



THESIS GOLD ANNOUNCES C\$20 MILLION BOUGHT DEAL PRIVATE PLACEMENT

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VANCOUVER, BRITISH COLUMBIA, June 12, 2025 – Thesis Gold (“Thesis” or the “Company”) (TSXV: TAU | WKN: A3EP87 | OTCQX: THSGF) is pleased to announce that the Company has entered into an agreement with Scotia Capital Inc. (“Scotiabank”) acting as sole bookrunner, which together with Clarus Securities Inc. (“Clarus”) acting as co-lead underwriter, on behalf of a syndicate of underwriters (collectively, with Scotiabank and Clarus, the “Underwriters”) in connection with an underwritten offering of approximately C\$20 million (the “Offering”).

The Offering will consist of (i) 5,770,000 common shares of the Company to be 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) 5,890,000 common shares of the Company to be issued as “flow-through shares” with respect to “Canadian exploration expenses” (each within the meaning of the 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\$8,511,050 and (iii) 1,930,000 common shares of the Company to be 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”). The Company has also granted the Underwriters an option, exercisable, in whole or in part, at any time until and including 30 days following the closing of the Offering, to purchase up to an additional 15% of the Offering, in any combination of the Flow-Through Shares, at the respective offering prices, to cover over-allotments, if any, and for market stabilization purposes.

As per the Company’s press release April 22, 2025, Centerra Gold Inc. (“Centerra”) has certain investor rights including the right to participate in financings to enable Centerra to maintain its shareholding interest in the Company. Centerra has informed the Company it intends to participate in the Offering in line with such rights.

All securities issued pursuant to the Offering will be subject to a four-month hold period in accordance with the policies of the TSX Venture Exchange (“TSXV”) and applicable securities laws. The Company does not expect that the Offering will result in the creation of any new control person of the Company. The Offering is subject to approval by the TSXV.

In consideration of the services rendered by the Underwriters in connection with the Offering, the Company has agreed to pay to the Underwriters on closing of the Offering (the “Closing”) a cash commission equal to 6% of the gross proceeds from the Offering, to be paid from the Company’s existing cash reserves.

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 will 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 on or before December 31, 2025.

The Offering is scheduled to close on or before July 3, 2025, and is subject to certain conditions. The securities to be issued under this Offering will be offered by way of private placement exemptions in all the provinces of Canada and other jurisdictions as may be agreed between the Company and the Underwriters.

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 (PEA) highlights robust project economics, including a 35.2% after-tax IRR and an after-tax NPV5% of C\$1.28 billion, demonstrating the potential for significant value creation. The Company's 2025 roadmap includes a robust exploration and drill 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.

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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 in respect of the Offering, participation of Centerra in the Offering, anticipated closing date 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", "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. 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.