

Goldshore Resources Announces Upsize to Bought Deal Private Placement to \$36.08M to Drive On-Going Development at the Moss Gold Deposit

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[Goldshore Resources Inc.](#) (TSXV: GSHR) (OTC Markets: GSHRF) (FSE: 8X00) ("Goldshore" or the "Company" or the "Company") is pleased to announce that it has entered into an agreement with Stifel Nicolaus Canada Inc. (the "Lead Underwriter") as lead underwriter and sole bookrunner, and a syndicate of underwriters to be formed (together, the "Underwriters") to upsize its previously announced "bought deal" private placement for aggregate gross proceeds of \$36,085,000 (the "Offering") of:

- (i) 28,409,090 Charity flow-through shares (the "CFT Shares") at a price of \$0.44 per CFT Share for total gross proceeds of \$12,500,000;
- (ii) 40,322,580 Hard dollar common shares (the "Common Shares") at a price of \$0.31 per Common Share for total gross proceeds of \$12,500,000;
- (iii) 26,315,790 Flow-through common shares (the "FT Shares"), at a price of \$0.38 per FT Share for total gross proceeds of \$10,000,000; and
- (iv) 3,500,000 Hard dollar common shares (the "Hold Shares" and together with the FT Shares, Common Shares and CFT Shares, the "Offered Shares") at a price of \$0.31 per Hold Share for total gross proceeds of \$1,085,000;

The FT Shares and CFT Shares will qualify as "flow-through shares" within the meaning of the Income Tax Act (Canada) (the "Act")

Gross proceeds from the sale of CFT Shares and FT Shares will be used to incur eligible Canadian exploration expenses and flow-through mining expenditures, as defined in the Act ("Qualifying Expenditures") related to the Company's Moss Gold Project in Ontario, on or before December 31, 2026, and to renounce all the Qualifying Expenditures in favour of the purchasers of the FT Shares and the CFT Shares effective December 31, 2025. Eventus Capital Corp. is an advisor to the Company.

Subject to compliance with applicable regulatory requirements, the CFT Shares and the Common Shares will be offered to purchasers resident in all provinces and territories of Canada (excluding Quebec) pursuant to the listed issuer financing exemption under Part 5A (the "Listed Issuer Financing Exemption") of National Instrument 45-106 - Prospectus Exemptions ("NI 45-106"). Offered Shares sold pursuant to the Listed Issuer Financing Exemption in Canada will not be subject to resale restrictions under applicable Canadian securities laws. The Offered Shares may be re-offered or re-sold on a private placement basis in offshore jurisdictions as permitted and in the United States pursuant to an exemption from the registration requirements of the United States Securities Act of 1933 (the "U.S. Securities Act"), as amended. The FT Shares and Hold Shares will be offered to purchasers resident in all provinces and territories of Canada pursuant to other applicable exemptions from the prospectus requirements of NI 45-106.

There is an offering document related to the Offering (the "LIFE Offering Document") that can be accessed under the Company's profile on SEDAR+ at www.sedarplus.ca and on the Company's website at www.goldshorerresources.com. Prospective investors should read this LIFE Offering Document before making an investment decision.

The Company has agreed to pay the Underwriters a cash commission of 6.0% of the gross proceeds raised

under the Offering, which shall be reduced to 3.0% for subscribers on the president's list.

The Offering is expected to close on or about June 19, 2025 and is subject to the Company receiving all necessary regulatory approvals, including the approval from the TSX Venture Exchange.

The securities described herein have not been, and will not be, registered under the U.S. Securities Act or any state securities laws, and accordingly, may not be offered or sold within the United States except in compliance with the registration requirements of the U.S. Securities Act and applicable state securities requirements or pursuant to exemptions therefrom. This press release does not constitute an offer to sell or a solicitation to buy any securities in any jurisdiction.

About Goldshore

Goldshore is a growth-oriented gold company focused on delivering long-term shareholder and stakeholder value through the acquisition and advancement of primary gold assets in tier-one jurisdictions. It is led by the ex-global head of structural geology for the world's largest gold company and backed by one of Canada's pre-eminent private equity firms. The Company's current focus is the advanced stage 100% owned Moss Gold Project which is positioned in Ontario, Canada, with direct access from the Trans-Canada Highway, hydroelectric power near site, supportive local communities and skilled workforce. The Company has invested over \$60 million of new capital and completed approximately 80,000 meters of drilling on the Moss Gold Project, which, in aggregate, has had over 235,000 meters of drilling. The 2024 updated NI 43-101 mineral resource estimate ("MRE") has expanded to 1.54 million ounces of Indicated gold resources at 1.23 g/t Au and 5.20 million ounces of Inferred gold resources at 1.11 g/t Au. The MRE only encompasses 3.6 kilometers of the 35+ kilometer mineralized trend, remains open at depth and along strike and is one of the few remaining major Canadian gold deposits positioned for fast track through this development cycle. For more information, please visit SEDAR+ (www.sedarplus.ca) and the Company's website (www.goldshorerresources.com).

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

Cautionary Note Regarding Forward-Looking Statements

This news release contains statements that constitute "forward-looking statements." Such forward looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements, or developments to differ materially from the anticipated results, performance or achievements expressed or implied by such 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 in this news release include, among others, statements relating to expectations regarding the exploration and development of the Moss Gold Project, the anticipated use of proceeds from the Offering, the completion of a PEA, and the timing thereof, statements about the Offering (including the completion of the Offering on the terms and timelines as announced or at all, the tax treatment of the FT Shares and CFT Shares, the timing to renounce all Qualifying Expenditures in favour of the subscribers and the use of proceeds of the Offering), and other statements that are not historical facts. By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, or other future events, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors and risks include, among others: exploration and development of the Moss Gold Project will not be undertaken as anticipated; the Company will not complete a PEA in 2025; the Offering will not be completed on the terms anticipated or at all; the Company may not obtain all required regulatory approvals for the Offering, include that of the TSX Venture Exchange; the Company may not be able to use the proceeds of the Offering as anticipated; the Company may require additional financing from time to time in order to continue its operations which may not be available when needed or on acceptable terms and conditions acceptable; compliance with extensive government regulation; domestic and foreign laws and regulations could adversely affect the Company's business and results of operations; and the stock markets have experienced volatility that often has been unrelated to the performance of companies and these fluctuations may adversely affect the price of the Company's securities, regardless of its operating performance.

The forward-looking information contained in this news release represents the expectations of the Company

as of the date of this news release and, accordingly, is subject to change after such date. Readers should not place undue importance on forward-looking information and should not rely upon this information as of any other date. The Company undertakes no obligation to update these forward-looking statements in the event that management's beliefs, estimates or opinions, or other factors, should change.

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