



AVVENTURA RESOURCES LTD. ENTERS INTO DEFINITIVE AMALGAMATION AGREEMENT WITH STAGE CAPITAL CORP.

Vancouver, British Columbia, October 6th, 2026: Avventura Resources Ltd. (CSE: AA) (FSE: 25G) ("Avventura" or the "Company") announces that it has entered into a definitive amalgamation agreement dated October 2nd, 2025 (the "Agreement") with Stage Capital Corp. ("Stage") and 1609957 B.C. Ltd., a wholly owned subsidiary of Avventura ("Subco"). Under the Agreement, Stage and Subco will complete a three-cornered amalgamation under the Business Corporations Act (British Columbia) (the "Transaction").

On completion of the Transaction, the amalgamated company ("Amalco") will be a wholly owned subsidiary of Avventura. Stage's principal asset is an option to acquire a 60% undivided interest in the Buck Lake Project in Ontario under an option agreement dated May 12, 2026 with Advanced Gold Exploration Inc. (CSE: AUEX) ("Advanced"). Stage also holds a 5.05% passive minority equity interest in Stage Completions LP, the parent entity of a private technology and services company serving the oil and gas industry.

Stage and the Company are arm's length parties. The Transaction will constitute a major acquisition subject to review by the CSE, but will not constitute a fundamental change under CSE policies. The Transaction will not result in a change of control of the Company, and no new control persons will be created.

Transaction Terms

- **Share exchange.** Each Stage common share outstanding immediately before the effective time will be exchanged for 0.5 of an Avventura common share, equivalent to one Avventura share for every two Stage shares.
- **Consideration shares.** Based on the 17,761,016 Stage shares currently outstanding, Avventura expects to issue 8,880,508 common shares. No fractional Avventura shares will be issued.
- **Amalco.** Stage and Subco will amalgamate and continue as Amalco, which will hold their respective property, rights and obligations and remain a wholly owned subsidiary of Avventura.
- **Buck Lake obligations.** At closing, Avventura will assume Stage's obligations under the Advanced option agreement, including the applicable cash payments, share issuances and exploration expenditure commitments. The assumption is conditional on completion of the Transaction, Advanced's consent and any amendments necessary to reflect the Transaction.
- **Management and board.** At closing, Avventura will appoint two Stage nominees to its board and will appoint Michael Mulberry as Chief Operating Officer subject to the parties settling an employment or consulting agreement and obtaining applicable CSE acceptance.

Concurrent Financing

Before closing, Avventura will use commercially reasonable efforts to complete a private placement of subscription receipts for aggregate gross proceeds of not less than \$500,000 and not more than \$750,000 (the “Financing”). The Financing will consist of flow-through subscription receipts issued at a price of \$0.12 per receipt for gross proceeds of not less than \$350,000 and not more than \$500,000, and non-flow-through subscription receipts issued at a price of \$0.075 per receipt for gross proceeds of not less than \$150,000 and not more than \$250,000. A finder’s fee up to the maximum amount permitted under the CSE Policies may be paid in respect of the Transactions, subject to the acceptance of the CSE.

The gross proceeds from the Financing will be held in escrow pending the satisfaction or waiver of the applicable escrow release conditions. Upon satisfaction or waiver of those conditions, each flow-through subscription receipt will convert, without additional payment, into one flow-through common share of Avventura, and each non-flow-through subscription receipt will convert, without additional payment, into one unit of Avventura. Each unit will consist of one common share of Avventura and one-half of one common share purchase warrant. Each whole warrant will entitle the holder to acquire one additional common share of Avventura at an exercise price of \$0.12 for a period of 12 months. If the escrow release conditions are not satisfied or waived by December 1, 2026, the escrowed proceeds and any accrued interest will be returned to subscribers.

No portion of the Financing proceeds may be used to repay, settle, service or otherwise satisfy any indebtedness or other liabilities of Avventura outstanding immediately before closing. The flow-through component of the Financing, including the timing of renunciation and the qualifying properties on which eligible Canadian exploration expenses will be incurred, will be structured in accordance with applicable tax requirements and the advice of the parties’ professional advisers.

