



Ridgeline Minerals Announces Upsized Non-Brokered Private Placement up to \$4,200,000

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All dollars are Canadian unless otherwise noted*

Vancouver, Canada, January 31, 2025 – Ridgeline Minerals Corp. (“Ridgeline” or the “Company”) (TSX-V: RDG | OTCQB: RDGMF | FRA: OGC0) is pleased to announce that in connection with its previously announced non-brokered private placement (see [January 22, 2025 news release](#)) the Company has increased the size of the private placement up to 28,000,000 units (the “Units”), at a price of \$0.15 per Unit, for aggregate gross proceeds of up to \$4,200,000 (the “Upsized Private Placement”).

Each Unit consists of one common share (a “Share”) of the Company and one-half of one non-transferable share purchase warrant (each a whole warrant a “Warrant”). Each Warrant entitles the holder to purchase one additional Share of the Company at a price of \$0.25 per share for a period of 24 months from the date of issue.

The proceeds from the sale of the Upsized Private Placement will be used to fund exploration activities at the Company’s projects in Nevada and for general working capital.

Certain directors and officers of the Company may acquire securities under the Upsized Private Placement. Any such participation would be considered to be a “related party transaction” as defined under Multilateral Instrument 61-101 (“MI 61-101”). The transaction will be exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as neither the fair market value of any shares issued to, or the consideration paid by such persons, will exceed 25% of the Company’s market capitalization.

The Company may pay a 6% cash finder’s fee in connection with the Upsized Private Placement. All securities to be issued in the Upsized Private Placement will be subject to a four month plus one day hold period from the closing date under applicable securities laws in Canada. The Company anticipates closing of the Upsized Private Placement as soon as practicable and is subject to TSX Venture Exchange approval.

This news release does not constitute an offer to sell or solicitation of an offer to sell any 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 unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

About Ridgeline Minerals Corp.

Ridgeline Minerals is a discovery focused precious and base metal explorer with a proven management team and a 200 km² exploration portfolio across seven projects in Nevada, USA. The Company is a hybrid explorer with a mix of 100%-owned exploration assets (Big Blue, Atlas, Bell Creek & Coyote) as well as two earn-in exploration agreements with Nevada Gold Mines at its Swift and Black Ridge projects and a third earn-in with South32 at its Selena project. More information about Ridgeline can be found at www.ridgelineminerals.com.

On behalf of the Board

"Chad Peters"

President & CEO

Further Information:

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Neither the TSX Venture Exchange nor its Regulation Service Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this press release.

Cautionary Note regarding Forward Looking Statements

Statements contained in this press release that are not historical facts are "forward-looking information" or "forward-looking statements" (collectively, "Forward-Looking Information") within the meaning of applicable Canadian securities legislation and the United States Private Securities Litigation Reform Act of 1995. Forward-Looking statements in this release, for example include but are not limited to: the general use of proceeds, that the Company will complete the Upsized Private Placement that the Company will carry out exploration on its Nevada properties. The words "potential", "anticipate", "meaningful", "discovery", "forecast", "believe", "estimate", "expect", "may", "will", "project", "plan", "historical", "historic" and similar expressions are intended to be among the statements that identify Forward-Looking Information. Forward-Looking Information involves known and unknown risks, uncertainties and other factors which may cause the actual results to be materially different from any future results expressed or implied by the Forward-Looking Information. In preparing the Forward-Looking Information in this news release, Ridgeline has applied several material assumptions, including, but not limited to, assumptions that TSX Venture Exchange approval will be granted in a timely manner subject only to standard conditions; that all conditions precedent to completion of the Upsized Private Placement will be satisfied in a timely manner; the current objectives concerning the Company's projects can be achieved and that its other corporate activities will proceed as expected; that general business and economic conditions will not change in a materially adverse manner; and that all requisite information will be available in a timely manner. Forward-Looking Information involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance, or achievements of Ridgeline to be materially different from any future results, performance or achievements expressed or implied by the Forward-Looking Information. Such risks and other factors include, among others, risks related to dependence on key

personnel; risks related to unforeseen delays; risks related to historical data that has not been verified by the Company; as well as those factors discussed in Ridgeline's public disclosure record. Although Ridgeline has attempted to identify important factors that could affect Ridgeline and may cause actual actions, events, or results to differ materially from those described in Forward-Looking Information, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that Forward-Looking Information 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 Information. Except as required by law, Ridgeline does not assume any obligation to release publicly any revisions to Forward-Looking Information contained in this news release to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.