

Sage Potash Announces Shares for Debt Transactions

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Vancouver, May 16, 2025 - [Sage Potash Corp.](#) (TSXV: SAGE) (OTCQB: SGPTF) ("Sage Potash" or the "Company") announces shares for debt transactions for an aggregate of 1,222,222 common shares of the Company (the "Shares for Debt Transactions").

Pursuant to the Shares for Debt Transactions, subject to approval of the TSX Venture Exchange ("TSXV"), the Company has agreed to issue an aggregate 1,222,222 common shares in the capital of Sage Potash ("Common Shares") to certain parties, one (1) of whom is an officer of the Company.

The Shares for Debt Transactions are being completed to settle amounts owed in respect of financial advisory, consulting and management fees incurred by the Company.

Subject to TSXV approval, the Common Shares to be issued pursuant to the Shares for Debt Transactions will be issued at a deemed price of \$0.27 per Common Share. All securities issued under the Shares for Debt Transactions will be subject to a four month hold period from the date of issuance.

The proposed issuance of securities to an officer of the Company as part of the Shares for Debt Transactions will be a "related party transaction" within the meaning of Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Company expects that such issuance of securities to an officer will be exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as the Company is listed on the TSXV and neither the expected fair market value of securities being issued to related parties nor the consideration being paid by related parties would exceed 25% of the Company's market capitalization. A material change report will be filed under MI 61-101 less than 21 days before the closing date of the Shares for Debt Transactions. The Company believes this shorter period is reasonable and necessary in the circumstances as the Company wishes to improve its financial position by reducing its accrued liabilities as soon as possible.

Closing of the Shares for Debt Transactions is subject to TSXV acceptance.

About Sage Potash Corp.

Sage Potash is a Canadian company vested solely in the Sage Plain Property and intends through sustainable solution mining techniques to become a prominent domestic potash producer within the Paradox Basin situated in Utah. For further information, please refer to the Company's disclosure record on SEDAR+ (www.sedarplus.ca) or contact the Company by email at info@sagepotash.com.

On Behalf of the Board of Directors,

Peter Hogendoorn
CEO & Executive Chairman
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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 release.

Cautionary Note Regarding Forward-Looking Statements

This news release contains "forward-looking information" and "forward-looking statements" within the meaning of applicable securities legislation. The forward-looking statements herein are made as of the date of this news release only, and the Company does not assume any obligation to update or revise them to reflect new information, estimates or opinions, future events or results or otherwise, except as required by applicable law. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budgets", "scheduled", "estimates", "forecasts", "predicts", "projects", "intends", "targets", "aims", "anticipates" or "believes" or variations (including negative variations) of such words and phrases or may be identified by statements to the effect that certain actions "may", "could", "should", "would", "might" or "will" be taken, occur or be achieved. Forward-looking information in this news release includes, but is not limited to, statements with respect to future events or future performance of Sage Potash and with respect to the Shares for Debt Transactions, including regarding closing of such transactions and the proposed issuance of securities. Forward-looking statements and information are subject to various known and unknown risks and uncertainties, many of which are beyond the ability of the Company to control or predict, that may cause the Company's actual results, performance or achievements to be materially different from those expressed or implied thereby, and are developed based on assumptions about such risks, uncertainties and other factors set out herein, including, but not limited to, the risk factors set out under the heading "Risk Factors and Uncertainties" in the Company's Management's Discussion & Analysis available for review under the Company's profile at www.sedarplus.ca. Such forward-looking information represents management's best judgement based on information currently available. No forward-looking statement can be guaranteed and actual future results may vary materially. Accordingly, readers are advised not to place undue reliance on forward-looking statements or information.

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To view the source version of this press release, please visit <https://www.newsfilecorp.com/release/252489>

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