Trinity One Metals Announces Non-Brokered LIFE Private Placement of up to C$3.3 Million

written by Raj Shah | February 12, 2026

February 12, 2026 (Source) – Trinity One Metals Ltd. (TSXV: TOM) (FSE: 5D5) (the "**Company**") is pleased to announce a non-brokered private placement (the "**Offering**") for the sale of up to 16,500,000 units of the Company (the "**Units**") at a price of C$0.20 per Offered Unit for gross proceeds of up to C$3,300,000.

Each Unit will consist of one common share of the Company (each, a "**Common Share**") and one common share purchase warrant (each, a "**Warrant**"). Each Warrant will entitle the holder to purchase one Common Share (each, a "**Warrant Share**") at an exercise price of C$0.30 per Warrant Share for a period of thirty-six (36) months following the closing date of the Offering (the "**Closing Date**"), provided that the Warrants may not be exercised for a period of sixty (60) days from the Closing Date.

The Company intends to use the net proceeds of the Offering to advance exploration, technical evaluation, and project advancement activities across the Company's mineral asset portfolio, including verification and follow-up work on recently acquired properties, historical data verification, target generation, and early stage field programs, as well as for general working capital and corporate purposes.

Listed Issuer Financing Exemption (LIFE)

Subject to compliance with applicable regulatory requirements

and in accordance with National Instrument 45-106 – Prospectus Exemptions ("**NI 45-106**"), as amended by Coordinated Blanket Order 45-935 – *Exemptions from Certain Conditions of the Listed Issuer Financing Exemption*, the Units will be offered for sale to purchasers resident in all of the provinces and territories of Canada, excluding Québec, pursuant to the listed issuer financing exemption under Part 5A of NI 45-106 (the "**LIFE Exemption**"). The Common Shares and Warrant Shares underlying the Units are expected to be immediately freely tradeable under applicable Canadian securities legislation if sold to purchasers resident in Canada.

There will be an offering document (the "**Offering Document**") related to the Offering that will be accessible under the Company's issuer profile on SEDAR+ at www.sedarplus.ca and on the Company's website at www.trinityonemetals.com. Prospective investors should read the Offering Document before making an investment decision.

Closing and Finder's Fees

The Offering is expected to close on or about February 27, 2026, or such other date(s) as may be determined by the Company that is within 45 days from February 10, 2026, and may be completed in one or more tranches. Completion of the Offering is subject to certain conditions including, but not limited to, receipt of all necessary approvals, including the conditional approval of the TSX Venture Exchange (the "**TSXV**"). Finder's fees may be payable in accordance with the policies of the TSXV and applicable securities laws. The Company may pay finder's fees in cash of up to 6.0% of the aggregate gross proceeds of the Offering and may issue non-transferrable warrants equal to 6.0% of the number of Units issued under the Offering to subscribers introduced by finders to the Company.

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

Cautionary Note Regarding Forward-Looking Information

This news release contains "forward-looking statements" and "forward-looking information" within the meaning of applicable Canadian securities laws (collectively, "forward-looking information"). Forward-looking information is frequently characterised by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "estimate", "may", "will", "would", "potential", "proposed" and similar words, or statements that certain events or conditions "may" or "will" occur.

Forward-looking information in this news release includes, without limitation, statements relating to: the Offering (including the size of the Offering, the proposed terms of the Units, the expected closing date and ability to complete the Offering); the filing and availability of the Offering Document; the expected use of proceeds; the payment of finder's fees; and the receipt of TSXV and other regulatory approvals.

Forward-looking information is based on certain assumptions and management's expectations and estimates as of the date hereof and is subject to a number of known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those expressed or implied by

such forward-looking information. These risks and uncertainties include, but are not limited to: the ability of the Company to complete the Offering on the terms described herein or at all; market conditions; the ability to obtain TSXV and other regulatory approvals; changes in the Company's plans with respect to the use of proceeds; and general economic, market and business conditions.

Although the Company believes the expectations reflected in the forward-looking information are reasonable, undue reliance should not be placed on forward-looking information since no assurance can be provided that such expectations will prove to be correct. The Company disclaims any intent or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable law.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this news release.

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