

Caprock Announces Proposed Private Placement

Toronto, Ontario--(Newsfile Corp. - December 4, 2025) - Caprock Mining Corp. (CSE: CAPR) ("**Caprock**" or the "**Company**") is pleased to announce a proposed non-brokered financing of hard dollar units (the "**HD Units**") to raise aggregate gross proceeds of \$100,000 and flow through units ("**FT Units**") to raise aggregate gross proceeds of up to \$797,400. Each HD Unit will be issued at a price at \$0.10 and will be comprised of one common share and one-half of one common share purchase warrant (each whole warrant, a "**Warrant**"). Each Warrant will be exercisable to purchase one common share of the Company at any time on or before the date that is eighteen months following the issuance of the Warrant at a price of \$0.15. Each FT Unit will be issued at a price at \$0.12 and will be comprised of one common share and one-half of one Warrant. Each FT Unit will qualify as a "flow-through share" (within the meaning of subsection 66(15) of the *Income Tax Act* (Canada). The securities issued in connection with the financing will be subject to a four-month hold period expiring on the date that is four months and one day following the issuance of the HD Units and FT Units.

The gross proceeds from the sale of FT Units will be used by the Company to incur eligible "Canadian exploration expenses" that qualify as "flow-through mining expenditures" (as both terms are defined in the *Income Tax Act* (Canada)) (the "**Qualifying Expenditures**") related to the Destiny gold property (the "**Destiny Project**") located near Val d'Or, Québec on which the Company entered into an option agreement (see press release dated December 4, 2024). The Qualifying Expenditures will be renounced in favour of the subscribers with an effective date no later than December 31, 2025.

The net proceeds from the sale of the HD Units are expected to be used for expenditures on the Destiny Project as well as general working capital.

Certain finders are entitled to receive finder's fees of up to 7% of the proceeds from investors purchasing FT Units introduced by the finder together with finder warrants entitling the finder to acquire a number of common shares equal to 7% of the number of FT Units purchased by investors introduced to the Company by the finder. Each finder warrant will entitle the holder to acquire one common share in the capital of the Company at a price of \$0.12 for a period of eighteen (18) months following the closing date. No compensation will be paid in connection with the offering of HD Units.

It is anticipated that certain insiders will be purchasing securities under the offering. As such, the Company will be issuing securities to one or more purchasers that will be considered a "related party" (within the meaning of Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**")), making the applicable Offering a "related party transaction" (within the meaning of MI 61-101) (the "**Related Party Subscriptions**"). If such sales are completed, the Company will be exempt from obtaining a formal valuation for, and minority approval of, the Related Party Subscriptions pursuant to Section 5.5(b) and 5.7(1)(a) of MI 61-101, respectively.

The securities issued under the Offering have not been, and will not be, registered under the U.S. Securities Act or any U.S. state securities laws, and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons absent registration or any applicable exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws.

About Caprock Mining Corp.

Caprock Mining Corp. is a Canadian mineral exploration company focused on exploring precious metals in Quebec and Ontario.

The Company has an option to earn a 100% interest in the Destiny gold property that comprises 127 mineral claims and encompasses an area of 5,013 hectares located less than two hours' drive from Val

d'Or, Quebec. Destiny lies along a major deformation corridor in the Abitibi greenstone belt that includes the prolific Cadillac-Larder Lake, Destor-Porcupine and Casa Berardi fault zones which host numerous producing and development-stage gold deposits. The Project overlies a 6.0 km long segment of the poorly explored Despinassy shear zone which is a splay off the regional Chicobi Fault. Destiny hosts a significant, open pit-constrained, NI 43-101 compliant mineral resource estimate published in March 2025.

Additionally, the Company holds a 100% interest in three gold exploration properties in the historical Beardmore-Geraldton Gold Belt of Ontario - a belt that has produced over four million ounces of gold historically (Reference: [Beardmore-Geraldton Gold Camp - Tashota Resources](#)), and contains the sizeable Greenstone gold project (formerly known as the Hardrock gold project) which is being brought to production by Equinox Gold (Reference: [Greenstone Gold Mines - Mining & Processing](#)).

The scientific and technical information disclosed in this release has been reviewed and approved by Mr. Vishal Gupta, the Company's President & CEO. Mr. Gupta is a P.Geo. registered with the Professional Geoscientists of Ontario (PGO) and considered a "Qualified Person" as defined under NI 43-101.

Forward-Looking Statements

All statements in this press release about anticipated future events or results constitute forward-looking statements including, but not limited to, statements with respect to: the closing of the financing described herein including the amount to be raised and the timing of closing and the use of proceeds. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "believe", "plan", "estimate", "expect" and "intend" and statements that an event or result "may", "will", "should", "could" or "might" occur or be achieved and other similar expressions. All statements, other than statements of historical fact, included herein, are forward-looking statements. Although Caprock believes that the expectations reflected in such forward-looking statements and/or information are reasonable, undue reliance should not be placed on forward-looking statements since Caprock can give no assurance that such expectations will prove to be correct. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements, including the risks, uncertainties and other factors identified in Caprock's periodic filings with Canadian securities regulators. Forward-looking statements are subject to business and economic risks and uncertainties and other factors that could cause actual results of operations to differ materially from those contained in the forward-looking statements. Important factors that could cause actual results to differ materially from Caprock's expectations include the ability to complete the financing on the terms described, the ability to use the proceeds in the manner indicated, risks associated with the business of Caprock; risks related to reliance on technical information provided by Caprock; risks related to exploration and potential development of the Company's mineral properties; business and economic conditions in the mining industry generally; fluctuations in commodity prices and currency exchange rates; uncertainties relating to interpretation of drill results and the geology, continuity and grade of mineral deposits; the need for cooperation of government agencies and First Nation groups in the exploration and development of properties and the issuance of required permits; the need to obtain additional financing to develop properties and uncertainty as to the availability and terms of future financing; the possibility of delay in exploration or development programs and uncertainty of meeting anticipated program milestones; uncertainty as to timely availability of permits and other governmental approvals; and other risk factors as detailed from time to time and additional risks identified in Caprock's filings with Canadian securities regulators on SEDAR+ in Canada (available at www.sedarplus.ca). Forward-looking statements are based on estimates and opinions of management at the date the statements are made. Caprock does not undertake any obligation to update forward-looking statements except as required by applicable securities laws. Investors should not place undue reliance on forward-looking statements.

For More Information

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