



AERO ENERGY ANNOUNCES CLOSING OF FIRST TRANCHE OF NON-BROKERED PRIVATE PLACEMENT

NOT FOR DISTRIBUTION TO U.S. NEWS WIRE SERVICES
OR FOR DISSEMINATION IN THE UNITED STATES

Vancouver, British Columbia – December 23, 2025 – Aero Energy Limited (TSXV: AERO) (OTC Pink: AAUGF) (FSE: UU3) ("**Aero**" or the "**Company**") is pleased to announce that, further to its news release dated December 11, 2025, it has closed the first tranche (the "**First Tranche**") of its previously announced non-brokered private placement (the "**Offering**") through the issuance of an aggregate of 5,502,392 post-Consolidation (as defined below) common shares ("**NFT Shares**") at a price of \$0.23 per NFT Share for gross proceeds of \$1,265,550.

A second and final tranche of the Offering (the "**Second Tranche**") for additional gross proceeds of approximately \$3,734,450 is expected to close on or about December 29, 2025, and is expected to consist of the issuance of a combination of:

- 5,367,173 NFT Shares at a price of \$0.23 per NFT Share for gross proceeds of approximately \$1,234,450; and
- 7,142,857 charity flow-through post-Consolidation common shares of the Company ("**CFT Shares**") at a price of \$0.35 per CFT Share for gross proceeds of \$2,500,000, with each CFT Share qualifying as a "flow-through share" within the meaning of the *Income Tax Act* (Canada) and as an "eligible flow-through share" within the meaning of *The Mineral Exploration Tax Credit Regulations, 2014* (Saskatchewan).

The Company plans to use the proceeds of the Offering as follows:

- the net proceeds from the sale of NFT Shares will be used to fund the exploration and advancement of the Company's uranium properties in Saskatchewan and Nevada, and general working capital purposes; and
- the gross proceeds received from the sale of the CFT Shares will be used to incur (i) eligible "Canadian exploration expenses" that qualify as "flow-through critical mineral mining expenditures" as both terms are defined in the *Income Tax Act* (Canada) and (ii) "eligible flow-through mining expenditures, as defined in *The Mineral Exploration Tax Credit Regulations, 2014* (Saskatchewan) (collectively, the "**Qualifying Expenditures**") related to the Company's projects in Saskatchewan, on or before December 31, 2026. Such Qualifying Expenditures will be renounced in favour of the subscribers of the CFT Shares effective December 31, 2025.

The Offering, including the First Tranche, is subject to the receipt of all necessary regulatory and other approvals, including, but not limited to, final approval of the TSX Venture Exchange (the "**Exchange**").

In connection with the First Tranche, finder's fees of \$62,796 were paid in cash and 273,026 finder's warrants (the "**Finder's Warrants**") were issued to Eventus Capital Corp., an eligible arm's length finder. Each Finder's Warrant will be exercisable to acquire one post-Consolidation common share of the Company (a "**Finder's Warrant Share**") at a price of \$0.23 until December 23, 2027.

The NFT Shares issued pursuant to the First Tranche were issued pursuant to Part 5A.2 of National Instrument 45-106, as amended by Coordinated Blanket Order 45-935 – *Exemptions from Certain Conditions of the Listed Issuer Financing Exemption*. Such NFT Shares are not subject to a hold period in accordance with applicable Canadian securities laws, other than those sold to an officer and director of the Company which are subject to a hold period expiring on April 24, 2026 in accordance with the policies of the Exchange. The Finder's Warrants issued in connection with the First Tranche and the Finder's Warrant Shares issuable upon the due exercise thereof are and will be subject to a hold period expiring on April 24, 2026.

An officer and director of the Company acquired 870,000 NFT Shares for gross proceeds of \$200,100 pursuant to the First Tranche, and as such the First Tranche is considered a related party transaction within the meaning of Policy 5.9 of the Exchange and Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). Neither the Company, nor to the knowledge of the Company after reasonable inquiry, a related party, has knowledge of any material information concerning the Company or its securities that has not been generally disclosed. The Company has relied on exemptions from the formal valuation and minority approval requirements of sections 5.5(a) and 5.7(1)(a) of MI 61-101 in respect of such insider participation, based on a determination that the fair market value of the participation in the First Tranche by the insider will not exceed 25% of the market capitalization of the Company, as determined in accordance with MI 61-101. The Company did not file a material change report more than 21 days before the expected closing of the First Tranche because the details of the participation therein by a related party of the Company were not settled until shortly prior to closing of the First Tranche and the parties wished to close on an expedited basis for business reasons.

Effective December 23, 2025, the Company implemented the previously announced share consolidation on the basis of ten pre-consolidation common shares for each one post-consolidation common share (the "**Consolidation**").

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 of America. The securities have not been and will not be registered under the United States Securities Act of 1933 (the "**1933 Act**") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons (as defined in the 1933 Act) unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration is available.

About Aero Energy Limited

Aero Energy Limited, following its successful merger with Kraken Energy Corp. ("**Kraken**"), has established a robust portfolio of uranium assets in North America. The company controls a district-scale land package in Saskatchewan's Athabasca Basin, including its Strike and Murmac projects, which collectively host dozens of shallow drill-ready targets on the north rim of the Athabasca Basin. These projects are guided by an award-winning technical team with a proven track record, responsible for major discoveries such as Gryphon, Arrow, and Triple-R. Additionally, Aero's portfolio includes Kraken's 100%-owned Apex Uranium Property, Nevada's largest past-producing uranium mine, and the Huber Hills Property, spanning 1,044 ha in Nevada and encompassing the historic Race Track open pit mine. This strategic merger combines Aero's extensive Canadian exploration assets with Kraken's high-grade U.S. properties, positioning Aero to unlock

significant high-grade, unconformity-style uranium mineralization and capitalize on the growing global demand for uranium. For more information about Aero, please visit aeroenergy.ca.

