



GETCHELL GOLD CORP. ANNOUNCES WARRANT EXTENSION, DEBT SETTLEMENT, GRANT OF RSUs, AND CANCELLATION OF OPTIONS

VANCOUVER, BC, Feb. 20, 2025 /CNW/ - **Getchell Gold Corp.** (CSE: GTCH) (OTCQB: GGLDF) (FWB: GGA1) ("**Getchell**" or the "**Company**") announces that it proposes to extend the expiry dates of an aggregate of 5,202,250 outstanding share purchase warrants, as described below.

The Company issued 3,011,250 warrants with an exercise price of \$0.50 pursuant to a private placement of units that closed on May 14, 2021 (the "**2021 Warrants**"). The original exercise price of the 2021 Warrants was \$0.65 and the exercise price was previously repriced to \$0.50. The original expiry date of the 2021 Warrants was May 14, 2023, and the expiry date of the 2021 Warrants was previously extended to May 14, 2024, and subsequently extended to May 14, 2025. The Company proposes to extend the expiry date of the 2021 Warrants by an additional 12 months, such that 2021 Warrants will expire on May 14, 2026. All other terms of the 2021 Warrants remain unchanged.

The Company issued an aggregate of 2,191,000 warrants with an exercise price of \$0.60 pursuant to a private placement of units that closed on May 30, 2022 (the "**2022 Warrants**"). The original expiry date of the 2022 Warrants was May 30, 2024, and the expiry date of the 2022 Warrants was previously extended to May 30, 2025. The Company proposes to extend the expiry date of the 2022 Warrants by an additional 12 months, such that 2022 Warrants will expire on May 30, 2026. All other terms of the 2022 Warrants remain unchanged.

Warrant holders are advised that replacement warrant certificates will not be issued and that the original warrant certificate must be presented to the Company in order to effect the exercise of the warrants.

Debt Settlement

Additionally, the Company announces that it intends to settle approximately \$4,373 in debt owed to a director by issuing 18,222 common shares of the Company at a deemed price of \$0.24 per share (the "**Debt Settlement**"). The Debt Settlement shares will be subject to a four month hold period in accordance with applicable Canadian securities laws and the policies of the Canadian Securities Exchange.

As the Debt Settlement shares will be issued to a director, the Debt Settlement will constitute a "related party transaction" within the meaning of Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). The Debt Settlement is exempt from the formal valuation requirements and minority shareholder approval requirements of MI 61-101 pursuant to Section 5.5(a) and Section 5.7(1)(a) as the value of the common shares issued in the Debt Settlement will not exceed 25% of the Company's market capitalization.

Grant of RSUs and Options Cancellation

The Company has also granted an aggregate of 1,375,000 restricted share units ("**RSUs**") pursuant to its omnibus equity incentive compensation plan to certain directors and a consultant of the Company. The RSUs will vest one year after the date of grant. Further, the Company announces that it has, with the consent of the applicable holders, cancelled an aggregate of 2.49 million stock options held by certain officers of the Company comprising 200,000 options granted on May 26, 2021, 1.4 million options granted on December 8, 2021, and 890,000 options granted on July 12, 2022.

About Getchell Gold Corp.

The Company is a Nevada focused gold and copper exploration company trading on the CSE: GTCH, OTCQB: GGLDF, and FWB: GGA1. Getchell Gold is primarily directing its efforts on its most advanced stage asset, Fondaway Canyon, a past gold producer with a large mineral resource estimate and a robust Preliminary Economic Assessment. Complementing Getchell's asset portfolio is Dixie Comstock, a past gold producer with a historic resource, and the high-grade Star (Cu-Au-Ag) projects.

www.getchellgold.com

The Canadian Securities Exchange has not reviewed this press release and does not accept responsibility for the adequacy or accuracy of this news release.

Certain information contained herein constitutes "forward-looking information" under Canadian securities legislation. Forward-looking information includes, but is not limited to, statements with respect to the extension of the 2021 Warrants and 2022 Warrants, terms of the Debt Settlement, and terms of the RSUs. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "will" or variations of such words and phrases or statements that certain actions, events or results "will" occur. Forward-looking statements are based on the opinions and estimates of management as of the date such statements are made, and they are subject to known and unknown risks, uncertainties and other factors that may cause the actual results to be materially different from those expressed or implied by such forward-looking statements or forward-looking information. Although management of Getchell have 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. The Company will not update any forward-looking statements or forward-looking information that are incorporated by reference herein, except as required by applicable securities laws.

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For further information: For further information, please contact: Karen Mate, Corporate Communications, (416) 230-6454, kmate@capitalmarketsadvisory.ca; Mike Sieb, President, 1-647-249-4798, info@getchellgold.com

CO: Getchell Gold Corp.

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