

Colombian Superintendent of Finance Approves Current Public Tender Offer for Mineros Shares

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[Mineros S.A.](#) (TSX:MSA, MINEROS:CB) ("Mineros" or the "Company") announces that the Colombian Superintendent of Finance (the "SFC") has accepted the application made by Sun Valley Investments AG ("Sun Valley") on May 27, 2025 to make a public tender offer in Colombia to acquire between 8% and 11%, being a minimum of 23,978,993 and a maximum of 32,971,115, of the issued and subscribed ordinary shares of Mineros ("Mineros Shares") through the facilities of the Colombia Stock Exchange ("BVC") at an offering price of Colombian peso \$5,500 per share, payable in cash in Colombian pesos or U.S. dollars (the "Offer").

The acceptance period for the Offer will start on June 24, 2025, and end on July 8, 2025, but may be extended without exceeding 30 business days in total, in accordance with applicable Colombian laws.

Sun Valley currently owns 172,122,705 Mineros Shares representing 57.42% of the Mineros Shares.

In accordance with Colombian laws, trading in Mineros Shares on the BVC, which was halted since May 27, 2025, when the SFC issued a public notice announcing Sun Valley's application to make a public tender offer, has not resumed as of this date. Trading in Mineros Shares on the Toronto Stock Exchange ("TSX") was not halted in connection with the Offer and is expected to continue unaffected.

ABOUT MINEROS S.A.

Mineros is a gold mining company headquartered in Medellin, Colombia. The Company has a diversified asset base, with relatively low-cost mines in Colombia and Nicaragua and a pipeline of development and exploration projects throughout the region.

The board of directors and management of Mineros have extensive experience in mining, corporate development, finance and sustainability. Mineros has a long track record of maximizing shareholder value and delivering solid annual dividends. For almost 50 years Mineros has operated with a focus on safety and sustainability at all its operations.

Mineros' common shares are listed on the Toronto Stock Exchange under the symbol "MSA", and on the Colombia Stock Exchange under the symbol "MINEROS".

Election of Directors - Electoral Quotient System

The Company has been granted an exemption from the individual voting and majority voting requirements applicable to listed issuers under Toronto Stock Exchange policies, on grounds that compliance with such requirements would constitute a breach of Colombian laws and regulations which require the directors to be elected on the basis of a slate of nominees proposed for election pursuant to an electoral quotient system. For further information, please see the Company's most recent annual information form, available on the Company's website at <https://www.mineros.com.co/> and from SEDAR+ at www.sedarplus.com.

FORWARD-LOOKING STATEMENTS

This news release contains "forward looking information" within the meaning of applicable Canadian

securities laws. Forward looking information includes statements that use forward looking terminology such as "may", "could", "would", "will", "should", "intend", "target", "plan", "expect", "budget", "estimate", "forecast", "schedule", "anticipate", "believe", "continue", "potential", "view" or the negative or grammatical variation thereof or other variations thereof or comparable terminology. Such forward looking information includes, without limitation, statements with respect to the Offer, including its terms, timing, regulatory approval, and acceptance period; halting and resumption of trading of Mineros Shares on the TSX and BVC; the Company's planned exploration, development and production activities; and any other statement that may predict, forecast, indicate or imply future plans, intentions, levels of activity, results, performance or achievements.

Forward looking information is based upon estimates and assumptions of management considering management's experience and perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances, as of the date of this news release. While the Company considers these assumptions to be reasonable, the assumptions are inherently subject to significant business, social, economic, political, regulatory, competitive and other risks and uncertainties, contingencies and other factors that could cause actual actions, events, conditions, results, performance or achievements to be materially different from those projected in the forward-looking information. Many assumptions are based on factors and events that are not within the control of the Company and there is no assurance they will prove to be correct.

For further information of these and other risk factors, please see the "Risk Factors" section of the Company's annual information form dated March 25, 2024, available on SEDAR+ at www.sedarplus.com.

The Company cautions that the foregoing lists of important assumptions and factors are not exhaustive. Other events or circumstances could cause actual results to differ materially from those estimated or projected and expressed in, or implied by, the forward-looking information contained herein. There can be no assurance that forward looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward looking information.

Forward-looking information contained herein is made as of the date of this news release and the Company disclaims any obligation to update or revise any forward looking information, whether as a result of new information, future events or results or otherwise, except as and to the extent required by applicable securities laws.

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Contact

For further information, please contact:

Ann Wilkinson
Vice President, Investor Relations
+1 647-496-3011
Investor.relations@mineros.com.co

Juan Camilo Obando
Director, Investor Relations
+57 604-266-5757
relacion.inversionistas@mineros.com.co

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