South Pacific Metals Announces Closing of Upsized C$6.3 Million Financing and Welcomes Jonathan Rubenstein to its Board of Directors

- Company Retains Agentis Capital Mining Partners for Advisory Services -

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Vancouver, British Columbia – February 4, 2025 – South Pacific Metals Corp. (TSX-V: SPMC; FSE: 6J00) ("**SPMC**" or the "**Company**") is pleased to announce that is has closed its previously announced non-brokered private placement offering (the "**Offering**") (see news release dated January 20, 2025) issuing 13,125,000 units of the Company (the "**Units**") at a price of C$0.48 per Unit for total gross proceeds of C$6,300,000. In addition, SPMC announces the appointment of Jonathan Rubenstein, LLB, to the board of directors of the Company (the "**Board**").

With a distinguished career spanning both law and the mining industry, Mr. Rubenstein brings an exceptional breadth of expertise in governance, strategy, and commercial transactions to the Company. A lawyer in private practice for 18 years, Mr. Rubenstein transitioned to the mining sector where he has served as a director and senior officer, as well as a member of key board committees, for numerous junior and senior mining companies. His career highlights include strategic leadership in acquisitions, financing, exploration, permitting, and development for several world-class mining projects.

Mr. Rubenstein has been a principal negotiator in high-stakes mergers and acquisitions, including the sales of Sutton Resources, Canico Resource Corp., Cumberland Resources, Aurelian Resources, and Dalradian Resources to major mining companies and private equity funds. His governance roles have included long-standing directorships at Eldorado Gold, Detour Gold, and MAG Silver, where he also served as Chairman.

"Our portfolio of projects across Papua New Guinea, one of the world's premier gold/copper discovery regions, along with our recent upsized financing, positions us well for growth. We are pleased to have closed this financing and to have the support of Jonathan, Alex Davidson, who joined the Board in December 2024, and a select group of professional investors, most of whom come from the mining industry, as we advance multiple drill targets. Jonathan's appointment significantly strengthens our Board, bringing a fresh perspective informed by years of diverse experience, and reinforcing our commitment to strong, independent leadership. With a well-capitalized position and a strengthened Board and team of advisors, we are poised to accelerate our exploration efforts across Papua New Guinea," said Michael Murphy, Executive Chair of the Company.

Commenting on his appointment, Mr. Rubenstein stated, "I am excited to join South Pacific Metals' Board and contribute to its growth strategy. The Company's portfolio of high-potential projects positions it uniquely in one of the world's most prolific gold and copper production regions, and I look forward to working with the team to unlock significant value."

Concurrent with Mr. Rubenstein's appointment as Director, Dain Currie has stepped down from the Board and has been appointed a strategic advisor to SPMC. The Board's extends its gratitude to Mr. Currie for his service since the Company's inception.

The Company also announces that it has retained Agentis Capital Mining Partners ("**Agentis**") under a financial and capital markets advisory agreement. Agentis is a leading independent advisory and research firm with specialty expertise in exploration and mining.

Offering Details

The Company has issued 13,125,000 Units at a price of C$0.48 per Unit for total gross proceeds of C$6,300,000. Each Unit consisted of one (1) common share of the Company ("**Share**") and one-half (1/2) of one (1) Share purchase warrant, whereby each whole Share purchase warrant ("**Warrant**") is exercisable at $0.90 into an additional Share until February 3, 2027, being the date that is 24 months from the date of issuance. The Warrants contain an expiry acceleration provision such that if the volume weighted average trading price of the Shares on the TSX Venture Exchange ("**TSX-V**") is equal to or greater than C$1.20 for a period of 10 consecutive days, the Company has the right to accelerate the expiry date of the Warrants by providing notice that the Warrants will expire on the date that is not less than 10 days from the date such notice is provided by the Company to the Warrant holders.

In connection with the Offering, the Company paid aggregate finder's fees in the amount of $24,906.87 to eligible finders. The net proceeds of the Offering will be used to carry out exploration work on the Company's properties in Papua New Guinea and for general administrative and working capital purposes.

All securities issued in connection with the Offering are subject to hold period expiring June 4, 2025, being the date that is four months and one day from the date of issuance in accordance with applicable securities legislation. The Offering remains subject to the final acceptance of the TSX-V.

Certain insiders of the Company participated in the Offering purchasing an aggregate of 520,900 Units. The participation by insiders in the Offering constitutes a "related party transaction" as defined under Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). The Company relied on the exemptions from the 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, as neither the fair market value of the securities purchased by insiders, nor the consideration for the securities paid by such insiders, exceeded 25% of SPMC's market capitalization. The Company did not file a material change report in respect of the related party transaction at least 21 days before the closing of the Offering, which the Company deems reasonable in the circumstances in order to complete the Offering in an expeditious manner. The Offering was unanimously approved by the Board.

The securities described herein 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 except in compliance with the registration requirements of the U.S. Securities Act and applicable state securities laws or pursuant to available exemptions therefrom. This release does not constitute an offer to sell or a solicitation of an offer to buy any securities in the United States.

