

NEWS RELEASE 25-014

July 24, 2025

NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES**CHATHAM ROCK CLOSES UNIT PRIVATE PLACEMENT**

WELLINGTON New Zealand - Chatham Rock Phosphate Limited (TSXV: “NZP”, NZX: “CRP” and “3GRE” (Frankfurt) or the “Company”) is pleased to report that further to its news release dated June 12, 2025, it has closed its non-brokered private placement of units (the “**Offering**”) by issuing a total of 2,764,003 units (“**Units**”) at a price of CAD\$0.05 per Unit (NZD\$0.06 or AUD\$0.057) for aggregate gross proceeds of CAD\$138,200.15 (NZD\$165,840.18 or AUD\$157,548.17).

Each Unit consists of one common share of the Company and one common share purchase warrant (a “**Warrant**”). Each Warrant will be exercisable for one common share of the Company at a price of \$0.10 for two years from the date of issuance. In the event that the common shares of the Company trade on the TSX Venture Exchange (the “**Exchange**”) at a closing price of greater than CAD\$0.15 per common share for a period of 20 consecutive trading days at any time after four months and one day after the closing date of the Offering, the Company may accelerate the expiry date of the Warrants by giving notice to the holders thereof by way of a news release and in such case the Warrants will expire on the 30th day after the date of dissemination of such news release.

The securities underlying the Units are subject to a hold period under applicable Canadian securities laws until November 25, 2025. The Offering is still subject to final approval of the Exchange. No finders fees were paid in connection with the Offering. The Company intends to use the net proceeds from the Offering for general working capital.

Certain insiders of the Company acquired Units under the Offering. Such participation was considered to be “related party transactions” within the meaning of Exchange Policy 5.9 (“Policy 5.9”) and Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”) adopted in Policy 5.9. The Company is relying on the exemptions from the formal 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 in respect of related party participation in the Offering as neither the fair market value (as determined under MI 61-101) of the subject matter of, nor the fair market value of the consideration for, the transaction, insofar as it involves the related parties, exceeded 25% of the Company’s market capitalization (as determined under MI 61-101).

In connection with the closing of the Offering, General Research GmbH (“**GRG**”) acquired 1,581,670 Units of the Company. GRG’s sole director and shareholder is Mr. Georg Hochwimmer, who is also a director of the Company. When combined with its holdings prior to the Offering, GRG now owns a total of 11,960,264 shares of the Company, which is 10.66% of the Company’s issued and outstanding shares. GRG also holds warrants to acquire a further 6,261,670 shares, which when combined with its current shareholdings (assuming exercise of all of its warrants) would result in a total shareholdings of 18,221,934 shares of the Company, or 15.38% of the total issued shares of the Company on a partially diluted basis.

GRG/Mr. Hochwimmer intends to hold the Shares for investment purposes. Depending upon market conditions and other factors, they may from time to time acquire additional securities of the Company on the open market or through private acquisitions, sell some or all of their existing shareholdings in the Company in accordance with applicable securities laws, or continue to hold its current position.

The securities described in this news release 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 applicable securities laws

of any state of the United States, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as such term is defined in Regulation S under the U.S. Securities Act) or persons in the United States unless registered under the U.S. Securities Act and any other applicable securities laws of the United States or an exemption from such registration requirements is available. This news release does not constitute an offer to sell or a solicitation of an offer to buy any of these securities within any jurisdiction, including the United States.

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Statements about the Company's future expectations, allocation of proceeds from the Offering and all other statements in this press release other than historical facts are "forward looking statements". Such forward-looking statements are based on numerous assumptions, and involve known and unknown risks, uncertainties and other factors, including closing of the Offering, current market conditions, and risks inherent in mineral exploration and development, which may cause the actual results, performance, or achievements of the Company to be materially different from any projected future results, performance, or achievements expressed or implied by such forward-looking statements.

Neither the TSX Venture Exchange, its Regulation Service Provider (as that term is defined under the policies of the TSX Venture Exchange), or New Zealand Exchange Limited has in any way passed upon the merits of the above described transaction, and has neither approved nor disapproved of the contents of this press release.