

NEWS RELEASE 07-25

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Finlay Minerals Announces Non-Brokered Private Placement of Flow-Through Shares and Non-Flow-Through Units

Vancouver, BC – May 26, 2025 - Finlay Minerals Ltd. (TSXV: FYL | OTCQB: FYMNF) (“Finlay” or the “Company”) is pleased to announce that it intends to complete a non-brokered private placement (the “**Private Placement**”) consisting of the issuance of any combination of: (i) common shares of the Company to be issued on a flow-through basis under the *Income Tax Act* (Canada) (each, a “**FT Share**”) at a price of \$0.11 per FT Share, and (ii) non-flow-through units of the Company (each, a “**NFT Unit**”) at a price of \$0.10 per NFT Unit, for aggregate gross proceeds to the Company of up to \$1,000,000. The Private Placement is subject to a minimum offering amount of \$500,000, to be raised through any combination of FT Shares and NFT Units.

Each NFT Unit will be comprised of one non-flow-through common share of the Company (each, a “**NFT Share**”) and one non-flow-through common share purchase warrant (a “**Warrant**”). Each Warrant will be exercisable by the holder thereof to acquire one NFT Share at an exercise price of \$0.20 per NFT Share for a period of two years from the date of issuance of the Warrant (the “**Warrant Expiry Date**”), subject to acceleration. The Warrant Expiry Date may, at the Company’s sole discretion, be accelerated if at any time following the Closing Date (as defined herein), the common shares of the Company trade at a daily volume-weighted average trading price above \$0.30 per common share for a period of 30 consecutive trading days on the TSX Venture Exchange (the “**TSXV**”) or on such other stock exchange where the majority of the trading occurs (the “**Trading Target**”) and the Company provides notice to the Warrant holders by way of press release announcing that such Trading Target has been achieved, provided that the accelerated expiry date of the Warrants falls on the earlier of (unless exercised by the holder prior to such date) (the “**Accelerated Expiry Date**”): (i) the 30th day after the Company provides notice to the Warrant holders of its intention to accelerate the Warrant Expiry Date; and (ii) the Warrant Expiry Date. The failure of the Company to give notice in respect of a Trading Target will not preclude the Company from giving notice of any subsequent Trading Target. All Warrants that remain unexercised following the Accelerated Expiry Date shall immediately expire and all rights of holders of such Warrants shall be terminated without any compensation to such holders.

The Company intends to use the gross proceeds of the Private Placement for exploration of the Company’s SAY, JJB and Silver Hope properties, and for general working capital purposes. The Company will use the gross proceeds from the issuance of FT Shares to incur “Canadian exploration expenses” and qualify as “flow-through mining expenditures”, as such terms are defined in the *Income Tax Act* (Canada).

Subject to compliance with applicable regulatory requirements, the Private Placement is being conducted pursuant to the listed issuer financing exemption under Part 5A of National Instrument 45-106 – *Prospectus Exemptions* and in reliance on the Coordinated Blanket Order 45-935 – *Exemptions from Certain Conditions of the Listed Issuer Financing Exemption*. The securities issued to purchasers in the Private Placement will not be subject to a hold period under applicable Canadian securities laws. There is an offering document related to the Private Placement that can be accessed under the Company’s profile at www.sedarplus.ca and on the Company’s website at www.finlayminerals.com. Prospective investors should read this offering document before making an investment decision.

The closing of the Private Placement is expected to occur on or about June 9, 2025 (the “**Closing Date**”). The closing of the Private Placement is subject to certain closing conditions, including the approval of the TSXV. The Company may pay finder’s fees in cash and securities to certain arm’s length finders engaged in connection with the Private Placement, subject to the approval of the TSXV.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in the United States or in any other jurisdiction in which such offer, solicitation or sale would be unlawful.

The securities have not been registered under the *United States Securities Act of 1933*, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements thereunder.

About Finlay Minerals Ltd.

Finlay is a TSXV company focused on exploration for base and precious metal deposits through the advancement of its ATTY, PIL, JJB, SAY and Silver Hope Properties; these properties host copper-gold porphyry and gold-silver epithermal targets within different porphyry districts of northern and central BC. Each property is located in areas of recent development and porphyry discoveries with the advantage of hosting the potential for new discoveries.

Finlay trades under the symbol "FYL" on the TSXV and under the symbol "FYMNF" on the OTCQB. For further information and details, please visit the Company's website at www.finlayminerals.com

On behalf of the Board of Directors,

Robert F. Brown,
Executive Chairman of the Board & Director

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Neither the TSXV nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this release.

Forward-Looking Information: *This news release includes certain "forward-looking information" and "forward-looking statements" (collectively, "forward-looking statements") within the meaning of applicable Canadian securities legislation. All statements in this news release that address events or developments that we expect to occur in the future are forward-looking statements. Forward-looking statements are statements that are not historical facts and are generally, although not always, identified by words such as "expect", "plan", "anticipate", "project", "target", "potential", "schedule", "forecast", "budget", "estimate", "intend" or "believe" and similar expressions or their negative connotations, or that events or conditions "will", "would", "may", "could", "should" or "might" occur. All such forward-looking statements are based on the opinions and estimates of management as of the date such statements are made. Forward-looking statements in this news release include statements regarding, among others, the terms and completion of the Private Placement, raising the minimum and maximum amounts of the Private Placement, the payment of finder's fees and issuance of finder's securities, the anticipated closing date and the planned use of proceeds for the Private Placement. Although Finlay believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include the ability to obtain regulatory approval for the Private Placement, the state of equity markets in Canada and other jurisdictions, market prices, exploration successes, and continued availability of capital and financing and general economic, market or business conditions. These forward-looking statements are based on a number of assumptions including, among other things, assumptions regarding general business and economic conditions, the timing and receipt of regulatory and governmental approvals, the ability of Finlay and other parties to satisfy stock exchange and other regulatory requirements in a timely manner, the availability of financing for Finlay's proposed transactions and programs on reasonable terms, and the ability of third-party service providers to deliver services in a timely manner. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements, and accordingly undue reliance should not be put on such statements due to the inherent uncertainty therein. Finlay does not assume any obligation to update or revise its forward-looking statements, whether as a result of new information, future or otherwise, except as required by applicable law.*