

Colibri Announces \$1.625M Non-Brokered Private Placements of Equity Units and Convertible Debenture Units to Advance Mexican Gold Projects

Dieppe, New Brunswick--(Newsfile Corp. - October 6, 2025) - Colibri Resource Corporation (TSXV: CBI) ("Colibri" or the "Company") is pleased to announce that it intends to conduct two non-brokered private placements as follows:

1. An equity offering (the "Equity Offering") of up to 8,666,666 units (the "Units") at a price of \$0.15 for gross proceeds of up to \$1,300,000. Each Unit will consist of one (1) common share and one (1) common share purchase warrant (the **Warrants**). Each Warrant will entitle the holder to acquire one common share (a "Common Share") of the Company at a price of C\$0.25 per Common Share for a period of 24 months. It is anticipated at this time that, of the gross proceeds, approximately \$300,000 will be from former debenture holders of the Company whose instruments came due during August 2025 and will not represent new money to the Company. See the Company's news release of August 6, 2025.
2. The Company is also intending to conduct a non-brokered private placement of up to 250 convertible debenture units (the "Debenture Units") for gross proceeds of up to US\$250,000 (the "Debenture Offering"). Each Debenture Unit consists of one (1) US\$1,000 principal amount 10% unsecured convertible debenture (the "Debenture") and 5,300 Warrants. Each Debenture will bear interest at 10% per annum, calculated in US dollars, from the date of issuance, payable in arrears quarterly and upon maturity or redemption. The Debentures will mature on the date that is two (2) years from the date of issuance (the "Maturity Date"). The Debentures are convertible into Common Shares, at the holder's option, at a price C\$0.25 per Common Share (the "Conversion Price") at any time prior to the Maturity Date. For purposes of the Conversion Price, the Debentures carry a fixed foreign exchange rate of C\$1.30 for each US\$1 of principal. All interest accrued on the Debentures will be payable in cash only and there can be no conversion of the Debenture interest into Common Shares of the Company. Each Warrant will entitle the holder to acquire one Common Share at a price of C\$0.25 per Common Share for a period of 24 months following the closing of the offering.

A significant portion of the offerings are expected to be acquired by former debenture holders whose loans matured in August 2025 (see the Company's news release dated August 6, 2025). This will significantly strengthen the Company's capital structure by converting outstanding obligations into equity-linked securities although this will not represent new money to the Company.

Closing of the foregoing offerings is subject to the acceptance of the TSX Venture Exchange (the "Exchange"). Common Shares issuable will be subject to a statutory hold period expiring on the date that is four months and one day after Closing. The Company anticipates that it may pay certain finder's fees as per the guidelines of the Exchange.

The Offering will be conducted by the Company primarily under the "accredited investor" exemption of National Instrument 45-106 -- *Prospectus and Registration Exemptions* but may use other exemptions if appropriate.

Certain insiders of the Company may acquire Units in the Offering. Any participation by insiders in the Private Placement will constitute a "related party transaction" as defined under Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions ("MI 61-101")*. The Company expects such participation will be exempt from the formal valuation and minority shareholder approval

requirements of MI 61-101 as the fair market value of the Units subscribed for by the insiders, nor the consideration for the Units paid by such insiders, is expected to exceed 25% of the Company's market capitalization.

Net proceeds will fund exploration at Colibri's flagship Mexican gold projects, including Pilar and EP, and for general working capital.

"This financing provides us with the resources to advance key exploration initiatives at Pilar and EP while also strengthening our balance sheet. We view this as a significant step forward that enables us to deliver on important near-term objectives and continue positioning Colibri for growth," said Ian McGavney, President & CEO of Colibri.

For further details of the Offering, please contact Ian McGavney, President & CEO of the Company at (506) 383-4274 or ianmcgavney@colibriresource.com.

The securities of the Company have not been, and will not be, registered under the *U.S. Securities Act of 1933*, as amended (the "U.S. Securities Act") or any U.S. state securities laws and may not be offered or sold in the United States absent registration or an available exemption from the registration requirement of the U.S. Securities Act and applicable U.S. state securities laws. 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 these securities, in any jurisdiction in which such offer, solicitation or sale would be unlawful.

ABOUT COLIBRI RESOURCE CORPORATION:

Colibri is a Canadian-based mineral exploration company listed on the TSX-V (CBI) and is focused on acquiring, exploring, and developing prospective gold & silver properties in Mexico. The Company holds four high potential precious metal projects: 1) 100% of EP Gold Project in the significant Caborca Gold Belt which has delivered highly encouraging exploration results and is surround by Mexico's second largest major producer of gold on four sides, 2) 49% Ownership of the Pilar Gold & Silver Project which is believed to hold the potential to be a near term producing mine, and 3) two highly prospective interests in the Sierra Madre (Diamante Gold & Silver Project and Jackie Gold & Silver Project.

For more information about all Company projects please visit: www.colibriresource.com.

Contact:

Ian McGavney, President, CEO and Director

Tel: (506) 383-4274

ianmcgavney@colibriresource.com

Forward-Looking Statements

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. This news release includes certain "forward-looking statements". These statements are based on information currently available to the Company and the Company provides no assurance that actual results will meet management's expectations. Forward-looking statements include estimates and statements that describe the Company's future plans, objectives or goals, including words to the effect that the Company or management expects a stated condition or result to occur. Forward-looking statements may be identified by such terms as "believes", "anticipates", "expects", "estimates", "may", "could", "would", "will", or "plan". Since forward-looking statements are based on assumptions and address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results relating to, among other things, results of exploration, project development, reclamation and capital costs of the Company's mineral properties, and the

Company's financial condition and prospects, could differ materially from those currently anticipated in such statements for many reasons such as: changes in general economic conditions and conditions in the financial markets; changes in demand and prices for minerals; litigation, legislative, environmental and other judicial, regulatory, political and competitive developments; technological and operational difficulties encountered in connection with the activities of the Company; and other matters discussed in this news release. This list is not exhaustive of the factors that may affect any of the Company's forward-looking statements. These and other factors should be considered carefully, and readers should not place undue reliance on the Company's forward-looking statements. The Company does not undertake to update any forward-looking statement that may be made from time to time by the Company or on its behalf, except in accordance with applicable securities laws.



To view the source version of this press release, please visit <https://www.newsfilecorp.com/release/269246>