Oreterra Announces Closing of Final Tranche of $9.7 Million Oversubscribed and Upsized Non-Brokered Private Placement

written by Raj Shah | March 5, 2026

March 5, 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, February 19, 2026 and March 2, 2026, it has closed the second and final tranche of its oversubscribed and upsized non-brokered private placement with the placement of 154,444 hard-dollar units ("**HD Units**") of the Company at a price of $0.45 per HD Unit for gross proceeds of $69,500 and the placement of 660,000 flow-through units ("**FT Units**") at a price of $0.50 per FT Unit for gross proceeds of $330,000 (collectively, the "**Final Closing**"). Combined with the first closing of $9.3M, gross proceeds from the placement totaled $9.7M.

Offering Details:

The non-brokered private placement was upsized multiple times 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, comprised 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, comprised 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.

Final Closing Details:

The Company paid one eligible finder a cash commission of $6,900 and issued 13,800 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.

Canaccord Genuity Corp. acted as financial advisor to the Company and received 62,777 HD Units as compensation for its $28,250 advisory fee (inclusive of HST).

All securities issued under the Final Closing are subject to a hold period expiring on July 5, 2026.

The securities described herein have not been offered or sold within the United States. This press release does not constitute an offer to sell or a solicitation to buy any securities in any jurisdiction.

The FT Shares 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.

Early Warning Disclosure Regarding Anastasios Drivas

Anastasios Drivas ("**Tom Drivas**") previously filed an early warning report with respect to the securities of Oreterra on July 16, 2025. As a result of an increase in the issued and outstanding capital of Oreterra pursuant to the Offering, including the acquisition by Tom Drivas and affiliates of 690,000 FT Units (the "**690,000 FT Units**") pursuant to the Offering and the expiry of 833,333 warrants and 800,000 stock options held by Tom Drivas, the direct and indirect interest of Tom Drivas in Oreterra has been reduced to approximately 7.54% of the issued and outstanding common shares of Oreterra on a non-diluted basis and 8.72% on a partially diluted basis, assuming the exercise of the warrants held directly or indirectly by Tom Drivas. Therefore, Tom Drivas is no longer required to file an early warning report under National Instrument 62-103.

Tom Drivas has advised that the 690,000 FT Units were acquired

for investment purposes and that he has no present intention to either increase or decrease his direct or indirect holdings in the Company. Notwithstanding the foregoing, he has advised that he may increase or decrease his beneficial ownership, control or direction over common shares of the Company through market transactions, private agreements, other treasury issuances or otherwise.

This news release is issued pursuant to National Instrument 62-103 – The Early Warning System and related Take-Over Bid and Insider Reporting Issues of the Canadian Securities Administrators, which also requires an early warning report to be filed with the applicable securities regulators containing additional information with respect to the foregoing matters. A copy of this early warning report in respect of this transaction will be available on Oreterra's issuer profile on SEDAR+ at www.sedarplus.ca.

Adoption of the 2025 Stock Option Plan

At the Annual General and Special Meeting of Shareholders of the Company held on January 16, 2026, the Shareholders adopted the new 2025 Stock Option Plan (the "**2025 SOP**"). The 2025 SOP was appended to the Company's Management Information Circular (the "**Information Circular**") dated November 28, 2025 as Schedule "C", a copy of which Information Circular was filed on sedarplus.com on December 10, 2025. All changes to the 2017 Stock Option Plan made pursuant to the 2025 SOP are set out in a black-lined version of the 2025 SOP appended as Schedule "D" to the Information Circular. The Company wishes to bring to the attention of shareholders the following amendments to the 2017 Stock Option Plan resulting from the adoption of the 2025 SOP. The 2025 SOP requires that the Company obtain disinterested shareholder approval of any decrease in the exercise price of or extensions to any stock options granted to individuals that are

insiders at the time of the proposed amendment. In addition, the 2025 SOP clarifies the fact that any option that has an expiry date that occurs within ten (10) Business Days from the end of a Blackout Period shall not be extended and shall expire if unexercised by the original expiry date.

In addition, the amendments to the 2025 SOP provide that both the Company and any Optionee that is an Employee or Consultant are responsible for ensuring that such Optionee is a bone fide Employee or Consultant of the Company and that any adjustments to options, other than pursuant to a stock split or consolidation, are subject to prior acceptance by the TSX Venture Exchange. Other minor clarifications with respect to the 10% limit applicable to Insiders and limits on options granted to persons providing investor relations services in the event of an acceleration of the Expiry Date are reflected in the 2025 SOP.

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.com.

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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Cautionary Statement Regarding Forward-Looking Information

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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