

Helius Minerals Announces Conditional Approval for the Acquisition of the Serra Pelada Gold - PGM Project

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[Helius Minerals Ltd.](#) ("Helius" or the "Company") (TSXV: HHH) is pleased to announce that it has received conditional approval from the TSX Venture Exchange (the "TSXV") (the "Conditional Approval") with respect to closing of the acquisition (the "Acquisition") to acquire all of the issued and outstanding quotas of the Brazilian subsidiaries of [Colossus Minerals Inc.](#) ("Colossus"), being Colossus Mineração Ltda. ("Colossus Brazil") and Mineração Fazenda Monte Belo Ltda. ("MFM" together with Colossus Brazil, the "Target Companies"), along with all intercorporate loans owed by the Target Companies to Colossus (the "Purchased Interests"), pursuant to the Exclusivity, Share Option and Acquisition Agreement dated March 3, 2025 (the "Option Agreement"), as amended (the "Definitive Agreement"). Colossus Brazil holds a 75% interest in Serra Pelada - Companhia de Desenvolvimento Mineral ("SPCDM"), which holds all right, title and interest in and to the mining rights, concessions and other assets comprising the Serra Pelada Gold - PGM project in Pará State, Brazil (the "Serra Pelada Project").

Having cleared this regulatory hurdle with the TSXV, Helius is on track to proceed to exercise the option granted to it pursuant to the Definitive Agreement (the "Option Exercise") and move forward with closing the Acquisition (the "Transaction Closing").

Subscription Receipts Escrow Release

Concurrent with the Option Exercise, the Company intends to meet the other conditions required to have funds released from escrow related to the brokered private placement offering of 12,481,850 subscription receipts of the Company (each, a "Subscription Receipt") at a price per Subscription Receipt of \$3.00 for aggregate gross proceeds of \$37,445,550 (the "Offering"), which Offering was completed on February 5, 2026.

The Company continues to advance all workstreams necessary to complete the Option Exercise and Transaction Closing, including filings with the TSXV, ongoing liability resolution negotiations, and compliance with the conditions established by the Agência Nacional de Mineração for the Serra Pelada Mining Concession. The Company will provide further updates as material milestones are achieved.

About Helius Minerals Limited

Helius is a mineral exploration company focused on the identification and development of high-quality mineral assets across the Americas, with an emphasis on South American jurisdictions.

On behalf of the Board of Directors,

Helius Minerals Limited

Christian Grainger (PhD, AIG)
President and CEO

Website: www.heliusminerals.com

Neither 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 NOTE REGARDING FORWARD-LOOKING STATEMENTS: This news release may contain forward-looking information within the meaning of applicable securities laws ("forward-looking statements"). Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by the words "expects," "plans," "anticipates," "believes," "intends," "estimates," "projects," "potential" and similar expressions, or that events or conditions "will," "would," "may," "could" or "should" occur. These forward-looking statements include, but are not limited to, statements regarding the Option Exercise, Transaction Closing and release from escrow with respect to the Subscription Receipt funds. These forward-looking statements are subject to a variety of risks and uncertainties which could cause actual events or results to differ materially from those reflected in the forward-looking statements, including, without limitation: the uncertainties inherent to current and future legal challenges that face the Serra Pelada Project and Colossus and its subsidiaries; controls, regulations, and political or economic developments in Brazil; changes in national and local government legislation in Canada and Brazil; the lack of certainty with respect to foreign legal systems, which may not be immune from the influence of political pressure, corruption or other factors that are inconsistent with the rule of law; the speculative nature of mineral exploration and development, including the risks of obtaining and maintaining the validity and enforceability of the necessary licenses and permits and complying with the permitting requirements of Brazil; fluctuations in the international currency markets and in the rates of exchange of the currencies of Canada, the United States and Brazil; significant capital requirements; risks related to fluctuations in metal prices; uncertainties related to raising sufficient financing to fund exploration work in a timely manner and on acceptable terms; changes in planned work resulting from weather, logistical, technical or other factors; the possibility that results of work will not fulfil expectations and realize the perceived potential of the Serra Pelada Project; risk of accidents, equipment breakdowns and labour disputes or other unanticipated difficulties or interruptions; the possibility of cost overruns or unanticipated expenses in conducting work programs; the risk of environmental contamination or damage resulting from Helius' operations; the risk that the aggregate amount required to resolve the outstanding liabilities associated with the Serra Pelada Project, the Target Companies and SPCDM is not materially lower than, and may exceed, the aggregate reference value disclosed in this news release; the risk that the Company's assessment of liabilities, which is based exclusively on publicly available court records and information accessible without formal representation of the Target Companies, does not capture all material liabilities, including non-litigated contractual liabilities, contingent claims not yet filed, latent or unidentified claims, claims not identifiable through judicial databases, and claims that may emerge or be reactivated after the reference date or after closing of the acquisition of the Purchased Interests; the risk of creditors requesting a judicial appraisal of the mining operation to prepare for a future public auction or forced sale of the Serra Pelada Project or other assets; the risk that financial, procedural or factual elements of identified proceedings (including tax liabilities that depend on data not publicly available without formal representation) are incomplete, outdated or inaccurate, and that recorded values differ from actual enforceable amounts; and other risks and uncertainties. Any forward-looking statement speaks only as of the date it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking statement, whether as a result of new information, future events or results or otherwise.

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