



Not for distribution to United States newswire services or for release publication, distribution or dissemination directly, or indirectly, in whole or in part, in or into the United States.

Hawthorn Resources to Effect Name Change to Prince Silver Corp. and Amend Stampede Acquisition Share Exchange Agreement

Vancouver, British Columbia – July 7, 2025 – *Hawthorn Resources Corp.* (CSE: HWTN | OTC: HWTNF) (“**Hawthorn**” or the “**Company**”) is pleased to announce that the Company will complete its previously announced name change to **Prince Silver Corp.** (the “**Name Change**”) and 1:0.75 share consolidation (the “**Consolidation**”), with a record date of July 11, 2025.

The Name Change and Consolidation will be effective, and the Company’s common shares will commence trading on a Consolidated basis under the name Prince Silver Corp. and new symbol “PRNC” effective after the market close on July 11, 2025. The new CUSIP for the Company’s Consolidated common shares is 74174A102.

Registered shareholders will receive a letter of transmittal from Odyssey Trust Company, the Company’s transfer agent which will be mailed July 11, 2025, with information on how to replace their old share certificates with the new share certificates. Brokerage firms will handle the replacement of share certificates on behalf of their shareholders’ accounts.

Upon Consolidation the Company will have approximately 16,054,125 shares outstanding. Concurrently with the completion of the Consolidation and Name Change:

1. the Company’s previously issued subscription receipts (“**Subscription Receipts**”) will automatically convert into an aggregate of 14,807,315 post-Consolidation Shares and 3,951,938 share purchase warrants (“**Warrants**”) exercisable at \$0.40 until December 23, 2026; and
2. and the Company anticipates completing its previously announced acquisition of Stampede Metals Corporation from Stampede Metals Limited, a private Australian corporation (“**Stampede AU**”) under revised terms discussed below.

In connection with the conversion of the Subscription Receipts, the Company will pay aggregate finder fees of \$101,549.98 and issue an aggregate of 432,111 finder’s warrants (“**Finder’s Warrants**”) exercisable at \$0.40 until December 23, 2026. The Shares, Warrants

and Finder's Warrants are subject to a hold period expiring October 24, 2025, pursuant to applicable securities laws and the policies of the Canadian Securities Exchange (the "**CSE**").

*"Rebranding as Prince Silver Corp. marks a transformative step as we align our corporate identity with the Prince Silver Project, a large-scale silver asset located in one of the world's premier mining jurisdictions," stated **Ralph Shearing, P.Geo., President of the Company.** "With an impressive previously disclosed Exploration Target and silver prices reaching multi-year highs, we believe this is a great opportunity to unlock significant value for our shareholders."*

In connection with the previously executed share exchange agreement dated May 31, 2025 (the "**Share Exchange Agreement**") (see *Company press release dated February 21, 2025 and June 9th, 2025*), pursuant to which Hawthorn will acquire (the "**Acquisition**") all of the issued and outstanding shares in the capital of Stampede Metals Corporation, a private Nevada company, from Stampede Metals Limited ("**Stampede AU**"), the parties have agreed to amend the Share Exchange Agreement as follows:

- **Consideration Shares and Milestone Shares Amended to Units**

As previously disclosed, aggregate consideration for the Acquisition would consist of 15,000,000 post-Consolidation shares ("**Consideration Shares**") at a deemed price of \$0.27 per Share, and up to 8,500,000 Shares ("**Milestone Shares**") issuable upon the achievement of performance milestones within four years from the closing the Acquisition (the "**Closing**").

