

Orestone Mining Corp. Announces \$600,000 Non-Brokered Private Placement and Shares-For-Debt Settlement

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Crescat Capital LLC Becomes Strategic Shareholder

[Orestone Mining Corp.](#) (TSXV: ORS) (FSE: O2R2) (the "Company") is pleased to announce a non-brokered private placement consisting of up to 13,333,333 units ("Units") at a price of \$0.045 per Unit for aggregate gross proceeds of up to \$600,000 (the "Offering"). Each Unit will consist of one common share of the Company and one common share purchase warrant (a "Warrant"). Each Warrant will be exercisable for one common share of the Company at a price of \$0.08 for two years from the date of issuance.

The closing date will be on or about May 9, 2025 or such later date as the Company may determine. Closing will be subject to receipt of conditional approval by the TSX Venture Exchange (the "Exchange"). Subject to the approval of the Exchange and applicable laws, the Company may pay a cash fee of 7% of the proceeds of the Offering to certain arm's length finders.

The Company is also pleased to welcome a new strategic shareholder, Crescat Capital LLC ("Crescat"), who will be subscribing for 8,728,328 Units for gross proceeds of \$392,774.76. Crescat will be subscribing through Crescat Portfolio Management LLC on behalf of its five (5) Pooled Investment Funds.

It is anticipated that certain directors, officers and other insiders of the Company will acquire Units under the Offering. Such participation will be considered to be "related party transactions" within the meaning of Exchange Policy 5.9 ("Policy 5.9") and Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions ("MI 61-101") adopted in Policy 5.9. The Company intends to rely on the exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101 in respect of related party participation in the Offering as neither the fair market value (as determined under MI 61-101) of the subject matter of, nor the fair market value of the consideration for, the transaction, insofar as it involves the related parties, is expected to exceed 25% of the Company's market capitalization (as determined under MI 61-101).

The Company intends to use the net proceeds from the Offering to develop its Francisca property located in Salta Province, Argentina, and for general administrative expenses and working capital purposes.

Shares-for-Debt Settlement

In addition, the Company intends to settle an aggregate of \$180,000 (the "Debt") owing to certain officers, directors and service providers of the Company by issuing a total of 4,000,000 common shares to such persons at a price of \$0.045 per share (the "Shares-for-Debt Settlement"). The Debt represents unpaid fees for services (and related expenses), as well as cash advances, that have been previously provided to the Company to finance certain short-term working capital expenditures. The Company intends to complete the Shares-for-Debt Settlement to preserve cash to finance future operations. The disinterested members of the Company's board of directors believe that the Shares-for-Debt Settlement is in the best interests of the Company and has unanimously approved the Shares-for-Debt Settlement. Completion of the Shares-for-Debt Settlement is subject to receipt of all necessary Exchange approvals.

As certain directors, officers and other insiders of the Company will be participating in the Shares-for-Debt Settlement, such participation will be considered to be "related party transactions" within the meaning of Exchange Policy 5.9 and MI 61-101 adopted in the Policy 5.9. The Company intends to rely on the exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101 in respect of related party participation in the Shares-for-Debt Settlement as neither the fair market value (as determined under MI 61-101) of the subject matter of, nor the fair market value of the consideration for, the transaction, insofar as it involves the related parties, is expected to exceed 25% of the Company's market capitalization (as determined under MI 61-101).

The securities referred to in this news release have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any applicable securities laws of any state of the United States, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as such term is defined in Regulation S under the U.S. Securities Act) or persons in the United States unless registered under the U.S. Securities Act and any other applicable securities laws of the United States or an exemption from such registration requirements is available. This press release does not constitute an offer to sell or a solicitation of an offer to buy any of these securities within any jurisdiction, including the United States.

About Crescat

Crescat is a global macro asset management firm headquartered in Denver, Colorado, which deploys tactical investment themes based on proprietary value-driven equity and macro models. Crescat's investment goals are to provide industry-leading absolute and risk-adjusted returns over complete business cycles with low correlation to common benchmarks, and they apply their investment process across a mix of asset classes and strategies. Crescat has been accumulating activist stakes in a portfolio of companies in the metals exploration and mining industry as a long-term strategic macro theme.

About Orestone

Orestone Mining Corp. is a Canadian based company with an internationally experienced management team. The Board of Directors and management team have experience in all aspects of the mining business having been involved in numerous corporate and project level successes. Orestone's property portfolio includes exposure to gold, silver and copper on projects located in Canada and Argentina. Our near term objective on the Francisca property, located in Salta, Argentina is to define an oxide gold deposit mineable by open pit and amenable to low cost heap leach gold recovery methods. The Company's 100 percent owned Captain gold-copper project, located in BC hosts a large gold dominate porphyry system that is permitted and drill ready. The Las Burras property in Argentina provides large scale copper exposure. All three projects are road accessible and suitable for exploration year-round. For more information please visit: www.orestone.ca

ON BEHALF OF ORESTONE MINING CORP.

David Hottman

CEO

For further information contact: David Hottman at 604-629-1929 info@orestone.ca

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 news release. This news release has been prepared by management and no regulatory authority has approved or disapproved the information contained herein.

Forward-Looking Statements

This news release contains "forward-looking statements" within the meaning of Canadian securities legislation. Such forward looking statements concern expected subscriptions and closing of the Offering, net proceeds from the Offering, the intended use of proceeds and completion of the Shares-for-Debt Settlement. Such forward looking statements or information are based on a number of assumptions which may prove to be incorrect. Assumptions have been made regarding, among other things: availability of funds to complete the Offering, conditions in general economic and financial markets; timing and amount of capital expenditures; effects of regulation by governmental agencies and receipt of necessary Exchange approvals. The actual results could differ materially from those anticipated in these forward-looking statements as a result of risk factors including: the availability of funds; the timing and content of work programs; results of exploration activities of mineral properties; the interpretation of drilling results and other geological data; and general market and industry conditions. Forward looking statements are based on the expectations and opinions of the Company's management on the date the statements are made. The assumptions used in the preparation of such statements, although considered reasonable at the time of preparation, may prove to be imprecise and, as such, readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made. The Company undertakes no obligation to update or revise any forward-looking statements included in this news release if these beliefs,

estimates and opinions or other circumstances should change, except as otherwise required by applicable law.

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