

# Golden Spike Announces Private Placements of Both Flow-Through and Non-Flow-Through Units with Lead NFT Order from Eric Sprott

2024-09-11

Vancouver, British Columbia--(Newsfile Corp. - September 11, 2024) - Golden Spike Resources Corp. (CSE: GLDS) (OTCQB: GSPRF) (FSE: L5Y) ("Golden Spike" or the "Company") announces a non-brokered private placement financing of up to 5,000,000 non-flow-through units ("NFT Units") at \$0.20 per NFT Unit for gross proceeds of up to \$1,000,000. Each NFT Unit consists of one common share and one-half of one transferable warrant. Each whole warrant (a "Warrant") is exercisable into one common share at \$0.30 per common share for 2 years from closing (the "NFT Private Placement").

The Company received a lead order from Mr. Eric Sprott for the NFT Private Placement. Upon completion of the NFT Private Placement, Mr. Sprott's investment combined with his existing holdings will further increase his equity stake in the Company, currently at 12.3%. The Company deeply appreciates the backing from all of its strategic shareholders and the broader investment community.

In regard to the NFT Private Placement, the Company will pay finder's fees consisting of 6% cash and 6% warrants (with the same terms as the subscribers' Warrants except that the finder's warrants will be non-transferable) on all or a portion of the NFT Private Placement, in accordance with the policies of the Canadian Securities Exchange.

In addition, the Company has entered into an engagement letter with Kernaghan & Partners Ltd. ("Kernaghan") pursuant to which Kernaghan has agreed to act as lead agent and sole bookrunner for a brokered private placement offering in the provinces of British Columbia, Alberta, Ontario, Quebec, Newfoundland and Nova Scotia of up to 8,000,000 flow-through units (each a "FT Unit") at \$0.23 per FT Unit for gross proceeds of up to \$1,840,000. Each FT Unit consists of one flow-through common share (a "FT Share") and one-half of one transferrable warrant.

Each whole warrant (a "FT Warrant") is exercisable into one non-flow-through common share at \$0.33 per common share for 2 years from closing (the "Brokered FT Private Placement"). Each FT Share and each FT Warrant is expected to qualify as a "flow-through share" as defined in s. 66(15) of the Income Tax Act (Canada).

Kernaghan has the option to place up to an additional 800,000 FT Units (being 10% of the Brokered FT Private Placement) for additional proceeds to the Company of up to \$184,000. The Company and Kernaghan intend to negotiate a formal agency agreement reflecting the terms of the engagement letter, subject to, among other things, satisfactory completion of the Kernaghan's due diligence investigations.

In regard to the Brokered FT Private Placement, the Company will pay Kernaghan a fee consisting of 6% cash and 6% non-transferable broker warrants, each exercisable to acquire one common share at \$0.23 per common share for a period of 36 months.

Proceeds of the Private Placements will be used for Canadian exploration and development of the Company's project in Newfoundland, and for general working capital.

All securities issued and sold under the Private Placements will be subject to a statutory hold period expiring four months and one day from their date of issuance, in accordance with applicable securities laws.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities 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 may not be offered or sold within the United States or to U.S. persons except in compliance with the registration requirements of the U.S. Securities Act and applicable state securities laws or pursuant to exemptions therefrom.

#### About Golden Spike

Golden Spike Resources Corp. (CSE: GLDS), (OTCQB: GSPRF), (FSE: L5Y) is a Canadian mineral exploration company focused on identifying, acquiring and unlocking value in mineral opportunities in Canada and other low-risk jurisdictions. The Company currently holds 100% interest in the 5,050-hectare Gregory River Property in Newfoundland, strategically centered over an approximate 11-kilometer-long stretch of the Gregory River VMS-belt, a north-northeast trending corridor of very prospective ground with potential to host Cyprus-type polymetallic VMS deposits. In addition, the Property hosts a cluster of historically explored, high-grade, copper ±gold vein structures.

ON BEHALF OF THE BOARD OF DIRECTORS

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

Cautionary Note Regarding Forward-Looking Statements

This news release includes certain statements and information that may constitute forward-looking information within the meaning of applicable Canadian securities laws. Forward-looking statements relate to future events or future performance and reflect the expectations or beliefs of management of the Company regarding future events. Generally, forward-looking statements and information can be identified by the use of forward-looking terminology such as "intends" or "anticipates", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "should", "would" or "occur". This information and these statements, referred to herein as "forward-looking statements", are not historical facts, are made as of the date of this news release and include without limitation, statements regarding discussions of future plans, estimates and forecasts and statements as to management's expectations and intentions with respect to, among other things, completion of the Private Placements, the fact that Mr. Eric Sprott will close on a lead order in the NFT Private Placement, the equity stake that Mr. Eric Sprott is expected to have upon completion of the NFT Private Placement, the payment of finder's fees in connection with the NFT Private Placement, the execution of an agency agreement with Kernaghan, the payment of broker fees to Kernaghan in connection with the Brokered FT Private Placement, the fact that each FT Share and each FT Warrant will qualify as a "flow-through share" as defined in s. 66(15) of the Income Tax Act (Canada), the use of proceeds from the Private Placements, and the proposed exploration plans for the Company's project in Newfoundland.

These forward-looking statements involve numerous risks and uncertainties and actual results might differ materially from results suggested in any forward-looking statements. These risks and uncertainties include, among

other things, the Company not receiving the necessary corporate approvals in respect of the NFT Private Placement and/or the Brokered FT Private Placement; the failure of Mr. Eric Sprott to participate in the NFT Private Placement in the amount expected, or at all; the failure of the Company to pay finder's fees under the NFT Private Placement; the early termination of the engagement letter and the engagement of Kernaghan; the failure of the Company and Kernaghan to negotiate and execute an agency agreement; the failure of the Company to pay broker fees under the Brokered FT Private Placement; the risk that the FT Shares and/or FT Warrants do not qualify as "flow-through shares" as defined in s. 66(15) of the Income Tax Act (Canada); the failure of the Company to complete the NFT Private Placement and/or the Brokered FT Private Placement, on the terms expected, or at all; recent market volatility; unanticipated costs; changes in the Company's business plans; the state of the financial markets for the Company's securities; and the exploration of the Company's project not occurring as anticipated, or at all.

In making the forward looking statements in this news release, the Company has applied several material assumptions, including without limitation, that the Company will receive the necessary corporate approvals in respect of the NFT Private Placement and the Brokered FT Private Placement; that Mr. Eric Sprott will close on a lead order in the NFT Private Placement; that the Company will pay the finder's fees and broker fees, as currently anticipated; that the Company will execute an agency agreement with Kernaghan; that the FT Shares and FT Warrants will qualify as "flow-through shares" as defined in s. 66(15) of the Income Tax Act (Canada); that the Company will successfully complete the Private Placements; there will be no change in the Company's business plans; and that the Company will have sufficient resources to be able to conduct the exploration of the Company's project as anticipated.

Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements or forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. Readers are cautioned that reliance on such information may not be appropriate for other purposes. The Company does not undertake to update any forward-looking statement, forward-looking information or financial out-look that are incorporated by reference herein, except in accordance with applicable securities laws. We seek safe harbor.

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