

Kootenay Resources Inc. Announces Repricing of Non-Brokered Private Placement

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[Kootenay Resources Inc.](#) (TSXV:KTRI) (the "Company" or "Kootenay") announces the repricing of its previously announced non-brokered private placement (the "Private Placement") (see news release dated June 13, 2025). The Company intends to complete on a best efforts basis, a non-brokered private placement for aggregate gross proceeds of up to \$200,000. The Private Placement will consist of a combination of non-flow-through and flow-through common shares.

Under the Private Placement, the Company will offer, non-flow-through common shares of units of the Company (each, a "Unit") at a price of \$0.05 per Unit and flow-through common shares of units of the Company (each, a "FT Unit") at a price of \$0.055 per FT Unit, raising aggregate combined gross proceeds of up to \$200,000. Proceeds received from the Private Placement will be used for the development of the Company's Moyie Anticline Project, other resource properties (eligible for "Canadian exploration expenses, which are flow-through mining expenditures) and general working capital requirements.

Each Unit shall be comprised of one common share of the Company (a "Common Share") and one-Common Share purchase warrant of the Company ("Warrant"). Each Warrant shall entitle the holder thereof to purchase one Common Share at an exercise price of \$0.12 for a period of 5 years from the closing of the Private Placement.

Each FT Unit shall be comprised of one common share of the Company (a "FT Common Share") and of one Non flow-through Common Share purchase warrant of the Company, a "NFT Warrant"). Each NFT Warrant shall entitle the holder thereof to purchase one Common Share at an exercise price of \$0.15 for a period of 5 years from the closing of the Private Placement.

The securities to be issued under the Private Placement will be offered by way of private placement in each of the provinces of Canada, other than Quebec, and such other jurisdictions as may be determined by the Company, in each case, pursuant to applicable exemptions from the prospectus requirements under applicable securities laws.

The Private Placement is anticipated to close on or before August 31, 2025, or as decided by the Company ("Closing") and is subject to certain conditions including, but not limited to, the receipt of all necessary regulatory approvals. The common shares to be issued under the Private Placement will have a hold period of four months and one day from Closing.

In connection with the Private Placement, arms-length finders may receive a cash fee in respect to their subscribers equal to 6.0% of the gross proceeds.

The securities described herein 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 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.

Background

Kootenay Resources Inc's stated mission is the discovery of a Tier One deposit and as such focuses on those areas with demonstrated geologic potential for such deposits. The Company is exploring two regions, in the southeastern portion of BC on its flagship Moyie Anticline property and in Central BC with its generative program including several promising gold-silver-copper properties in the Nechako plateau of

central British Columbia. Kootenay Resources Inc. welcomes partners for exploration projects and currently has one mineral property under option to Centerra Gold Inc., and three Nechako projects under option to fellow junior exploration company [Rokmaster Resources Corp.](#)

Qualified Persons

The Company's technical information in this news release has been prepared in accordance with the Canadian regulatory requirements set out in National Instrument 43-101 (Standards of Disclosure for Mineral Projects) and reviewed and approved on behalf of Kootenay by Dale Brittliffe, P.Geo, V.P. Exploration for Kootenay, a Qualified Person.

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

About Kootenay Resources Inc.

Kootenay is an exploration company actively engaged in the exploration and discovery mineral projects in British Columbia, Canada. The Company was formed as a spin-out of [Kootenay Silver Inc.](#) in which prospective Canadian assets were transferred to Kootenay Resources Inc. The transaction was completed in October of 2021, Kootenay Silver currently holds 5.4 million common shares of Kootenay.

On behalf of the board of directors of the Company:

James McDonald,
Director

For additional information, please contact:

James McDonald, Director at 403-880-6016

Raj Kang, Director at 604-601-5650

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS:

The information in this news release has been prepared as at July 30, 2025. Certain statements in this news release, referred to herein as "forward-looking statements", constitute "forward-looking statements" under the provisions of Canadian provincial securities laws. These statements can be identified by the use of words such as "expected", "may", "will" or similar terms.

Forward-looking statements are necessarily based upon a number of factors and assumptions that, while considered reasonable by Kootenay as of the date of such statements, are inherently subject to significant business, economic and competitive uncertainties and contingencies. Many factors, known and unknown, could cause actual results to be materially different from those expressed or implied by such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date made. Except as otherwise required by law, Kootenay expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any such statements to reflect any change in Kootenay's expectations or any change in events, conditions or circumstances on which any such statement is based. More particularly, this news release contains statements concerning the anticipated Private Placement. Accordingly, there is a risk that the Private Placement will not be completely sold, or the Private Placement will be completed within the anticipated time or at all.

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