

# Oreterra Announces Further Over-Subscription and Upsizing of Non-Brokered Private Placement to \$9.5 Million

written by Raj Shah | February 19, 2026

February 19, 2026 ([Source](#)) – Oreterra Metals Corp. (TSXV: OTMC) (OTCID: OTMCF) (OTCID: RMIOD) (FSE: D4R0) (WKN: A421RQ) (“Oreterra” or the “Company”) (previously, “Romios Gold Resources Inc.”) is pleased to announce that, due to continued significant demand, the non-brokered private placement financing announced on February 10, 2026, upsized on February 12, 2026, and further upsized on February 18, 2026, will be again be further increased by up to \$500,000 for aggregate gross proceeds of up to \$9,500,000 through the issuance of a combination of up to \$5,500,000 in hard-dollar units (“**HD Units**”) of the Company at a price of \$0.45 per HD Unit and up to \$4,000,000 in flow-through units (“**FT Units**”) at a price of \$0.50 per FT Unit (collectively, the “**Offering**”). Closing of the Offering is scheduled for February 27, 2026.

Insiders may subscribe for up to 5% of the Offering. Such insider private placements will be 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 will be issued to the insiders will not exceed 25% of its market capitalization.

**Financing Details:**

Each HD Unit, priced at \$0.45, comprises of one (1) common share of the Company and one (1) common share purchase warrant (each a **"HD Warrant"**). Each HD Warrant will entitle 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.

Each FT Unit, priced at \$0.50, comprises of one (1) common flow-through share of the Company (each a **"FT Share"**), and one (1) common share purchase warrant (each an **"FT Warrant"**). Each FT Warrant will entitle 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 Company may pay eligible finders a fee of 6% of the proceeds from the sale of HD Units or FT Units in cash or securities, or a combination of both, subject to the rules of the TSX Venture Exchange (the **"TSXV"**).

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 gross proceeds 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"**). Qualifying Expenditures in an aggregate amount not less than the gross 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 initial 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.

It is expected that the Offering will close on or before February 27, 2026, or such other date or dates that the Company may determine (the "**Closing Date**"), subject to the receipt of all required regulatory approvals, including the approval of the TSXV. All securities issued in connection with the Offering will be subject to a hold period of four months and one day from the Closing Date, in accordance with applicable Canadian securities laws. 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.

### **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](http://www.oreterra.com), and on the Company's SEDAR+ issuer profile at [www.sedarplus.ca](http://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](http://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](http://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](http://www.oreterra.com) or contact:

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*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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