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New Break Announces Closing of First Tranche of Private Placement

Toronto, Ontario, June 27, 2025 – New Break Resources Ltd. (“**New Break**” or the “**Company**”) (CSE: **NBRK**) is pleased to announce that, further to its news release dated June 16, 2025, it has closed the first tranche of the previously announced non-brokered private placement (the “**Offering**”) of common shares that qualify as “flow-through shares” (within the meaning of subsection 66(15) of the *Income Tax Act* (Canada)) (the “**FT Shares**”) at a price of \$0.085 per FT Share and non-flow-through units (“**Units**”) at a price of \$0.075 per Unit. The closing of the first tranche of the Offering consisted of 2,550,000 FT Shares for gross proceeds of \$216,750 and 1,252,000 Units for gross proceeds of \$93,900.

Each Unit consists of one common share (“**Common Share**”) of the Company and one common share purchase warrant (“**Warrant**”), with each Warrant entitling the holder thereof, to purchase one additional Common Share of the Company at a price of \$0.12 for a period of twenty-four (24) months from the date of issuance.

The Warrants are subject to an acceleration clause, whereby if the closing price of the Common Shares of the Company on the Canadian Securities Exchange (the “**CSE**”) is equal to \$0.25 or higher for five non-consecutive trading days, over a 365-day period, the Company may accelerate the expiry of the Warrants to the date that is 20 business days from the date of the issuance of a news release by the Company announcing the exercise of the acceleration right.

The gross proceeds from the sale of the FT Shares will be used for Canadian Exploration Expenses (“**CEE**”) and will qualify as “flow-through mining expenditures” as defined in the *Income Tax Act* (Canada). More specifically, these proceeds will be used to fund a planned drilling program, as outlined by New Break in its news release dated June 17, 2025, at the Company’s Moray gold project, located approximately 49 km south of Timmins, Ontario and 32 km northwest of the Young-Davidson gold mine, operated by Alamos Gold Inc. The proceeds from the sale of the Units will be used for general working capital purposes. No finder’s fees were paid in connection with the closing of the first tranche of the Offering.

All securities issued pursuant to this private placement are subject to a statutory hold period of four months and one day expiring on October 28, 2025, in accordance with applicable Canadian Securities Laws. The completion of the Financing is subject to certain conditions including, but not limited to, the receipt of all required regulatory approvals including final approval of the CSE.

John Ross and Patricia Quigley, (collectively, the “**Control Person**”, “**Acquiror**” or the “**Related Party**”) purchased a total of 2,350,000 FT Shares and 700,000 Units. This issuance of securities constitutes a “related party transaction” as such term is defined under Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions (“**MI 61-101**”). The Company is relying on an exemption from the formal valuation and minority shareholder approval requirements provided under MI 61-101 pursuant to section 5.5(a) and section 5.7(1)(a) of MI 61-101, on the basis that the issuance of the securities does not exceed 25% of the fair market value of the Company’s market capitalization.

The securities being offered have not been, nor will they be, registered under the United States *Securities Act of 1933*, as amended, and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons absent registration or an applicable exemption from the registration requirements. This news release will not constitute an offer to sell or the solicitation of an offer to buy nor will there be any sale of the securities in any State in which such offer, solicitation or sale would be unlawful.

Early Warning Notice of Control Person

In connection with the closing of the first tranche of the Offering on June 27, 2025, the Acquiror acquired an aggregate of 3,050,000 Common Shares in the capital of the Company and 700,000 Warrants (the “**Acquisition**”). Each Warrant entitles the holder thereof to acquire one Share on the terms as more specifically set out above. Prior to the Acquisition, the Acquiror beneficially owned or exercised control or direction over 11,160,300 Shares, 3,048,000 Warrants and 240,000 stock options (“**Options**”), representing 19.43% and 23.80% of the outstanding Shares of the Company on an undiluted and partially diluted basis, respectively. After completion of the Acquisition, the Acquiror beneficially owns or exercises control or direction over 14,210,300 Shares, 3,748,000 Warrants and 240,000 Options, representing 23.21% and 27.90% of the outstanding Shares of the Company on an undiluted and partially diluted basis, respectively.

In satisfaction of the requirements of National Instrument 62-104 – *Take-Over Bids and Issuer Bids* and National Instrument 62-103 – *The Early Warning System and Related Take-Over Bid and Insider Reporting Issues*, an early warning report respecting the Acquisition of securities by the Acquiror will be filed under the Company’s SEDAR+ Profile at www.sedarplus.ca, following the closing. To obtain a copy of the early warning report filed by the Company, please contact Michael Farrant at (416) 278-4149 or refer to SEDAR+ under New Break’s issuer profile.

The Acquisition was completed for investment purposes. Depending on market and other conditions, the Acquiror may from time to time in the future increase or decrease the ownership, control or direction over securities of the Company, through market transactions, private agreements, or otherwise.

About New Break Resources Ltd.

New Break is a proudly Canadian mineral exploration company focused on its Moray gold project located 49 km south of Timmins, Ontario, in a well-established mining camp within proximity to existing infrastructure, 32 km northwest of the Young-Davidson gold mine, operated by Alamos Gold Inc. Shareholders also remain leveraged to exploration success in Nunavut, one of the most up and coming regions in Canada for gold exploration and production through New Break’s 20% carried interest in the Sundog gold project. The Company is supported by a highly experienced team of mining professionals. Information on New Break is available under the Company’s profile on SEDAR+ at www.sedarplus.ca and on the Company’s website at www.newbreakresources.ca. New Break trades on the Canadian Securities Exchange (www.thecse.com) under the symbol **CSE: NBRK**.

For further information on New Break, please visit www.newbreakresources.ca or contact:

William Love, Chief Executive Officer
Tel: 519-272-6312
wlove@newbreakresources.ca

Michael Farrant, President and CFO
Tel : 416-278-4149
E-mail: mfarrant@newbreakresources.ca

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No stock exchange, regulation securities provider, securities commission or other regulatory authority has approved or disapproved the information contained in this news release.

CAUTIONARY NOTE REGARDING FORWARD LOOKING INFORMATION

Except for statements of historic fact, this news release contains certain “forward-looking information” within the meaning of applicable securities law. Forward-looking information is frequently characterized by words such as “plan”, “expect”, “project”, “intend”, “believe”, “anticipate”, “estimate” and other similar words, or statements that certain events or conditions “may” or “will” occur. Forward-looking statements are based on the opinions and estimates at the date the statements are made, and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those anticipated in the forward-looking statements including, but not limited to receipt of regulatory and stock exchange approvals, grants of equity-based compensation, renouncement of flow-through exploration expenses, property agreements, timing and content of upcoming work programs, geological interpretations, receipt of property titles, an inability to predict and counteract the effects global events on the business of the Company, including but not limited to the effects on the price of commodities, capital market conditions, restriction on labour and international travel and supply chains etc. Forward-looking information addresses future events and conditions and therefore involves inherent risks and uncertainties, including factors beyond the Company’s control. Accordingly, readers should not place undue reliance on forward-looking information. The Company undertakes no obligation to update publicly or otherwise any forward-looking information, except as may be required by law. Additional information identifying risks and uncertainties that could affect financial results is contained in the Company’s financial statements and management’s discussion and analysis (the “Filings”), such Filings available upon request.