

Carcetti Capital Corp. Announces Conditional Acceptance of Reverse Takeover and Filing Statement

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[Carcetti Capital Corp.](#) ("Carcetti" or the "Company") (TSXV:CART) is pleased to announce that it has received conditional acceptance from the TSX Venture Exchange (the "TSXV") for its previously announced acquisition of the 100% interest in the Hemlo Gold Mine (the "Hemlo Mine") in Ontario, Canada from certain wholly-owned subsidiaries of [Barrick Mining Corp.](#) (the "Transaction"). The Transaction has been deemed to constitute a reverse takeover pursuant to TSXV Policy 5.2 - Changes of Business and Reverse Takeovers.

In connection with the Transaction, the Company has filed its filing statement dated November 21, 2025 (the "Filing Statement") under its SEDAR+ profile at www.sedarplus.ca. Investors are encouraged to review the Filing Statement for full details of the Transaction.

Subject to the satisfaction of the remaining customary closing conditions, the Transaction is scheduled to close on or about November 26, 2025. In connection with the Transaction, the Company intends to change its name to "Hemlo Mining Corp." and continue to be listed on the TSXV as a Tier 1 mining issuer under the new trading symbol "HMMC". For more information regarding the Transaction, please see the Company's news releases dated September 10, 2025, October 1, 2025, October 7, 2025, October 27, 2025, October 30, 2025, and November 6, 2025.

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

Forward-looking Statements

This news release contains "forward-looking information" within the meaning of Canadian securities legislation. The forward-looking information contained in this press release includes: the closing of the Transaction and the satisfaction of customary closing conditions, including final TSXV approval. The forward-looking information contained in this press release represents the expectations of the Company as of the date of this press release and, accordingly, is subject to change after such date. Forward-looking information is based on, among other things, opinions, assumptions, estimates and analyses that, while considered reasonable by the Company at the date the forward-looking information is provided, are inherently subject to significant risks, uncertainties, contingencies and other factors that may cause actual results and events to be materially different from those expressed or implied by the forward-looking information. These risks include, but are not limited to: the ability to close the Transaction; to obtain TSXV approval; the failure to satisfy closing conditions; uncertainty and variations in the estimation of mineral resources and mineral reserves; risks related to the Company's anticipated indebtedness; risks related to

exploration, development, and operation activities; political risks, delays in obtaining or failure to obtain governmental permits, or non-compliance with permits; environmental and other regulatory requirements; uncertainties related to title to mineral properties; water rights; risks related to natural disasters, terrorist acts, health crises, and other disruptions and dislocations; financing risks and access to additional capital; risks related to guidance estimates and uncertainties inherent in the preparation of pre-feasibility studies; uncertainty in estimates of production, capital, and operating costs and potential production and cost overruns; the fluctuating price of gold; unknown liabilities in connection with the Transaction; global financial conditions; uninsured risks; climate change risks; competition from other companies and individuals; conflicts of interest; volatility in the market price of the Company's securities; litigation risks; the Company's ability to complete, and successfully integrate the acquisition of the Hemlo Mine; intervention by non-governmental organizations; outside contractor risks; risks related to historical data; risks related to the Company's accounting policies and internal controls; shareholder activism; and other risks associated with executing the Company's objectives and strategies.

Except as required by the securities disclosure laws and regulations applicable to the Company, the Company undertakes no obligation to update these forward-looking statements if management's beliefs, estimates or opinions, or other factors, should change.

SOURCE: Carcetti Capital Corp.

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