On Behalf of the Board of Directors

“Galen McNamara”

Galen McNamara, Chief Executive Officer and Chairman
604-288-8046

Further information on the Company can be found on the Company's website at aeroenergy.ca and at www.sedarplus.ca, or by contacting the Company by email at info@aeroenergy.ca.

Neither the 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.

Cautionary Statement Regarding Forward-Looking Information

This news release includes certain statements and information that constitute forward-looking information within the meaning of applicable Canadian securities laws. All statements in this news release, other than statements of historical facts, are forward-looking statements. Such forward-looking statements and forward-looking information specifically include, but are not limited to, statements that relate to the completion of the Second Tranche, the planned use of net proceeds of the Offering, the tax treatment of the CFT Shares, the renouncement of applicable expenditures, and timely receipt of all necessary approvals, including the final approval of the Exchange, and exploration and development of the Company.

As well, forward-looking Information may relate to future outlook and anticipated events, such as the consummation and timing of the Second Tranche; the anticipated benefits and impacts of the Offering; the use of proceeds from sale of the NFT Shares and the CFT Shares, the renunciation of applicable expenditures; the proposed tax treatment of the CFT Shares, the results from work performed to date; exploration prospects of mineral properties; requirements for additional capital; the future price of metals; government regulation of mining operations; environmental risks; the timing and possible outcome of pending regulatory matters; the realization of the expected economics of mineral properties; future growth potential of mineral properties; and future plans, projections, objectives, estimates and forecasts and the timing related thereto.

Statements contained in this release that are not historical facts, including all statements regarding the planned completion of the Second Tranche, are forward-looking statements that involve various risks and uncertainty affecting the business of the Company. Such statements can generally, but not always, be identified by words such as "adjacent", "plans", "prolific", "focus", "extension", "intended", "advance", "potential", "opportunity", "impact", "establish", "propose", "strategic", "important", "plan", "milestone", "prime", "success", "undertake", "provide", "preeminent", "contemplate", "exposure", "strong", "transformation", "represent", "numerous", "accessible", "intension", "ability", "intend", "identify", "expand", variants of these words and similar expressions, or that events or conditions "will", "would", "may", "could" or "should" occur. All statements that describe the Company's plans relating to operations and potential strategic opportunities are forward-looking statements under applicable securities laws. These statements address future events and conditions and are reliant on assumptions made by the Company's management, and so involve inherent risks and uncertainties, including, the ability or inability to obtain all necessary regulatory approvals for the Offering, including final TSXV approval; the realization of benefits from the Offering; permits, the inability to use the proceeds from sale of the NFT Shares and the CFT Shares as

intended, the inability to renounce applicable expenditures; the availability of the proposed tax treatment of the CFT Shares; consents or authorizations required for mining activities, and material delays in obtaining them; the absence of adverse conditions at mineral properties; no unforeseen operational delays; the price of uranium and other metals remaining at levels that render mineral properties economic; the Company's ability to continue raising necessary capital to finance operations; and the ability to realize on any mineral resource and reserve estimates; the Company's ability to complete its planned exploration programs; the absence of adverse conditions at properties; no unforeseen operational delays; the Company's ability to continue raising necessary capital to finance operations; environmental regulations or hazards and compliance with complex regulations associated with mining activities; climate change and climate change regulations; fluctuations in exchange rates; the business objectives of the Company; whether economic mineralization can be defined and, if it can be permitted for development; the uncertainty that any mineralization encountered on adjacent properties continues on to any of the Company's properties; the uncertainty that geological and/or geophysical and/or any trends, interpretations, or conclusions related to adjacent properties have relevance to any of the Company's properties; the uncertainty that the exploration season can be extended; changes in project parameters as plans to continue to be refined; the consequences and implications of the historical mining activities on the environment and whether such affects the potential exploration and/or development of any mining operation the Company's properties; the implications of claims from First Nations, Tribes, Tribal Councils, Tribal Governments or other indigenous entities and peoples and land claims settlements on the Company's projects; accidents, labour disputes and other risks of the mining industry, conclusions of economic evaluations; meeting various expected cost estimates; benefits of certain technology usage; future prices of metals; possible variations of mineral grade or recovery rates; geological, mining and exploration technical problems; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes and other risks of the mining industry; the speculative nature of mineral exploration and development; title to properties, such further risks as disclosed in the Company's filings with Canadian securities regulators and management's ability to anticipate and manage the foregoing risks and uncertainties. As a result of these risks and uncertainties, and the assumptions underlying the forward-looking information, actual results could materially differ from those currently projected, and there is no representation by the Company that the actual results realized in the future will be the same in whole or in part as those presented herein. Readers are referred to the additional information regarding the Company's business contained in the Company's filings with securities regulatory authorities in Canada on SEDAR+ (www.sedarplus.ca). Although the Company has attempted to identify important factors that could cause actual actions, events, or results to differ materially from those described in forward-looking statements, there may be other factors that could cause actions, events or results not to be as anticipated, estimated or intended. For more information on the Company and the risks and challenges of its business, investors should review the Company's filings that are available on SEDAR+ (www.sedarplus.ca).

The Company provides no assurance that forward-looking statements and information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements or information. Accordingly, readers should not place undue reliance on forward-looking statements or information. The Company does not undertake to update any forward-looking statements, other than as required by law.