

TAILWIND CAPITAL NEO FUND LTD. FILES EARLY WARNING REPORT IN CONNECTION WITH TERM LOAN TO STUVE GOLD CORP.

FOR IMMEDIATE RELEASE

Calgary, Alberta, December 1, 2025 – Tailwind Capital Neo Fund Ltd. ("**Tailwind**") announces that it has filed an early warning report under National Instrument 62-103 – *The Early Warning System and Related Take-Over Bid and Insider Reporting Issues* in connection with a term loan commitment letter it entered into with Stuve Gold Corp. (the "**Issuer**") with respect to a secured convertible loan provided by Tailwind to the Issuer in the principal amount of \$775,000 (the "**Term Loan**").

The Term Loan is a three (3) year facility which bears interest at a rate of 8% per annum and is convertible at the option of Tailwind into common shares of the Issuer (the "**Common Shares**") at a price of \$0.075 per share until November 21, 2026 and thereafter at a price of \$0.10 per Common Share until maturity.

If the Term Loan is fully converted into Common Shares in accordance with its terms and assuming that the entire \$775,000 is advanced and is entirely converted, a total of 10,333,333 Common Shares would be issued to Tailwind if conversion occurs during the first year and a total of 7,750,000 Common Shares would be issued to Tailwind if conversion occurs in either the second or third year. Such Common Share issuances would represent 34.7% or 28.5% (respectively) of the then issued and outstanding Common Shares, assuming that the maximum amount of a proposed concurrent private placement of units of the Issuer (the "**Offering**") is closed. In the event that the share purchase warrants associated with the Offering are exercised prior to conversion of the Term Loan, the Common Shares issued to Tailwind pursuant to the conversion would then represent 26.3% or 21.1% (respectively) of the then issued and outstanding Common Shares. Tailwind does not currently own any Common Shares or securities convertible into Common Shares, other than the Term Loan.

Tailwind provided the Term Loan to the Issuer to repay debentures previously issued by the Issuer. Tailwind may convert the Term Loan into Common Shares depending on market conditions, general economic and industry conditions, trading prices of the Common Shares, the Issuer's business, financial condition or prospects, and/or other relevant factors.

The early warning report filed by Tailwind is available under the Issuer's profile on SEDAR+ at www.sedarplus.ca.

CONTACT INFORMATION:

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