



TSXV: ORS - OTC: ORESF - Frankfurt: WKN: O2R2

News Release

TSX-V: ORS

2025-13

December 17, 2025

NOT FOR DISTRIBUTION TO U.S. NEWSPAPER SERVICES OR FOR DISSEMINATION IN THE UNITED STATES

ORESTONE CLOSES \$2.24 MILLION NON-BROKERED PRIVATE PLACEMENT INCLUDING PARTICIPATION OF CRESCAT CAPITAL LLC

Orestone Mining Corp. (TSX Venture Exchange Symbol: ORS) (Frankfurt: WKN: O2R2) ("Orestone" or the "Company") is pleased to announce the completion of its non-brokered private placement originally announced October 10, 2025 and updated October 14, 2025 and October 30, 2025.

The Company issued 28,000,000 units ("Units") at a price of \$0.08 per Unit for gross proceeds of \$2,240,000. Each Unit consisted of one common share of the Company ("Common Share") and one common share purchase warrant ("Warrant"). Each Warrant is exercisable for one Common Share at a price of \$0.16 until December 16, 2026 (the "Private Placement").

The Common Shares and Warrants issued under the Private Placement and the Common Shares issuable upon exercise of the Warrants are subject to a hold period that expires on April 17, 2026. Finders' fees amounting to \$14,070 were paid in connection with the Private Placement. The Private Placement is subject to final approval of the TSX Venture Exchange (the "Exchange").

The Private Placement included the participation of strategic shareholder, Crescat Capital LLC ("Crescat"), who has subscribed for 3,094,461 Units for gross proceeds of \$247,556.88. Crescat has subscribed through Crescat Portfolio Management LLC on behalf of its five (5) Pooled Investment Funds.

Certain directors, officers and other insiders of the Company ("Insider Placees") purchased or acquired direction and control over a total of 5,550,000 Units under the Private Placement, which constituted a "related party transaction", within the meaning of TSX Venture Exchange Policy 5.9 and Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("MI 61-101") adopted in the Policy. The Company has relied 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), respectively, of MI 61-101 in respect of related party participation in the Private Placement on the basis that neither the fair market value of the subject matter of, nor the fair market value of the consideration for, the subscription for Units by the Insider Placees exceeded 25% of the Company's "market capitalization" (as calculated for the purposes of MI 61-101). Further details will be included in the Company's material change report to be filed. The material change report will not be filed more than 21 days prior to closing of the Private Placement as the details of the participation of the Insider Placees had not been confirmed at that time.

The Company intends to use the net proceeds from the Private Placement: i) to further develop its Francisca property located in Salta Province, Argentina, ii) to further develop its Captain property located in the Province of British Columbia, Canada, and iii) for general administrative expenses and working capital purposes.

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 methods. The Company's 100 percent owned Captain

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



TSXV: ORS - OTC: ORESF - Frankfurt: WKN: O2R2

News Release

TSX-V: ORS

2025-13

December 17, 2025

gold-copper project, located in BC hosts a large gold dominant porphyry system that is permitted and drill ready. Both 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

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 the intended use of proceeds. 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: conditions in general economic and financial markets; timing and amount of capital expenditures; and effects of regulation by governmental agencies. 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.

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