Oreterra Announces Further Over-Subscription and Upsizing of Non-Brokered Private Placement to $9 Million

written by Raj Shah | February 18, 2026

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February 18, 2026 (Source) – **Oreterra Metals Corp. (TSXV: OTMC) (OTCID: OTMCF) (OTCID: RMIOD) (FSE: D4RO) (WKN: A421RQ)** (previously, "Romios Gold Resources Inc.") ("**Oreterra**" or the "**Company**") is pleased to announce that, due to continued significant demand, the non-brokered private placement financing announced on February 10, 2026, and upsized on February 12, 2026, will be further increased by up to $1,000,000 for aggregate gross proceeds of up to $9,000,000 through the issuance of a combination of up to $4,500,000 in hard-dollar units ("**HD Units**") of the Company at a price of $0.45 per HD Unit and up to $4,500,000 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, 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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Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

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.