Share Purchase Options

SPMC also reports it has granted stock options to certain directors, officers, employees and/or consultants of the Company to acquire an aggregate of 400,000 common shares in the capital of the Company, pursuant to the Plan (as herein defined) as incentives and in recognition of their respective contributions to the development of the Company.

The stock options are each convertible into a common share at an exercise price of $0.49 until February 3, 2030. With respect to vesting provisions, a total of 150,000 stock options as granted to a director of the Company vest 50% on February 3, 2024 (the "**Grant Date**") and 50% vest on the one-year anniversary of the Grant Date. The balance of the stock options vest 25% on the date that is three months from the Grant Date, a further 25% on the date that is six months from the Grant Date, and the final 50% on the one-year anniversary of the Grant Date.

Security-Based Compensation Plan

Further to the meeting of the shareholders of the Company (the "**Shareholders**") held November 27, 2024 (the "**Meeting**"), SPMC confirms that, subject to the final acceptance of the TSX-V, it will implement the new omnibus incentive plan as previously adopted by the Board, and as presented to and approved by Shareholders at the Meeting (the "**Plan**"). The Plan is a 10% rolling plan, whereby the maximum aggregate number of common shares of the Company ("**Shares**") issuable pursuant to all security-based compensation must not exceed 10% of the issued and outstanding Shares at any point in time.

Upon receipt of final acceptance of the Plan by the TSX-V, stock options granted by the Company under its prior stock option plan will automatically convert to the terms and conditions of the Plan and all future grants of equity-based awards will be made pursuant to, or as otherwise permitted by, the Plan. Including today's grant of stock options, there are presently 3,198,500 Shares, representing 6.2% of the Shares issued and outstanding, reserved for issuance in connection with issued and outstanding stock options, as follows:

Stock Options (#)	Exercise Price ($)	Expiry Date
153,500	2.10	December 23, 2025
10,000	1.90	January 31, 2026
10,000	1.90	January 31, 2027
1,550,000	0.42	April 15, 2029
600,000	0.51	June 4, 2029
150,000	0.60	September 5, 2029
75,000	0.58	November 5, 2029
250,000	0.51	December 10, 2029
400,000	0.49	February 3, 2025
3,198,500	**TOTAL**	

In addition to stock options, the Plan provides flexibility to the Company to grant equity-based incentive awards in the form of deferred share units, performance share units and restricted share units.

About South Pacific Metals Corp.

South Pacific Metals Corp is an emerging gold-copper exploration company operating in the heart of Papua New Guinea's proven gold and copper production corridors. With an expansive 3,100 km² land package and four transformative gold-copper projects contiguous with major producers K92 Mining, PanAust and neighbouring Barrick/Zijin, new leadership and experienced in-country teams are prioritizing thoughtful and rigorous technical programs focused on boots-on-the-ground exploration to prioritize discovery across its portfolio projects: Anga, Osena, Kili Teke and May River.

Immediately flanking K92's active drilling and gold producing operations to the northeast and southwest, SPMC's Anga and Osena Projects are located within the high-grade Kainantu Gold District – each having the potential to host similar-style lode-gold and porphyry copper-gold mineralization as that present within K92's tenements. Kili Teke is an advanced exploration project situated only 40 km from the world-class Porgera Gold Mine and hosts an existing Inferred Mineral Resource with multiple opportunities for expansion and further discovery. The May River Project is located adjacent to the world-renowned Frieda River copper-gold project, with historical drilling indicating potential for a significant, untapped-gold mineralized system. SPMC common shares are listed on the TSX Venture Exchange (TSX-V: SPMC), the OTCQB Marketplace, and Frankfurt Stock Exchange (FSE: 6J00).

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Disclaimer and Forward-Looking Information

This news release contains certain "forward-looking information" and "forward-looking statements" (collectively, "forward-looking statements") within the meaning of applicable securities legislation. All statements, other than statements of historical fact included herein, including without limitation, statements relating the future operations and activities of SPMC, are forward-looking statements. Forward-looking statements are frequently, but not always, identified by words such as "expects", "anticipates", "believes", "intends", "estimates", "potential", "possible", and similar expressions, or statements that events, conditions, or results "will", "may", "could", or "should" occur or be achieved. Forward-looking statements in this news release relate to, among other things, statements in respect of the use of proceeds of the Offering, and the receipt of final acceptance of the Offering from the TSX-V. There can be no assurance that such statements will prove to be accurate, and actual results and future events could differ materially from those anticipated in such statements. Forward-looking statements reflect the beliefs, opinions and projections on the date the statements are made and are based upon a number of assumptions and estimates that, while considered reasonable by SPMC, are inherently subject to significant business, economic, competitive, political and social uncertainties and contingencies. Many factors, both known and unknown, could cause actual results, performance or achievements to be

materially different from the results, performance or achievements that are or may be expressed or implied by such forward-looking statements and the parties have made assumptions and estimates based on or related to many of these factors. Such factors include, without limitation, the ability to obtain final acceptance of the TSX-V, proposed exploration work, the results of exploration, continued availability of capital, and changes in general economic, market and business conditions. Readers should not place undue reliance on the forward-looking statements and information contained in this news release concerning these items. SPMC does not assume any obligation to update the forward-looking statements of beliefs, opinions, projections, or other factors, should they change, except as required by applicable securities laws.