Under the amended terms, at Closing the Company will issue 15,000,000 units ("**Units**") where each unit will consist of one common share of the company plus 0.566666667 of a contingent value right (A "**Contingent Value Right**") for an aggregate of 8,500,000 Contingent Value Rights. Each whole Contingent Value Right shall automatically convert, for no further consideration from the holder, into one Milestone Payment Share of the company if certain milestone conditions are met based upon the publication of a published a NI 43-101 technical report for the Prince Project Area demonstrating aggregate inferred and measured and indicated resources containing a minimum of 100 million ounces of silver equivalent within four years from the date of Closing. The Company has the right, within one year from Closing, on election to accelerate conversion of the Contingent Value Rights and reduce the total number of Milestone Shares that may be issued by 20% to an aggregate of 6,800,000 million Milestone Shares. *(For full details as previously disclosed of the earn out conditions of the Milestone Payment Shares, please see the Company's Feb 21, 2025 press release.)*

In connection with the Closing of the Acquisition, the Company will issue 350,000 finder's Shares to an arm's length party at a price of \$0.27 per Share.

All of the Shares, finder's Shares and Contingent Value Rights issued under the acquisition will be subject to a hold period of four months and one day pursuant to applicable securities laws and the policies of the CSE. Upon closing of the Acquisition, and conversion of the Subscription Receipts, the Company is expected to have approximately 45,861,440 post-Consolidated Shares issued and outstanding.

- **New Control Person.**

In connection with the Closing, upon receipt of the 15,000,000 Consideration Shares, Stampede AU will hold approximately 32% of the issued and outstanding common shares of the Company and will be a new "Control Person" under applicable securities laws and the policies of the CSE.

- **Voluntary Lock-Up Period.**

Pursuant to the terms of the amended Share Exchange Agreement, the 15,000,000 Consideration Shares to be issued to Stampede AU will be subject to a voluntary lock-up and restricted from trading for a period beginning on date of Closing and ending on the date that is the latter of one year from the date of Closing and the date that Stampede AU ceases to be a Control Person of Hawthorn.

- **Voting Agreement**

On Closing Hawthorn and Stampede AU will enter into an agreement pursuant to which Stampede AU will agree to abstain exercising any voting rights in respect of any of the Consideration Shares and, if applicable any Milestone Shares it holds during the Voluntary Lock-Up Period, other than in respect of a vote in which approval is being sought for transaction involving a change of control of the Company.

About Hawthorn Resources

Hawthorn is a silver exploration company focused on advancing the Prince Silver Project in Nevada, USA. Mineralization is open in all directions and is near surface. Hawthorn also holds option interest in Broken Handle Project, an early-stage mineral exploration project located southern British Columbia, Canada.

On Behalf of the Board of Directors

Ralph Shearing, Director, President

Tel: 604-764-0965

Email: info@hawthornresources.ca

Forward-Looking Information

Certain statements in this news release are forward-looking statements, including with respect to future plans, and other matters. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Such information can generally be identified by the use of forwarding-looking wording such as “may”, “expect”, “estimate”, “anticipate”, “intend”, “believe” and “continue” or the negative thereof or similar variations. Some of the specific forward-looking information in this news release includes, but is not limited to, statements with respect to: completion of the Acquisition and related transactions, proposed drill programs, amendments to the Company’s website, property option payments and regulatory and corporate approvals. The reader is cautioned that assumptions used in the preparation of any forward-looking information may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted, as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of the Company, including but not limited to, business, economic and capital market conditions, the ability to manage operating expenses, dependence on key personnel, completion of satisfactory due diligence in respect of the Acquisition and related transactions, and compliance with property option agreements. 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, anticipated costs, and the ability to achieve goals. Factors that could cause the actual results to differ materially from those in forward-looking statements include, the continued availability of capital and financing, litigation, failure of counterparties to perform their contractual obligations, failure to obtain regulatory or corporate approvals, exploration results, loss of key employees and consultants, and general economic, market or business conditions. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement. The reader is cautioned not to place undue reliance on any forward-looking information.

The forward-looking statements contained in this news release are made as of the date of this news release. Except as required by law, the Company disclaims any intention and assumes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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 (as defined under the U.S. Securities Act) unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

The CSE has neither approved nor disapproved the contents of this press release and the CSE does not accept responsibility for the adequacy or accuracy of this release.