would", "may", "could" or "should" occur. Forward-looking statements may include, without limitation, statements relating to the Offering and the use of proceeds therefrom and statements relating to the Debt Settlement Transaction. The forward-looking statements contained in this press release are expressly qualified in their entirety by this cautionary statement. All forward-looking statements in this press release are made as of the date of this press release. The forward-looking statements contained herein are also subject generally to assumptions and risks and uncertainties that are described from time to time in the Company's public securities filings with the Canadian securities commissions. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results may differ materially from those in forward looking statements. The Company expressly disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise.

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