



TSX V: ADZ; OTC: DDNFF
News Release: 24-12

ADAMERA ANNOUNCED SEPTEMBER 2024 FINANCING FULLY SUBSCRIBED

Vancouver, British Columbia, September 26, 2024 - Adamera Minerals Corp. (TSX-V: ADZ; OTC: DDNFF) reports that the non-brokered private placement announced on September 6, 2024 is fully subscribed with a total of 3,391,024 units at a price of \$0.15 per unit for gross proceeds of \$508,653.60. Each unit will consist of one common share of the Company and one share purchase warrant. Each warrant will entitle the holder to purchase an additional common share at a price of \$0.20 for a period of 5 years from the date of closing of the private placement. If the shares of the Company trade at price of \$0.30 or above for 10 or more consecutive days during the five-year period, warrant holders will have 30 days to exercise the warrant.

A total of 491,667 units are subscribed by officers and directors of the Company and constitutes “related party transactions” within the meaning of TSX Venture Exchange Policy 5.9 and Multilateral Instrument 61-101 -Protection of Minority Security Holders in Special Transactions (“MI 61-101”) adopted in the Policy. The Company has relied on exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101 in respect of related party participation in the placement as neither the fair market value (as determined under MI 61-101) of the subject matter of, nor the fair market value of the consideration for, the transaction, insofar as it involved the related parties, exceeded 25% of the Company's market capitalization (as determined under MI 61-101).

A cash finder’s fee of \$1,125 will be paid for this financing.

The Company intends to use the net proceeds of the private placement for exploration work on its gold properties and for general working capital. The units associated with this private placement are subject to a statutory hold period of four months and a day from the closing date of the private placement. The private placement is subject to regulatory approval.

With regards to the non-brokered private placement that was closed in December 2023 for \$128,500, there were no additional tranches. In the December 2023’s non-brokered private placement, an officer and director of the Company purchased or acquired direction and control over a total of 400,000 Units (pre-ten-for-one share consolidation). The placement to this person constitutes a “related party transaction” where the Company relies on exemptions under MI 61-101 as noted above.

About Adamera

Adamera Minerals Corp. is exploring for a high-grade gold deposit near Republic Washington. This area has reportedly produced 8 million ounces of gold averaging 14.5 g/t. Adamera is the dominant regional explorer in the area.

On behalf of the Board of Directors,
Mark Kolebaba
President & CEO

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The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of this release. Statements in this press release, other than purely historical information, including statements relating to the Company's future plans and objectives or expected results, may include forward-looking statements. Forward-looking statements are based on numerous assumptions and are subject to all of the risks and uncertainties inherent in resource exploration and development. As a result, actual results may vary materially from those described in the forward-looking statements.