Buck Lake Project

The Buck Lake Project comprises 180 single-cell mining claims covering approximately 3,886 hectares in Lunkie and Gapp Townships in the Batchewana Greenstone Belt of Ontario. Stage’s interest consists of its rights under the Advanced option agreement to acquire a 60% undivided interest in the project.

Conditions to Completion

Completion of the Transaction remains subject to the satisfaction or waiver, where permitted, of the conditions contained in the Agreement, including but not limited to the: (i) satisfactory completion of due diligence investigations by each of Stage and Avventura; (ii) approval of the shareholders of Stage; (iii) closing of the Financing; and (iii) receipt of all requisite regulatory and third party approvals, together with other standard closing conditions. The Transaction cannot close until all conditions are satisfied or waived. There can be no assurance that the Transaction will be completed on the terms proposed in the Agreement or at all.

¹The outside date for completion of the Transaction is December 1, 2026, unless extended by written agreement of the parties. The Agreement may be terminated in specified circumstances, including failure to satisfy or waive applicable conditions by the outside date, an uncured material breach, a material adverse effect, a final non-appealable order preventing completion, failure to

complete the Financing or satisfy the escrow release conditions, or written notice from a regulatory authority that it will not permit the Transaction to proceed.

A copy of the Amalgamation Agreement will be filed on Avventura's SEDAR+ profile at www.sedarplus.ca.

Management Commentary

"The definitive agreement establishes a clear framework for bringing the Buck Lake opportunity into Avventura while requiring the financing, regulatory approvals and other protections necessary for an orderly closing. We look forward to working with Stage, and our respective advisors to satisfy the remaining conditions," said Sean Flynn, Chief Executive Officer of Avventura.

About Avventura Resources Ltd

Avventura Resources Ltd. is a Canadian mineral exploration company focused on the acquisition and exploration of mineral properties in Canada. Avventura's common shares trade on the Canadian Securities Exchange under the symbol "AA" and on the Frankfurt Stock Exchange under the symbol "25G".

Further Information

The foregoing summary is qualified in its entirety by the Agreement, which will be filed under Avventura's issuer profile on SEDAR+ at www.sedarplus.ca. Additional information concerning the Transaction, the Financing and the parties will be included in the applicable disclosure documents required under CSE policies and securities laws.

On Behalf of Avventura Resources Ltd.

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Cautionary Note Regarding Forward-Looking Information

This news release contains forward-looking information within the meaning of applicable Canadian securities laws. Forward-looking information includes statements concerning the proposed Transaction; the anticipated structure, terms and timing of the Transaction and the Financing; the impact on the respective businesses, operations and financial condition of Avventura and Stage resulting from the announcement of the Transaction and/or the failure to complete the Transaction on terms described or at all; the issuance and listing of Avventura shares; the conversion of subscription receipts; the use of Financing proceeds; the assumption and performance of obligations under the Advanced option agreement; the preparation and acceptance of any technical report; proposed board and management appointments; the satisfaction or waiver of closing and escrow release conditions; the receipt of shareholder, CSE, regulatory, contractual and third-party approvals; and the parties' ability to complete the Transaction by the outside date; unforeseen challenges in integrating the businesses of Stage and Avventura; failure to realize the anticipated benefits of the Transaction; other unforeseen events, developments, or factors causing any of the aforesaid expectations, assumptions, and other factors

ultimately being inaccurate or irrelevant; other risks described in Avventura's documents filed with Canadian securities regulatory authorities.

Forward-looking information is based on management's current expectations, estimates, assumptions and projections, including assumptions regarding the parties' ability to obtain required approvals and consents, complete the Financing, satisfy the conditions in the Agreement, maintain their respective assets and agreements in good standing, and complete the Transaction on the contemplated terms and timeline. Such information is subject to known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially, including the risk that the Financing or Transaction will not be completed, that required approvals or consents will not be obtained, that conditions will not be satisfied or waived, that the Agreement will be terminated, that the transaction structure or terms will change, and other risks applicable to Avventura's business and the mineral exploration industry.

Readers are cautioned not to place undue reliance on forward-looking information. Avventura undertakes no obligation to update such information except as required by applicable securities laws.

The Canadian Securities Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of this release.