

Thesis Gold Announces Strategic Investment by AngloGold Ashanti and Participation by Centerra Gold for C\$44M

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[Thesis Gold Inc.](#) ("Thesis" or the "Company") (TSXV: TAU) (WKN: A3EP87) (OTCQX: THSGF) is pleased to announce the Company and [AngloGold Ashanti plc](#) ("AngloGold Ashanti") have entered into a subscription agreement (the "Subscription") whereby AngloGold Ashanti will acquire 5% of the issued and outstanding common shares of the Company ("Common Shares").

Dr. Ewan Webster, President & CEO commented, "We are very pleased to welcome AngloGold Ashanti as a strategic investor in Thesis. Their investment is a strong validation of the quality and scale of the Lawyers-Ranch Project and the disciplined work our team has completed to date. AngloGold Ashanti's global operating experience, technical depth, and long-term approach to building high-quality mining districts create meaningful opportunities for collaboration as we continue to advance, de-risk, and unlock the full potential of the project."

Pursuant to the Subscription, AngloGold Ashanti has agreed to purchase, by way of private placement, 13,858,883 Common Shares at a price of \$2.79 per Common Share for gross proceeds of \$38,666,284. The issue price represents the volume weighted average price of the Common Shares as traded on the TSX Venture Exchange (the "TSXV") on February 18, 2026.

In connection with closing of the Subscription, Thesis and AngloGold Ashanti will enter into an investor rights agreement, whereby, subject to certain conditions, the Company will grant AngloGold Ashanti certain financing and other participation rights to enable AngloGold Ashanti to maintain its shareholding interest in the Company, as well as technical committee appointment rights and other customary investor rights.

Pursuant to an investor rights agreement between the Company and [Centerra Gold Inc.](#) ("Centerra") dated April 28, 2025, Centerra has certain investor rights, including the right to participate in financings to maintain its pro rata ownership in the Company. Centerra has informed the Company that it intends to fully exercise this right and subscribe for additional Common Shares in connection with this private placement and will acquire 2,059,730 Common Shares at a price of \$2.79 per Common Share for gross proceeds of \$5,746,647 such that its percentage ownership will be 9.9% of the outstanding Common Shares at closing (the "Centerra Subscription").

Proceeds from the Subscription and from the Centerra Subscription will be used for working capital and general corporate purposes, including work related to the technical studies currently underway at the Lawyers-Ranch gold-silver Project. The Company anticipates the Subscription and the Centerra Subscription will close on or around February 26, 2026, subject to satisfying customary closing conditions.

Gross proceeds from the issuance of Common Shares to AngloGold Ashanti and Centerra will be approximately \$44,412,931. All figures in this release are presented in CAD unless otherwise stated.

All Common Shares issued pursuant to the Subscription and the Centerra Subscription will be subject to a statutory hold period of four months and one day from the date of closing in accordance with applicable Canadian securities legislation. Closing of the Subscription and Centerra's subscription for Common Shares are subject to certain conditions including, but not limited to, receipt of approval of the TSXV. No commissions or finders fees will be paid in connection with the Subscription and the Centerra Subscription.

On behalf of the Board of Directors,
Thesis Gold Inc.,

"Ewan Webster"

Ewan Webster Ph.D., P. Geo.
President, CEO, and Director

About Thesis Gold Inc.

Thesis Gold Inc. is a precious metals development company focused on unlocking the full potential of its 100%-owned Lawyers-Ranch Gold/Silver Project, located in British Columbia's prolific Toodoggone Mining District. The recently published Prefeasibility Study outlines robust project economics, including a 54.4% after-tax IRR and an after-tax NPV5% of C\$2.37 billion (at US\$2,900/oz Au and US\$35/oz Ag), underscoring the Project's strong value-creation potential. The Company has commenced the Environmental Assessment Process and plans to initiate a Feasibility Study in 2026 to further advance and de-risk the Project. Through these milestones, Thesis Gold is working to elevate the Lawyers-Ranch Project to the forefront of global precious metals development.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture 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 from the Subscription, intended closing date of the Subscription, and the execution of the investor rights agreement and the terms with respect thereto as well as the subscription for Common Shares by Centerra and TSXV approval. 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", "scheduled", "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 materially 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. Risk factors that could materially affect such forward-looking information include that the Subscription may not close when anticipated or at all, risk relating to obtaining approval of the TSX Venture Exchange, and commodity price volatility and the impact on the Company. Other factors which could materially affect such forward-looking information are described in the risk factors in the Company's most recent annual management's discussion and analysis, which is available on the Company's profile on SEDAR+ at www.sedarplus.ca. The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws.

Contact

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