

O3 Mining Announces Closing of C\$18.5 Million Non-Brokered Private Placement of Common and Flow-Through Shares

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TSXV:OIII | OTCQX:OIIIIF – O3 Mining

Toronto, December 12, 2023 – O3 Mining Inc. (TSX.V: OIII; OTCQX: OIIIIF) ("O3 Mining" or the "Corporation") is pleased to announce the closing of its previously-announced non-brokered private placement (the "Offering") of 11,394,487 common shares of the Corporation (each, a "Common Share") for aggregate gross proceeds of C\$18,559,639. The Offering was comprised of four tranches, as follows:

- **Common Shares:** 3,726,678 Common Shares (the "Hard Dollar Shares") at a price of C\$1.44 per Hard Dollar Share for gross proceeds of C\$5,366,416;
- **Tranche 1 Flow-Through Shares:** 5,787,254 Common Shares that qualify as "flow-through shares" (within the meaning of subsection 66(15) of the *Income Tax Act* (Canada)) (the "Tranche 1 FT Shares") at a price of C\$1.63 per Tranche 1 FT Share for gross proceeds of C\$9,433,224;
- **Tranche 2 Flow-Through Shares:** 1,255,555 Common Shares that qualify as "flow-through shares" (within the meaning of subsection 66(15) of the *Income Tax Act* (Canada) and section 359.1 of the *Taxation Act* (Québec)) (the "Tranche 2 FT Shares") at a price of C\$1.80 per Tranche 2 FT Share for gross proceeds of C\$2,259,999; and
- **Tranche 3 Flow-Through Shares:** 625,000 Common Shares that qualify as "flow-through shares" (within the meaning of subsection 66(15) of the *Income Tax Act* (Canada) and section 359.1 of the *Taxation Act* (Québec)) (the "Tranche 3 FT Shares") at a price of C\$2.40 per Tranche 3 FT Share for gross proceeds of C\$1,500,000.

The Tranche 1 FT Shares, Tranche 2 FT Shares and Tranche 3 FT Shares are, collectively, referred to herein as "Flow-Through Shares".

In consideration for providing certain finder's services to the Corporation in connection with the Offering, the Corporation paid cash finder's fees of an aggregate C\$196,862 to certain arm's-length finders, representing up to 5% of the gross proceeds received by the Corporation from subscribers that were introduced to the Corporation by such finders.

The gross proceeds from the sale of the Flow-Through Shares will be used by the Corporation 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 Corporation's projects in Québec. The Qualifying Expenditures will be renounced in favour of the subscribers of the Flow-Through Shares with an effective date no later than December 31, 2023 and in the aggregate amount of not less than the total amount of the gross proceeds raised from the issuance of the Flow-Through Shares. The net proceeds from the sale of the Hard Dollar Shares are expected to be used by the Corporation for working capital and general corporate purposes.

All securities issued under the Offering are subject to a hold period expiring four months and one day from the date hereof. The Offering remains subject to certain conditions including, but not limited to, the receipt of the final approval of the TSX Venture Exchange.

*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. 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 or for the account or benefit of a U.S. person (as defined in Regulation S 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.*

About O3 Mining Inc.

O3 Mining Inc. is a gold explorer and mine developer on the road to produce from its highly prospective gold camps in Québec, Canada. O3 Mining benefits from the support and expertise of a team of industry leaders as it grows towards becoming a gold producer with several multi-million-ounce deposits in Québec.

O3 Mining is well-capitalized and owns a 100% interest in all its properties (66,000 hectares) in Québec. O3 Mining trades on the TSX Venture Exchange (TSXV: OIII) and OTC Markets (OTCQX: OIIIF). The Corporation is focused on delivering superior returns to its shareholders and long-term benefits to its stakeholders. Further information can be found on our website at <https://o3mining.com>.

Cautionary Note Regarding Forward-Looking Information

This news release contains "forward-looking information" within the meaning of the applicable Canadian securities legislation that is based on expectations, estimates, projections, and interpretations as at the date of this news release. Any statement that involves discussions with respect to predictions, expectations, interpretations, beliefs, plans, projections, objectives, assumptions, future events or performance including the use of proceeds of the Offering, the receipt of final approval of the TSX Venture Exchange (if at all), the tax treatment of the Flow-Through Shares, and the timing of incurring the Qualifying Expenditures and the renunciation of the Qualifying Expenditures (often but not always using phrases such as "expects", or "does not expect", "is expected", "interpreted", "management's view", "anticipates" or "does not anticipate", "plans", "budget", "scheduled", "forecasts", "estimates", "believes" or "intends" or variations of such words and phrases

or stating that certain actions, events or results "may" or "could", "would", "might" or "will" be taken to occur or be achieved) are not statements of historical fact and may be forward-looking information and are intended to identify forward-looking information. This forward-looking information is based on reasonable assumptions and estimates of management of the Corporation, at the time it was made, involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the companies to be materially different from any future results, performance or achievements expressed or implied by such forward-looking information. Although the forward-looking information contained in this news release is based upon what management believes, or believed at the time, to be reasonable assumptions, the parties cannot assure shareholders and prospective purchasers of securities that actual results will be consistent with such forward-looking information, as there may be other factors that cause results not to be as anticipated, estimated or intended, and neither the Corporation nor any other person assumes responsibility for the accuracy and completeness of any such forward-looking information. The Corporation does not undertake, and assumes no obligation, to update or revise any such forward-looking statements or forward-looking information contained herein to reflect new events or circumstances, except as may be required by law.

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 news release. No stock exchange, securities commission or other regulatory authority has approved or disapproved the information contained herein.

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