

Canstar Announces Non-Brokered Private Placement

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Toronto, Ontario – [Newsfile Corp. - September 23, 2025] – Canstar Resources Inc. (TSXV: ROX) (OTCPK: CSRNF) (“Canstar or the “Company”) announces a non-brokered private placement (the “Offering”) to raise gross proceeds of up to \$2,000,000, through the issuance of flow-through units (“FT Units”) and non-flow-through units (“NFT Units”).

Each NFT Unit will be issued at a price of \$0.065 and will consist of one (1) common share in the capital of the Company (each a “Common Share”) and one (1) transferable common share purchase warrant (each a “Warrant”). Each Warrant will entitle the holder thereof to acquire one additional Common Share of the Company at a price of \$0.10 for a period of 36 months from the date of issuance.

Each FT Unit will be issued at a price of \$0.085 and will consist of one (1) flow-through common share in the capital of the Company (each a “FT Share”) and one-half (½) of one transferable common share purchase warrant (with two half-warrants being equivalent to one whole Warrant). Each whole Warrant will entitle the holder thereof to acquire one additional Common Share of the Company at a price of \$0.10 for a period of 12 months from the date of issuance.

Context & Capital Strategy

Canstar has maintained a capital strategy focused on efficiency and minimizing shareholder dilution. In January 2024, the Company announced new strategic capital alongside board and management changes. The Company completed a hybrid private placement to raise gross proceeds of approximately \$850,000, issuing units priced at \$0.03 per hard dollar unit, \$0.035 per critical minerals exploration tax credit flow-through unit, and \$0.0325 per charity flow-through unit. Each unit consisted of one common share and one warrant exercisable at \$0.05 for a two-year term ([see link for details](#)).

In May 2025, Canstar received \$500,000 as the initial payment under a letter of intent for an \$11.5 million non-dilutive exploration joint venture with VMS Mining Corporation ([link](#)).

In September 2025, the Company reported it had received \$1,092,500 in early warrant exercise proceeds, with 21.85 million of the 26.7 million warrants issued in the January 2024 financing exercised, while concurrently providing a detailed update on exploration activities related to the joint venture ([link](#)).

The gross proceeds from the issuance of the FT Shares will be used for Canadian exploration expenses on the Company’s Newfoundland properties. The expenditures are expected to qualify as “flow-through mining expenditures”, as defined in subsection 127(9) of the Income Tax Act (Canada), which will be incurred on or before December 31, 2026, and renounced to the subscribers with an effective date no later than December 31, 2025.

The gross proceeds from the NFT Units and any Warrants exercised will be used for general corporate purposes, including exploration at the Company’s Buchans, Mary March and Golden Baie projects in Newfoundland, working capital and corporate development activities.

Additional Offering Details

The Offering is subject to the acceptance of the TSX Venture Exchange and all other required regulatory approvals. All securities issued under the Offering will be subject to a statutory hold period of four months and one day from the closing date in accordance with Canadian securities laws. Finder's fees may be payable in connection with the Offering.

Insiders of the Company may participate in the Offering. Any such participation would constitute a "related party transaction" under Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). The Company expects that any insider participation will be exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as the fair market value of the securities subscribed for will not exceed 25% of the Company's market capitalization.

This news release does not constitute an offer to sell or a solicitation of an offer to buy 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 pursuant to an available exemption.

About Canstar Resources Inc.

Canstar Resources Inc. (TSXV: ROX) is an exploration company focused on critical minerals and gold in Newfoundland. The Company's 100%-owned Golden Baie Project (489.5 km²) hosts high-grade gold and antimony showings along a major mineralized structure that also hosts a large number of gold deposits. The Buchans and Mary March projects (120.5 km²) are located within the past-producing VMS zinc-, copper-, and silver-rich Buchans Mining Camp and boast high-grade zinc and copper discoveries.

For further information, please contact:

Juan Carlos Giron, Jr.
President & Chief Executive Officer
Email: jc@canstarresources.com
Phone: (647) 557-3442
Website: www.canstarresources.com

Neither 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 release.

This news release contains statements that are considered "forward-looking information" within the meaning of applicable Canadian securities legislation ("forward-looking statements") with respect to the Company, including, the completion of the Offering, the proposed use of proceeds, the expected tax treatment of the FT Shares, the timing of renunciation of CEE, and the acceptance of the Offering by the TSX Venture Exchange.

Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by the use of words such as "expects", "plans", "anticipates", "believes", "intends", "estimates", "proposes", and similar expressions, or statements that events or conditions "will", "would", "may", "could" or "should" occur.

Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, such statements are not guarantees of future performance and are subject to known and unknown risks, uncertainties and other factors that may cause actual results, performance, or achievements to differ materially from those expressed or implied by such forward-looking statements.

These risks and uncertainties include, but are not limited to: the possibility that the Offering may not be completed on the terms announced or at all; that the TSX Venture Exchange may not approve the Offering; that the proceeds may not be used as currently disclosed; and the availability of financing on acceptable terms; potential changes in market conditions or the trading price of the Company's common shares; general business, economic, and market conditions; changes in laws or regulations applicable to the Company; dependence on key management personnel; and competition within the industry. Additional risk factors are identified in the Company's most recent management discussion and analysis and other disclosure documents available under the Company's profile at www.sedarplus.ca.

There may also be other risk factors not presently known to the Company or that the Company currently believes are not material that could cause actual results or future events to differ materially from those expressed in such forward-looking statements. Accordingly, readers should not place undue reliance on forward-looking statements and information.

All forward-looking information in this news release is made as of the date hereof. Except as required by applicable securities laws, the Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Forward-looking statements are based on the reasonable beliefs, expectations, and opinions of management on the date the statements are made and involve numerous assumptions, known and unknown risks, and uncertainties.