Oreterra Announces Closing of $9.3 Million First Tranche of Oversubscribed and Upsized $9.7 Million Non-Brokered Private Placement, Second Tranche to Close March 4

written by Raj Shah | March 2, 2026

March 2, 2026 (Source) – **Oreterra Metals Corp. (TSXV: OTMC) (OTCID: OTMCF) (OTCID: RMIOD) (FSE: D4R0) (WKN: A421RQ)** ("**Oreterra**" or the "**Company**") is pleased to announce that, further to its press releases of February 10, 2026, February 12, 2026, February 18, 2026 and February 19, 2026, it has closed the first tranche of its oversubscribed and upsized non-brokered private placement with the placement of 12,068,332 hard-dollar units ("**HD Units**") of the Company at a price of $0.45 per HD Unit for gross proceeds of $5.43M and the placement of 7,708,000 flow-through units ("**FT Units**") at a price of $0.50 per FT Unit for gross proceeds of $3.85M (collectively, the "**First Closing**"). A second closing of the private placement, bringing gross proceeds to $9.7M, is scheduled for March 4, 2026.

"The fact that this financing has attracted the extraordinary level of interest that it has, is a testament to the strength of Trek South as a porphyry copper-gold discovery prospect and the strong resurgence of market interest in such prospects," said Kevin Keough, CEO. "More than 115 separate investors participated, 83% of whom are new to the Company, including major funds who as a group will now own approximately 25% of the

Company on a fully diluted basis, and resource-knowledgeable investors from as far afield as Europe and Australia. Moreover, we also achieved exposure to most of the major mining-focused brokerage firms in the country. All of this has broadened awareness of Oreterra and its prospects as we advance, now fully financed, toward the first-ever drilling of Trek South this summer."

Offering Details:

The non-brokered private placement is now for aggregate gross proceeds of up to $9,684,000 through the issuance of a combination of $5,500,000 in hard-dollar units ("**HD Units**") of the Company at a price of $0.45 per HD Unit and $4,184,000 in flow-through units ("**FT Units**") at a price of $0.50 per FT Unit (collectively, the "**Offering**").

Each HD Unit, priced at $0.45, comprises one (1) common share of the Company and one (1) common share purchase warrant (each a "**HD Warrant**"). Each HD Warrant entitles the holder to acquire one additional common share of the Company at an exercise price of $0.60 per share for three years following the closing of the Offering.

Each FT Unit, priced at $0.50, comprises one (1) flow-through share of the Company (each a "**FT Share**") and one (1) common share purchase warrant (each an "**FT Warrant**"). Each FT Warrant entitles the holder to acquire one additional common share of the Company at an exercise price of $0.60 per share for three years following the closing of the Offering.

First Closing Details:

The Company paid ten eligible finders. Nine received cash fees in the aggregate of $409,917.05 and 840,751 broker warrants (each a "**Broker Warrant**"). Each Broker Warrant entitles the

holder thereof to acquire one additional common share of the Company at an exercise price of $0.60 per share for three years following the closing of the Offering. The tenth finder received 18,000 HD Units in lieu of cash compensation of $8,100.

All securities issued under the First Closing are subject to a hold period expiring on June 28, 2026.

Three Insiders subscribed for $216,000 of the First Closing, with one insider subscribing for $150,000 of HD Units and two insiders subscribing for $66,000 of FT Units. Such insider private placements are exempt from the valuation and minority shareholder approval requirements of Multilateral Instrument 61-101 ("**MI 61-101**") by virtue of the exemptions contained in sections 5.5(a) and 5.7(1) (a) of MI 61-101 in that the fair market value of the consideration for the securities of the Company which have been issued to the insiders does not exceed 25% of its market capitalization.

The securities described herein 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 state securities laws, and accordingly, may not be offered or sold within the United States except in compliance with the registration requirements of the U.S. Securities Act and applicable state securities requirements or pursuant to exemptions therefrom. This press release does not constitute an offer to sell or a solicitation to buy any securities in any jurisdiction.

