



Ridgeline Minerals Announces Non-Brokered Private Placement

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All dollars are Canadian unless otherwise noted*

Vancouver, Canada, April 17, 2024 – Ridgeline Minerals Corp. (“**Ridgeline**” or the “**Company**”) (TSX-V: RDG | OTCQB: RDGMF | FRA: OGC0) is pleased to announce a non-brokered private placement (the “**Private Placement**”) to raise gross proceeds of up to \$1,200,000 through the sale of up to 10,000,000 units (“**the Units**”) at the price of \$0.12 per Unit. Each Unit consists of one common share (a “**Share**”) of the Company and one-half of one non-transferable share purchase warrant (each a whole warrant a “**Warrant**”). Each Warrant entitles the holder to purchase one additional Share of the Company at a price of \$0.18 per share for a period of 24 months from the date of issue.

The proceeds from the sale of the Private Placement will be used to fund exploration activities at the Company’s Nevada projects and for general working capital.

Certain directors and officers of the Company may acquire securities under the Private Placement. Any such participation would be considered to be a “related party transaction” as defined under Multilateral Instrument 61-101 (“**MI 61-101**”). The transaction will be exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as neither the fair market value of any shares issued to or the consideration paid by such persons will exceed 25% of the Company’s market capitalization.

The Company may pay a finder’s fee in connection with the private placement and this financing is subject to the approval of the TSX Venture Exchange. All securities to be issued in the Private Placement will be subject to a four month plus one day hold period from the closing date under applicable securities laws in Canada and amongst other things, receipt by Ridgeline of all necessary regulatory approvals, including Exchange approval. The Company anticipates closing of the private placement as soon as practicable subject to receipt of all necessary regulatory approvals.

This news release does not constitute an offer to sell or solicitation of an offer to sell 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 unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

About Ridgeline Minerals Corp.

Ridgeline Minerals is a discovery focused precious and base metal explorer with a proven management team and a 192km² exploration portfolio across five projects in Nevada, USA. The Company boasts two earn-in exploration agreements with Nevada Gold Mines at its Swift and Black Ridge projects, which are being aggressively explored by Nevada Gold Mines in 2024. More information about Ridgeline can be found at www.ridgelineminerals.com.

On behalf of the Board

“Chad Peters”

President & CEO

Further Information:

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Neither the TSX Venture Exchange nor its Regulation Service Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this press release.

Cautionary Note regarding Forward Looking Statements

Statements contained in this press release that are not historical facts are “forward-looking information” or “forward-looking statements” (collectively, “Forward-Looking Information”) within the meaning of applicable Canadian securities legislation and the United States Private Securities Litigation Reform Act of 1995. Forward-Looking Information includes, but is not limited to, the potential benefits of the Transaction and the anticipated timing for completion of the Transaction and filing of the material change report in respect thereof. The words “potential”, “anticipate”, “meaningful”, “discovery”, “forecast”, “believe”, “estimate”, “expect”, “may”, “will”, “project”, “plan”, “historical”, “historic” and similar expressions are intended to be among the statements that identify Forward-Looking Information. Forward-Looking Information involves known and unknown risks, uncertainties and other factors which may cause the actual results to be materially different from any future results expressed or implied by the Forward-Looking Information. In preparing the Forward-Looking Information in this news release, Ridgeline has applied several material assumptions, including, but not limited to, assumptions that TSX Venture Exchange approval will be granted in a timely manner subject only to standard conditions; that all conditions precedent to completion of the Private Placement will be satisfied in a timely manner; the current objectives concerning the Company’s projects can be achieved and that its other corporate activities will proceed as expected; that general business and economic conditions will not change in a materially adverse manner; and that all requisite information will be available in a timely manner. Forward-Looking Information involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance, or achievements of Ridgeline to be materially different from any future results, performance or achievements expressed or implied by the Forward-Looking Information. Such risks and other factors include, among others, risks related to dependence on key personnel; risks related to unforeseen delays; risks related to historical data that has not been verified by the Company; as well as those factors discussed in Ridgeline’s public disclosure record. Although Ridgeline has attempted to identify important factors that could affect Ridgeline and may cause actual actions, events, or results to differ materially from those described in Forward-Looking Information, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that Forward-Looking Information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on Forward-Looking Information. Except as required by law, Ridgeline does not assume any obligation to release publicly any revisions to Forward-Looking Information contained in this news release to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.