

Thesis Gold Inc. Completes Vertical Short-Form Amalgamation with Wholly-Owned Subsidiary

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VANCOUVER, March 3, 2025 - [Thesis Gold Inc.](#) ("Thesis" or the "Company") (TSXV: TAU) (WKN: A3EP87) (OTCQX: THSGF) is pleased to announce that it has completed a vertical short-form amalgamation (the "Amalgamation") with Thesis Gold (Holdings) Inc. (the "Subsidiary"), a wholly-owned subsidiary of the Company, effective March 1, 2025, pursuant to the Business Corporations Act (British Columbia).

The Amalgamation was completed to streamline the financial and regulatory reporting process and reduce administrative costs.

No securities of the Company were issued in connection with the Amalgamation and the Company's share capital remains unchanged. Pursuant to the Amalgamation, all of the issued and outstanding shares of the Subsidiary were cancelled, and the assets, liabilities and obligations of the Subsidiary were assumed by the Company. The resulting amalgamated company (the "AmalCo") has retained the name "Thesis Gold Inc.", maintained the same Articles and management as the Company, and the common shares of the Company remain listed on the TSX Venture Exchange under the symbol "TAU".

The Company has filed the Certificate of Amalgamation and Notice of Articles of AmalCo on SEDAR+, which are publicly available at www.sedarplus.ca.

On behalf of the Board of Directors
Thesis Gold Inc.

"Ewan Webster"

Ewan Webster Ph.D., P.Geol.
President, CEO, and Director

About Thesis Gold Inc.

Thesis Gold Inc. is a resource development company focused on unlocking the potential of its 100% owned Lawyers-Ranch Project, located in British Columbia's prolific Toodoggone Mining District. The recently completed Preliminary Economic Assessment (PEA) highlights robust project economics, including a 35.2% after-tax IRR and an after-tax NPV5% of C\$1.28 billion, demonstrating the potential for significant value creation. The Company's 2025 roadmap includes a robust exploration and drill program, delivery of a Pre-Feasibility Study on the combined Lawyers-Ranch Project, and commencement of the Environmental Impact Assessment Process. Through these strategic moves, Thesis Gold intends to elevate the Lawyers-Ranch Project to the forefront of global precious metals ventures.

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 press release.

Cautionary Statement Regarding Forward-Looking Information

This press release contains "forward-looking information" within the meaning of applicable Canadian securities legislation. Forward-looking information includes, without limitation, statements regarding the use of proceeds from the Company's recently completed financings and the future plans or prospects of the Company. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking statements are necessarily based upon a number of assumptions that, while considered reasonable by management, are inherently subject to business, market, and economic risks, uncertainties, and contingencies that may cause actual results, performance, or achievements to be materially different from those expressed or implied by forward-looking statements. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated, or intended. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. Other factors which could materially affect such forward-looking information are described in the risk factors in the Company's most recent annual management's discussion and analysis, which is available on the Company's profile on SEDAR+ at www.sedarplus.ca. The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws.

Contact:
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