

Thesis Gold Closes C\$27.5 Million Upsized Bought Deal Private Placement

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VANCOUVER, July 8, 2025 - [Thesis Gold Inc.](#) ("Thesis" or the "Company") (TSXV: TAU) (WKN: A3EP87) is pleased to announce that it has completed its previously announced underwritten offering, including the full exercise of the over-allotment option, for aggregate gross proceeds of approximately C\$27.5 million (the "Offering").

The Offering consisted of (i) 5,770,000 common shares of the Company issued as "flow-through shares" with respect to "Canadian exploration expenses" (each within the meaning of the Income Tax Act (Canada)) (the "BC CEE Flow-Through Shares") at a price of C\$1.56 per BC CEE Flow-Through Share for aggregate gross proceeds of C\$9,001,200; (ii) 11,114,000 common shares of the Company issued as "flow-through shares" with respect to "Canadian exploration expenses" (each within the meaning of the Income Tax Act) ("National CEE Flow-Through Shares") at a price of C\$1.445 per National CEE Flow-Through Share for aggregate gross proceeds of C\$16,059,730 and (iii) 1,930,000 common shares of the Company issued as "flow-through shares" with respect to "Canadian exploration expenses" (each within the meaning of the Tax Act) ("Traditional Flow-Through Shares") at a price of C\$1.30 per Traditional Flow-Through Share for aggregate gross proceeds of C\$2,509,000 (the BC CEE Flow-Through Shares, the National CEE Flow-Through Shares and the Traditional Flow-Through Shares are, collectively referred to as the "Flow-Through Shares").

Existing shareholder [Centerra Gold Inc.](#) ("Centerra") participated in the Offering to maintain its shareholder interest in the Company.

The gross proceeds of the Offering will be used by the Company to incur eligible "Canadian exploration expenses" that qualify as "flow-through mining expenditures" as such terms are defined in the Income Tax Act (Canada) (the "Qualifying Expenditures") related to the Lawyers Ranch project in British Columbia. Qualifying Expenditures with respect to the BC CEE Flow-Through Shares with also qualify as "BC flow-through mining expenditures" as such term is defined in the Income Tax Act (British Columbia). All Qualifying Expenditures will be renounced in favour of the subscribers for the Flow-Through Shares effective before December 31, 2025.

Scotiabank acted as sole bookrunner, together with Clarus Securities Inc. as co-lead underwriter, on behalf of a syndicate of underwriters which also included Haywood Securities Inc., Jett Capital Advisors, LLC, National Bank Financial Inc. and Scotia Securities Inc. (collectively, the "Underwriters"). The Underwriters received a cash commission equal to 6.0% of the gross proceeds from the Offering, paid from the Company's existing cash reserves.

All securities issued pursuant to the Offering are subject to a four-month hold period expiring on November 9, 2025, in accordance with the policies of the TSX Venture Exchange ("TSXV") and applicable securities laws. The Offering is subject to final approval by the TSXV.

The securities issued under the Offering have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the U.S. Securities Act), or any U.S. state securities laws, and may not be offered, sold or resold in the United States (as such term is defined in Regulation S under the U.S. Securities Act) with registration under the U. S. Securities Act and applicable U.S. state securities laws, or in compliance with an exemption therefrom. This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in the United States or in any other jurisdiction in which such offer, solicitation or sale would be unlawful.

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

Assessment (PEA) highlights robust project economics, including a 35.2% after-tax IRR and an after-tax NPV5% of C\$ demonstrating the potential for significant value creation. The Company's 2025 roadmap includes a robust exploration 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 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 in respect of the Offering, the approval of the TSXV, 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", "schedule", "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 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 factors in the Company's most recent annual management's discussion and analysis, which is available on the Company's website on SEDAR+ at www.sedarplus.ca. The Company does not undertake to update any forward-looking information, except as required in accordance with applicable securities laws.

SOURCE Thesis Gold Inc.

Contact

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