



PRESS RELEASE

MINERALRITE CORPORATION [Symbol: RITE] Announces Definitive Agreement Acquiring Subsidiaries Holding \$432 Million in Audited Asset Value and Potential Sizable Additional Mineral Reserves Based on Previously Issued, Publicly Disclosed, Historical Reserve Reports

Dallas, Texas, February 6, 2025 — **MINERALRITE**TM Corporation (the “Company” or “RITE”), has executed the Definitive Agreement acquiring two subsidiaries that collectively hold four mineral assets which were formerly owned by NMC, Inc. (“NMC”). The execution of this Definitive Agreement completes the transaction that was entered into by the companies on December 31, 2024.

NMC was formerly a publicly traded company. RITE acquired the two subsidiaries, which carry \$432 million in audited asset value, for the issuance of roughly 6.9 million shares of a newly designated convertible preferred, roughly 6.9 million warrants, and the assumption of roughly \$5 million in liabilities. Based on the 2024 audited financials, the book value of RITE common stock increased substantially – to approximately \$.031 per share after taking into consideration the conversion of all outstanding shares of convertible preferred stock, all options, all warrants and upon the payment of all costs to exercise associated with those conversion.

Under the terms of this agreement, RITE will be acquiring four major assets, two located in Arizona and two located in California. These assets are comprised of:

- over 700 acres of LODE mining claims;
- 279,000 tons of seismically proven tailings, with an audited asset value of \$432 million; and,
- sizable potential *mineral reserves*, based on *historical* exploration and previously issued, publicly disclosed, mineral reserve reports.

Even though the mineralization on the mining claims appears significant in the historical exploration reports, the properties will be considered “*Exploration Stage Properties*” under the SEC Rules, pending formal review of prior reserve valuations and updated reports – consistent with the *Committee for Reserves International Reporting Standards* (“CRIRSCO”) and compliant with the SEC rules for *Property Disclosures for Mining Registrants*. As exploration stage properties with no publicly stated qualified mineral reserves, these three assets will initially be held at a net \$0 value on the Company’s books.

In exchange for these assets, RITE issued approximately 6.9 million shares of RITE Series NMC \$25 convertible preferred stock, approximately 6.9 million warrants, and assumed approximately \$5 million in liabilities (which sums to a nominal accounting value of approximately \$180 million). Each share of Series NMC \$25 convertible preferred stock will be convertible into five hundred (500) shares of RITE common stock.

RITE Series NMC \$25 convertible preferred stock will be subject to a sinking fund that is expected to start redeeming shares at a premium in about eighteen

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(18) months. The premium redemption price will accrete at the rate of five (5%) percent per annum, subject to a floor price of \$25.40 per share.

Each share of Series NMC \$25 convertible preferred stock will also be accompanied by a warrant allowing for the purchase of five hundred (500) shares of RITE common stock for the total sum of \$15 (an exercise price of \$0.03 per share).

“I promised that as soon as we were done dealing with various foundational issues, management would focus on completing the acquisitions that RITE has in its pipeline” said James Burgauer, RITE’s President and CEO. “RITE is already in the process of raising a modest amount of capital through a Reg D Rule 506(c) offering to accredited investors. Funds from this offering will be used to get our joint venture operators engaged on these properties; continue the preparations which are already underway for a Regulation A offering to occur later in the spring; and to begin work on getting the stock actively traded by the brokerage community once again (via a 15c-211) and uplisted to a more prominent exchange as soon as possible.” said Burgauer. “I believe that this acquisition should be the proof that the investment community has been looking for to know that the Company is truly back and is on the RITE trajectory.”

Late in the second quarter of 2024, RITE reported the reclamation of millions of common shares. Since then, RITE has reclaimed more common shares, bringing that number to approximately 10 million; and disclosed that the company has an on-going project to reclaim another 800 million shares. RITE also reported that management had successfully renegotiated various convertible obligations, reducing scheduled dilution by 1.2 billion shares. Then, in late July, RITE issued a press release which recapped the Company’s earnings, noting that it had posted \$519,000 in year-to-date net income, albeit principally due to accounting adjustments, equating to slightly less than \$0.0001 earnings per share on a fully diluted basis. Then, in the third quarter of 2024, RITE announced the completion of a PCAOB audit covering calendar years 2022 and 2023. In the fourth quarter RITE announced its intentions of once again becoming a fully-reporting company through the filing of Form 10 with the SEC. Now that the Definitive Agreement has been fully executed and RITE has its 2024 audited financials in hand, the Form 10 can finally be filed. All of these steps serve RITE’s intention to conduct a Regulation A offering in late spring 2025 – allowing the company to raise up to \$75 million every twelve months to support its go-forward operational strategy.

With today’s announcement about an accretive acquisition of \$432 million in audited asset value being added to RITE’s audited 2024 books and the addition of three properties to its *Mineral Portfolio*, management believes that these actions will serve to further ease and facilitate RITE’s engagement with the brokerage and investment communities. Processing the tailings; liberating the precious metal constituents and liquidating them; as well as funding an exploration and evaluation program for the acquired properties to update historical reports and produce present day Technical Reports and Initial Assessments / PEA’s that are SEC and CRIRSCO compliant mineral reserve calculations will effectively upgrade the properties to “Development Stage” properties with defined reserves demonstrative of their underlying value – and should serve to improve RITE’s financial stature as an up-and-coming mineral and mining Company.



“With the Company now back on the RITE path, all management needs to do is to continue pressing forward step-by-step,” said CEO Burgauer.

More information about this transaction and other corporate matters, including a joint letter to both RITE and NMC shareholders discussing the benefits, risks and rewards that were considered by the Board of Directors of both companies, can be found at www.mineral-rite.com/investor-relations.

Safe Harbor Disclosure

Forward Looking Statements Certain information set forth in this presentation contains “forward-looking information”, including “future-oriented financial information” and “financial outlook”, under applicable securities laws (collectively referred to herein as forward-looking statements). Except for statements of historical fact, the information contained herein constitutes forward-looking statements and includes, but is not limited to, the (i) projected financial performance of the Company; (ii) completion of, and the use of proceeds from, the sale of the shares being offered hereunder; (iii) the expected development of the Company’s business, projects, and joint ventures; (iv) execution of the Company’s vision and growth strategy, including with respect to future M&A activity and global growth; (v) sources and availability of third-party financing for the Company’s projects; (vi) completion of the Company’s projects that are currently underway, in development or otherwise under consideration; (vi) renewal of the Company’s current customer, supplier and other material agreements; and (vii) future liquidity, working capital, and capital requirements. Forward-looking statements are provided to allow potential investors the opportunity to understand management’s beliefs and opinions in respect of the future so that they may use such beliefs and opinions as one factor in evaluating an investment.

These statements are not guarantees of future performance and undue reliance should not be placed on them. Such forward-looking statements necessarily involve known and unknown risks and uncertainties, which may cause actual performance and financial results in future periods to differ materially from any projections of future performance or result expressed or implied by such forward-looking statements.

Although forward-looking statements contained in this presentation are based upon what management of the Company believes are reasonable assumptions, there can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. The Company undertakes no obligation to update forward-looking statements if circumstances or management’s estimates or opinions should change except as required by applicable securities laws. The reader is cautioned not to place undue reliance on forward-looking statements.

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