

Bonanza Mining Corporation

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Bonanza Mining Corporation Updates Information Regarding Private Placement

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Newswire services**

November 26, 2024 – Vancouver, British Columbia: Bonanza Mining Corporation (“Bonanza”) (TSX-V: BNZ) provides the following disclosure regarding the private placement announced on November 8, 2024, so as to comply with the requirements of TSX Venture Exchange Policies:

1. The proceeds from the private placement will be used for general working capital purposes, including payments to certain non-arm's length parties for prior and ongoing professional and general administrative services;
2. There are no proposed payments to Persons conducting Investor Relations Activities; and
3. All securities issued will be subject to the Exchange Hold Period and will be legended accordingly.

Finders' fees or brokers' commissions may be paid in accordance with TSX Venture Exchange policy. All securities issued as part of the Offering will be subject to a hold period in Canada of four months and one day from the closing. The Offering and the payment of any finders' fees or brokers' commissions are subject to TSX Venture Exchange acceptance.

Bonanza anticipates that insiders may subscribe for a portion of the Offering. The participation of insiders in the private placement would constitute a related party transaction, within the meaning of TSX-V Policy 5.9 and Multilateral Instrument 61-101 – “*Protection of Minority Security Holders in Special Transactions*” (“MI 61-101”). Bonanza intends to rely on exemptions from the formal valuation and minority shareholder approval requirements provided under sections 5.5(a) and 5.7(a) of MI 61-101 on the basis that the fair market value (as determined under MI 61-101) of insider participation in the Offering would not exceed 25% of Bonanza's market capitalization.

For further information, please contact:

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Cautionary Statements

The securities referred to in this news release have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons absent U.S. registration or an applicable exemption from the U.S. registration requirements. This news release does not constitute an offer for the sale of securities, nor a solicitation for offers to buy any securities. Any public offering of securities in the United States must be made by means of a prospectus containing detailed information about the company and management, as well as financial statements.

This news release contains "forward-looking information" within the meaning of applicable securities laws. Readers are cautioned to not place undue reliance on forward-looking information. Actual results and developments may differ materially from those contemplated by these statements. The statements in this news release are made as of the date of this news release. The Company undertakes no obligation to update forward-looking information, except as required by securities laws.

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.