



NEWS RELEASE

EDGEMONT ANNOUNCES NON-BINDING LETTER OF INTENT TO ACQUIRE LAIVA GOLD INC. AND BRIDGE LOAN

Not for distribution to United States newswire services or for dissemination in the United States.

Vancouver, British Columbia, February 20, 2025, Edgemont Gold Corp. (CSE: EDGM) (the "**Company**") is pleased to announce that it has entered into a non-binding letter of intent (the "**LOI**") dated February 20, 2025 with Laiva Gold Inc. ("**Laiva**"), an arm's length Alberta private company, which contemplates the acquisition by the Company of all the issued and outstanding common shares of Laiva from the shareholders of Laiva (the "**Transaction**"). As consideration under the Transaction, the Company will issue such number of post-Consolidation (as defined below) common shares in the capital of the Company (each, a "**Consideration Share**") to the shareholders of Laiva (the "**Transaction**") as is equal to the total number of shares of Laiva outstanding immediately prior to the closing of the Transaction (the "**Closing**").

The LOI contemplates that the parties will draft, finalize and execute a definitive agreement (a "**Definitive Agreement**") respecting the Transaction on or before March 15, 2025. The Transaction and the entering into of a Definitive Agreement are subject to mutual due diligence investigations. The Company expects to provide an update respecting the Transaction, any required shareholder and regulatory approvals, the Concurrent Financing (as defined below), the Laiva Financing (as defined below) and the status of the Definitive Agreement in due course. It is anticipated that the Company will complete a share consolidation on a three-for-one (3:1) basis (the "**Consolidation**") immediately prior to the Closing.

In connection with the Transaction, the Company and Laiva intend to conduct private placement offerings of: (a) subscription receipts of the Company, for aggregate gross proceeds of no less than \$7,500,000; and / or (b) convertible debentures of either the Company, Laiva or special purpose financing entities for aggregate gross proceeds of no less than \$7,500,000, all on terms as to be mutually agreed to by the parties (collectively, the "**Concurrent Financing**"). In addition, it is anticipated that prior to Closing, the parties will organize a private placement of securities of Laiva for aggregate gross proceeds of up to \$7,500,000 (the "**Laiva Financing**").

Concurrent to the LOI, the Company advanced to Laiva an unsecured loan in the principal amount of \$750,000 (the "**Bridge Loan**") pursuant to a promissory note. The Bridge Loan bears simple interest at a rate of 5% per annum and will mature and be repayable by Laiva to the Company on the earlier of (a) the date that is 6 months after the date of the LOI; (b) the Outside Date (as such term will be defined in the Definitive Agreement); and (C) if no Definitive Agreement is entered into by the parties, upon the date of termination of the LOI.

Should the parties enter into a Definitive Agreement in respect of the Transaction, it is expected that the Transaction will constitute a "Fundamental Change" of the Company pursuant to policies of the Canadian Securities Exchange (the "**CSE**"). Should the Transaction proceed, it will remain subject to approval of the CSE.

About Laiva

Laiva is a Canadian mining company, incorporated under the Alberta *Business Corporations Act*, and through a subsidiary company owns its flagship operation, the Laiva mine ("**Laiva Mine**") in Finland. The Laiva Mine is an open pit operation, fully equipped with one of the largest gold plants in Europe (6,000 tonnes per day capacity) and a sizeable proven resource estimate.

The securities of the Company have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**") or any U.S. state securities laws and may not be offered or sold in the United States absent registration or an available exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the securities referenced in this press release, in any jurisdiction in which such offer, solicitation or sale would be unlawful.

About Edgemont

Edgemont holds a 100% interest in the Dungate copper/gold porphyry project located just 6 km south of Houston, BC, in a region with a history of successful mining projects including the Equity Silver Mine and Imperial Metals' Huckleberry Mine. The Dungate project is comprised of five mineral tenures covering 1,582.2 hectares that can be explored year-round by all-season roads. For more information, please visit our website at www.edgemontgold.com.

For further information, please contact:

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Neither the Canadian Securities Exchange nor its Market Regulator (as the term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release.

Cautionary Statement Regarding Forward Looking Information

This news release contains forward looking information or statements within the meaning of applicable securities laws, which may include, without limitation, statements relating to the terms and completion of the Transaction, including the Concurrent Financing, the private placement of Laiva, the entry into a Definitive Agreement, the Bridge Loan, the receipt of corporate, regulatory and stock exchange approval in respect of the Transaction, the technical, financial, and business prospects of the Company, its assets and other matters. All statements in this news release, other than statements of historical facts, that address events or developments that the Company expects to occur, are forward looking information or statements. Although the Company believes the expectations expressed in such forward-looking information or statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results may differ materially from those in the forward-looking information or statements. Such statements and information are based on numerous assumptions regarding present and future business strategies and the environment in which the Company will operate in the future, the ability to achieve its goals, expected costs and timelines to achieve the Company's goals, that general business and economic conditions will not change in a material adverse manner, and that financing will be available if and when needed and on reasonable terms. Such forward looking information or statements reflects the Company's views with respect to future events and is subject to risks, uncertainties and assumptions, including the risks and uncertainties included in documents filed under the Company's profile on SEDAR+ at www.sedarplus.ca. While such estimates and assumptions are considered reasonable by the management of the Company, they are inherently subject to significant business, economic, competitive, and regulatory uncertainties and risks. Factors that could cause actual results to differ materially from those in forward looking information or statements include, but are not limited to, the ability of the Company to complete the Offering on the terms described herein, including obtaining the requisite regulatory and stock exchange approvals, continued availability of capital and financing and general economic, market or business conditions, failure to compete effectively with competitors, failure to maintain or obtain all necessary permits, approvals and authorizations, failure to comply with applicable laws, including environmental laws, risks relating to unanticipated operational difficulties. The Company does not undertake to update forward looking statements or forward-looking information, except as required by law.