The FT Shares will qualify as "flow-through shares" (within the meaning of subsection 66(15) of the *Income Tax Act* (Canada) (the "Tax Act"). An amount equal to the proceeds received from the issuance of the FT Shares will be used to incur eligible resource exploration expenses which will qualify as (i) "Canadian exploration expenses" (as defined in the Tax Act), and

(ii) as “flow-through critical mineral mining expenditures” (as defined in subsection 127(9) of the Tax Act) (collectively, the “**Qualifying Expenditures**“).

Expenditures in an aggregate amount not less than the proceeds raised from the issue of the FT Shares will be incurred (or deemed to be incurred) by the Company on or before December 31, 2027 and will be renounced by the Company to the purchasers of the FT Shares with an effective date no later than December 31, 2026. The net proceeds from the issuance of HD Units will be primarily used for exploration activities at the Company’s Trek property, as well as for general working capital purposes.

About Oreterra Metals Corp.

Oreterra Metals Corp. commenced trading on February 2, 2026, under the new ticker OTMC, following a months-long effort to restructure the former Romios Gold Resources Inc. Management took on the task because it believes the Company’s wholly-owned Trek South porphyry copper-gold prospect represents, based upon the impressive results of the spectrum of geosciences applied to the target area to date, among the finest new targets of its kind in BC’s Golden Triangle. The Company recently released (news, January 22, 2026) a National Instrument 43-101 Technical Report for the Trek property which recommends two initial phases of drilling at Trek South, for execution in the approaching 2026 field season. A copy of the Technical Report is available on the Company’s website at www.oreterra.com, and on the Company’s SEDAR+ issuer profile at www.sedarplus.ca.

Additional wholly-owned Company property interests include two former producers in Nevada: the Kinkaid claims in the Walker Lane trend covering numerous shallow Au-Ag-Cu workings over what is believed to be one or more porphyry centres (source: J.Biczok, P.Geo, June 2025, *Kinkaid Gold-Copper-Silver*

Project, www.oreterra.com), and the Scossa mine property in the Sleeper trend which is a former high-grade gold producer (source: J.Biczok, P.Geo, July 2025, *Scossa Historic Gold Mine Property*, www.oreterra.com). The Company also holds a 100% interest in the large Lundmark-Akow Lake Au-Cu property adjacent to the northwest of the Musselwhite Mine in northwestern Ontario, where drilling by the Company has produced highly encouraging, broad VMS-style Au-Cu intersections.

For further information visit www.oreterra.com or contact:

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This news release includes certain "forward-looking statements" which are not comprised of historical facts. Forward-looking statements include estimates and statements that describe the Company's future plans, objectives or goals, including words to the effect that the Company or management expects a stated condition or result to occur. Forward-looking statements may be identified by such terms as "believes", "anticipates", "expects", "estimates", "may", "could", "would", "will", or "plan". Since forward-looking statements are based on assumptions and address future events and conditions, by their very nature they involve inherent risks and

uncertainties. Although these statements are based on

information currently available to the Company, the Company provides no assurance that actual results will meet management's expectations. Risks, uncertainties and other factors involved with forward-looking information could cause actual events, results, performance, prospects and opportunities to differ materially from those expressed or implied by such forward-looking information. Factors that could cause actual results to differ materially from such forward-looking information include, but are not limited to failure to identify mineral resources, delays in obtaining or failures to obtain required governmental, environmental or other project approvals, political risks, inability to fulfill the duty to accommodate First Nations, uncertainties relating to the availability and costs of financing needed in the future, changes in equity markets, inflation, changes in exchange rates, fluctuations in commodity prices, delays in the development of projects, capital and operating costs varying significantly from estimates and the other risks involved in the mineral exploration and development industry, and those risks set out in the Company's public documents filed on SEDAR. Although the Company believes that the assumptions and factors used in preparing the forward-looking information in this news release are reasonable, undue reliance should not be placed on such information, which only applies as of the date of this news release, and no assurance can be given that such events will occur in the disclosed time frames or at all. The Company disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, other than as required by law.

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