

Temas Announces Life Offering & Concurrent Private Placement

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VANCOUVER, March 5, 2025 - [Temas Resources Corp.](#) ("Temas" or the "Company") (CSE:TMAS)(OTCQB:TMASF)(FSE:26P0) is pleased to announce that it intends to complete non-brokered private placements for cumulative gross proceeds of up to C\$500,000 from the sale of up to 6,666,666 units of the Company (each, a "Unit") at a price of C\$0.075 per Unit. 2,000,000 Units are offered under the Listed Issuer Financing Exemption offering (the "LIFE Offering") and 4,666,666 Units are offered under the concurrent private placement offering (the "Concurrent Offering").

Each Unit will consist of one common share of the Company (each, a "Unit Share") and one common share purchase warrant (a "Warrant"). Each Warrant shall entitle the holder to purchase one common share of the Company (each, a "Warrant Share") at a price of C\$0.18 at any time on or before that date which is 1 year after the closing date, provided that if the closing price of the Common Shares on the Canadian Securities Exchange ("CSE") is equal to or greater than \$0.22 for a period of 5 consecutive trading days (the "Triggering Event"), the Company may, within 5 days of the Triggering Event, accelerate the expiry date of the Warrants by disseminating a press release, and in such case the Warrants will expire on the 10th day after the date on which such press release is disseminated.

Subject to compliance with applicable regulatory requirements and in accordance with National Instrument 45-106 - Prospectus Exemptions ("NI 45-106"), the LIFE Offering is being made to purchasers resident in all provinces of Canada, except Quebec, pursuant to the listed issuer financing exemption under Part 5A of NI 45-106 (the "Listed Issuer Financing Exemption"). The securities offered under the Listed Issuer Financing Exemption will not be subject to a hold period in accordance with applicable Canadian securities laws.

There is an offering document (the "Offering Document") related to the LIFE Offering that can be accessed under the Company's profile at www.sedarplus.ca and on the Company's website at: www.temasresources.com. Prospective investors should read this Offering Document before making an investment decision.

No commissions or fees are payable in connection with the LIFE Offering and the Concurrent Offering.

In addition to the Listed Issuer Financing Exemption offering, the Company intends to issue up to 4,666,666 Units on the same terms for gross proceeds of \$350,000 (the "Concurrent Offering"). The Concurrent Offering will be made available to accredited investors and other eligible investors in British Columbia, Ontario, Alberta and such other jurisdictions as the Company may decide in accordance with applicable laws. Concurrent Units shall be subject to a 4 month and one day hold period from the date of issue.

The Company intends to use the net proceeds of the LIFE Offering and Concurrent Offering for general working capital purposes and marketing.

The closing of the LIFE Offering and the Concurrent Offering is anticipated to occur on or about March 31, 2025, or such other date, as the Company may agree, which must be within 45 days from the date hereof for the LIFE Offering (the "Closing Date"). Closing of the LIFE Offering is not conditional upon the closing of the Concurrent Offering.

As a result of the expected participation by insiders of the Company, the LIFE Offering and the Concurrent

Offering may be considered a "related party transaction" pursuant to Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Company expects that the LIFE Offering and the Concurrent Offering will be exempt from the requirements to obtain a formal valuation and minority shareholder approval, respectively, because the fair market value of the insiders' participation in each case will be below 25% of the Company's market capitalization for the purposes of Sections 5.5(a) and 5.7(1)(a) of MI 61-101.

This news release does not constitute an offer to sell or a solicitation of an offer to sell any of securities in the United States. The securities 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 may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

On behalf of the Board of Directors,

Tim Fernback, President & CEO

About Temas Resources

Temas Resources Corp. (CSE:TMAS)(OTCQB:TMAF) is focused on the advanced La Blache and Lac Brule Iron-Titanium-Vanadium projects in Quebec. The critical metals the Company is exploring for are key to our national mineral independence. Additionally, the Company invests in and works to apply its green mineral recovery technologies across its mining portfolio to reduce the environmental impact and carbon footprint of metal extraction through advanced processing and patented leaching technologies.

All public filings for the Company can be found on the SEDAR+ website www.sedarplus.ca. For more information about the Company, please visit www.temasresources.com.

For further information or investor relations inquiries:

Tim Fernback
President and CEO
timf@temasresources.com
Tel: (604) 340-3774

Cautionary Note Regarding Forward-Looking Statements

Neither the Canadian Securities Exchange nor the Market Regulator (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this news release.

This press release contains forward looking statements within the meaning of applicable securities laws. The use of any of the words "anticipate", "plan", "continue", "expect", "estimate", "objective", "may", "will", "project", "should", "predict", "potential" and similar expressions are intended to identify forward looking statements. In particular, this press release contains forward looking statements concerning the LIFE Offering and the Concurrent Offering, the completion of the LIFE Offering and the Concurrent Offering, the expected closing date of the LIFE Offering and the Concurrent Offering, the use of proceeds from the LIFE Offering and the Concurrent Offering.

Although the Company believes that the expectations and assumptions on which the forward-looking statements are based are reasonable, undue reliance should not be placed on the forward-looking statements because the Company cannot give any assurance that they will prove correct. Since forward looking statements address future events and conditions, they involve inherent assumptions, risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of assumptions, factors and risks. These assumptions and risks include, but are not limited to, assumptions and risks associated with mineral exploration generally and results from anticipated and proposed exploration programs, conditions in the equity financing markets, and assumptions and risks regarding receipt of

regulatory and shareholder approvals.

Management has provided the above summary of risks and assumptions related to forward looking statements in this press release in order to provide readers with a more comprehensive perspective on the Company's future operations. The Company's actual results, performance or achievement could differ materially from those expressed in, or implied by, these forward-looking statements and, accordingly, no assurance can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do so, what benefits the Company will derive from them. These forward-looking statements are made as of the date of this press release, and, other than as required by applicable securities laws, the Company disclaims any intent or obligation to update publicly any forward-looking statements, whether as a result of new information, future events or results or otherwise.

SOURCE: Temas Resources Corp.

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