

Lion One Metals Ltd. Announces Strategic Investment by Arete Capital

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[Lion One Metals Ltd.](#) (TSXV: LIO) (OTCQX: LOMLF) ("Lion One" or the "Company") is pleased to announce that it has entered into a subscription agreement with Arete Capital Advisory Pty Ltd (the "Subscriber"), a specialist mining investment syndicate advised and managed by Arete Capital Advisors ("Arete") pursuant to which the Subscriber has agreed to acquire, on a non-brokered private placement basis, 44,264,800 units at a price of \$0.34 per unit (the "Issue Price") for gross proceeds to the Company of \$15,050,032 (the "Offering"), with each unit consisting of one common share (the "Common Shares") and one common share purchase warrant (the "Warrants"). Each Warrant will enable the Subscriber to acquire one Common Share at a price of \$0.39 for a period of three years following the closing of the Offering. The Common Shares being purchased will represent 9.9% of the Company's outstanding shares on a pro forma basis, not giving effect to the exercise of the Warrants. The Issue Price represents a premium of 16.4% to the trailing 20-day volume weighted average price of the Company on the TSX Venture Exchange (the "Exchange") as of today's date.

The Offering is part of a broader strategic partnership between the Company and Arete. Upon closing of the Offering, the Company and the Subscriber will enter into an investor rights agreement (the "Investor Rights Agreement") and a master services agreement (the "MSA"). Pursuant to the Investor Rights Agreement, provided the Subscriber maintains a 9.9% equity interest in the Company, it will be entitled to nominate one director to the Company's board of directors and to customary anti-dilution and participation rights to maintain its equity interest in the Company and to participate in future equity financings. Pursuant to the MSA, Arete will provide management services for the operation of the Tuvatu Gold Mine in Fiji and will become the operator of the project subject to the oversight of the board of directors of the Company. The MSA will have an initial term of five years, subject to extension as agreed by the parties. Arete will be entitled to base compensation and performance incentives, and will be eligible to receive share based compensation.

"I look forward to welcoming Arete as a new shareholder and strategic partner of Lion One," said Walter Berukoff, Chairman and President of Lion One. "Arete's decision to make a cornerstone investment in the Company reflects the quality, scale potential and strategic relevance of our Tuvatu Gold Mine in Fiji. With the benefit of Arete's technical engagement through the MSA, Lion One will be positioned to systematically advance Tuvatu and build long-term value for shareholders."

"We are delighted to become a long-term strategic partner to Lion One at this pivotal stage in the evolution of the Tuvatu Gold Mine," said Campbell Olsen, representing Arete. "In our view, Tuvatu is a rare, high-grade alkaline gold system with district-scale potential, established infrastructure and a pipeline of targets across the broader Navilawa Caldera that together offer a compelling platform for production growth and resource expansion. We see many investment options and projects globally every year and we believe this ranks amongst the best opportunities ever reviewed".

"Arete's specialist team brings deep operational, technical and financial experience in turning high-quality mid-tier gold assets into robust, cash-generative businesses, and we see a clear pathway to unlock significant incremental value at Tuvatu through disciplined mine optimisation, targeted capital investment and an aggressive but data-driven exploration program," Mr Olsen added. "We are excited to work alongside Lion One's team to systematically de-risk the operation, scale up production over time and ultimately position Tuvatu as one of the standout underground gold mines not only in the Asia-Pacific region but globally."

Proceeds from the Offering will be used for general corporate purposes and to support debt restructuring.

The Offering is subject to certain closing conditions, including, but not limited to, the receipt of all necessary approvals, including the conditional approval of the Exchange. The Common Shares and Warrants issued under the Offering will be subject to a statutory hold period under applicable securities laws in Canada expiring four months and one day from Closing.

About the Tuvatu Gold Project

The Tuvatu Gold Project is Lion One's 100 percent owned, high-grade alkaline gold system located on the island of Viti Levu in Fiji, close to major infrastructure including Nadi International Airport and port facilities. Centred on the Tuvatu underground mine and processing plant within the broader Navilawa Caldera, the project already hosts a high-grade resource and is being advanced as a low-cost underground operation with significant potential for both production growth and additional discoveries across multiple mineralised zones within the company's extensive mining lease and exploration licence area.

About Lion One Metals Limited

Lion One Metals is an emerging Canadian gold producer headquartered in North Vancouver BC, with new operations established in late 2023 at its 100% owned Tuvatu Alkaline Gold Project in Fiji. The Tuvatu project comprises the high-grade Tuvatu Alkaline Gold Deposit, the Underground Gold Mine, the Pilot Plant, and the Assay Lab. The Company also has an extensive exploration license covering the entire Navilawa Caldera, which is host to multiple mineralized zones and highly prospective exploration targets.

About Arete Capital Corp.

Arete is a specialist mining investment and operating group focused on high-quality mid-tier gold and base metal assets, with a track record that spans private equity investment, mine acquisition and management, turnaround and optimisation across multiple jurisdictions. Led by Chief Executive Officer Campbell Olsen, Arete's principals have been responsible for identifying, funding and transforming a series of operations from concept or distress status into long-life, cash-generative mines, working closely with boards, management teams and technical consultants. The team combines front-line operational expertise in mine planning, geology, metallurgy and processing with deep experience in capital markets, structured finance and M&A, allowing Arete to bridge the gap between technical potential and commercial outcomes for both companies and investors.

Arete's approach is highly hands-on and partnership-driven, with a focus on disciplined capital allocation, systematic operational improvement and rigorous risk management. Drawing on experience gained across multiple commodity cycles, Arete has developed a repeatable framework for optimising mine plans, lifting productivity and unit margins, and prioritising near-term, high-return capital projects that can materially enhance net present value and extend mine life. By combining technical depth with strategic oversight and an owner-operator mindset, Arete aims to unlock latent value in complex mining assets and position its partner companies to become resilient, mid-tier producers capable of generating sustainable free cash flow and long-term shareholder returns.

On behalf of the Board of Directors,
Walter Berukoff,
President, Chairman of the Board

Contact Information
Email: info@liononemetals.com
Phone: 1-855-805-1250 (tollfree North America)

Website: www.liononemetals.com

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