



January 29, 2025

NR# 018-2025

NEWS RELEASE

Onyx Gold Announces Proposed Warrant Amendments and Corporate Updates

Vancouver, BC – January 29th, 2025 – Onyx Gold Corp. (“**Onyx Gold**” or the “**Company**”) (**TSX-V: ONYX, OTCQX: ONXGF**) announces that it intends to amend the exercise price of 7,143,999 common share purchase warrants (the “**Warrants**”) that were issued pursuant to a private placement of units that closed on July 6, 2023. Each Warrant is currently exercisable to purchase one common share of the Company (a “**Share**”) at a price of \$0.75 for 24 months from the date of issuance.

Following the proposed amendments, each Warrant will have an exercise price of \$0.30 and will be subject to an accelerated expiry provision such that, if the closing share price on the TSX Venture Exchange (“**TSX-V**”) exceeds \$0.375 for any 10 consecutive trading days during the unexpired term of the Warrants, the exercise date will be accelerated to 30 calendar days (the “**Acceleration Clause**”). The activation of the Acceleration Clause will be announced by press release. All other terms and conditions of the Warrants remain the same. The amended Warrant terms remain subject to TSX-V acceptance.

Corporate Update

The Company also announces that, pursuant to the Company’s omnibus incentive plan, the Company has issued an aggregate of 1,375,000 restricted share units (“**RSUs**”) to certain directors and officers of the Company. Each RSU entitles the holder to acquire one Share of the Company on vesting. All of the above RSUs are subject to the following vesting schedule: one-third vesting 12 months after the grant date; one-third vesting 24 months after the grant date; and one-third vesting 36 months after the grant date.

Further, the Company announces that Nicole Hoeller has stepped down from her role as VP of Corporate Communications to pursue her new business venture, NIKLI Communications Inc. (“**Nikli**”). The Company has entered into an agreement with Nikli whereby Ms. Hoeller will continue providing corporate communication services to the Company as an independent contractor.

About Onyx Gold

Onyx Gold is an exploration company focused on well-established Canadian mining jurisdictions, with assets in Timmins, Ontario, and Yukon Territory. The Company’s extensive portfolio of quality gold projects in the greater Timmins gold camp includes the Munro-Croesus Gold property, renowned for its high-grade mineralization, plus two additional earlier-stage large exploration properties, Golden Mile and Timmins South. Onyx Gold also controls four properties in the Selwyn Basin area of Yukon Territory, which is currently gaining significance due to recent discoveries in the area. Onyx Gold’s experienced board and senior management team are committed to creating shareholder value through the discovery process, careful allocation of capital, and environmentally/socially responsible mineral exploration.

On Behalf of Onyx Gold Corp.

“Brock Colterjohn”

President & CEO

For further information, please visit the Onyx Gold Corp. website at www.onyxgold.com or contact:

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Neither TSXV nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this release.

Cautionary and Forward-Looking Statements

This news release includes certain statements and information that may constitute forward-looking information within the meaning of applicable Canadian securities laws. Forward-looking statements relate to future events or future performance and reflect the expectations or beliefs of management of the Company regarding future events. Generally, forward-looking statements and information can be identified by the use of forward-looking terminology such as “intends” or “anticipates”, or variations of such words and phrases or statements that certain actions, events, or results “may”, “could”, “should”, “would” or “occur”. This information and these statements, referred to herein as “forward-looking statements”, are not historical facts, are made as of the date of this news release, and include without limitation, statements regarding discussions of future plans, estimates and forecasts, and statements as to management’s expectations and intentions with respect to, among other things, the intention of the Company to proceed with the Warrant amendments and the Company receiving all necessary regulatory approvals for the Warrant amendments.

These forward-looking statements involve numerous risks and uncertainties and actual results might differ materially from results suggested in any forward-looking statements. These risks and uncertainties include, among other things, the Company not receiving the necessary regulatory approvals in respect of the Warrant amendments; and changes in the Company’s plan with respect to the Warrant amendments.

In making the forward-looking statements in this news release, the Company has applied several material assumptions, including without limitation, that the Company will receive the necessary regulatory approvals in respect of the Warrant amendments.

Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements or forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements 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 statements and forward-looking information. Readers are cautioned that reliance on such information may not be appropriate for other purposes. The Company does not undertake to update any forward-looking statement, forward-looking information, or financial outlook that are incorporated by reference herein, except in accordance with applicable securities laws. We seek safe harbor.