



RATHDOWNEY: ANNOUNCES PRIVATE PLACEMENT FINANCING

June 19, 2026 Vancouver – Rathdowney Resources Ltd. (TSXV: RTH) ("Rathdowney" or the "Company") is pleased to announce that it has arranged a non-brokered private placement (the "Private Placement") of 24,000,000 common shares of the Company ("Common Shares") at a price of C\$0.025 per Common Share for gross proceeds of up to \$600,000.

The Common Shares issued are subject to applicable resale restrictions, including a hold period of four months and one day from the closing of the Private Placement under Canadian securities rules. The Private Placement is subject to customary closing conditions including TSX Venture Exchange approval.

Certain directors, officers and insiders of the Company may participate in the Offering. Such participation will constitute a "related party transaction" within the meaning of Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Company expects to rely on the exemptions from the formal valuation and minority shareholder approval requirements contained in Sections 5.5(a) and 5.7(1)(a) of MI 61-101, as neither the fair market value of the securities issued to insiders nor the consideration paid by insiders is expected to exceed 25% of the Company's market capitalization.

Proceeds of the Private Placement will be used to fund expenditure related to the Company's Project Olza in Poland and for working capital and general corporate purposes.

Rathdowney is focused on advancing the Olza zinc-lead-silver project ("Project Olza") in Poland. The Company recently received confirmation of a three-year renewal to its 71.43 square km concession for the project.

Project Olza is located in the Upper Silesian Mining District of southwestern Poland, a region with well-developed mining infrastructure (existing power, adjacent railway, major mining suppliers and a trained mining work force). Easily accessible by major roads, Project Olza is a one-hour drive from Krakow, a major city with full services, including a major regional hospital and an international airport. A railway line runs through the project-area, linking it to the local ZGHB smelter and other such facilities in Europe through ports on the Baltic Sea.

For further information on Rathdowney and Project Olza, please visit www.rathdowneyresources.com or contact investor services at 604-684-6365 or toll free in Canada at 1-800-667-2114.

On behalf of the Board of Directors

Andrew Ing
Chief Financial Officer

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 release.

This release includes certain statements that may be deemed "forward-looking statements". All statements in this release, other than statements of historical facts, that address exploration drilling, exploitation activities and events or developments that the Company expects, including the completion of the Private Placement, are forward looking statements. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. Assumptions used by the Company to develop forward-looking statements include the following: the Project Olza will obtain all required environmental and other permits and all land use and other licenses, studies and development of the Project Olza will continue to be positive, and no geological or technical problems will occur. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices, potential environmental issues or liabilities associated with exploration, development and mining activities, exploitation and exploration successes, continuity of mineralization, uncertainties related to the ability to obtain necessary permits, licenses and title and delays due to third party opposition, changes in government policies regarding mining and natural resource



exploration and exploitation, continued availability of capital and financing, including the completion of the Private Placement, and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. For more information on the Company, investors should review the Company's continuous disclosure filings that are available at www.sedarplus.ca.

