

Fuerte Announces \$15,000,000 Private Placement of Flow-Through Common Shares

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VANCOUVER, BC, Dec. 2, 2025 /CNW/ - Fuerte Metals Corporation (TSXV: FMT) (OTCQB: FUEMF) ("**Fuerte**" or the "**Company**") is pleased to announce that it has entered into an agreement with Stifel Nicolaus Canada Inc. ("**Stifel Canada**") and BMO Nesbitt Burns ("**BMO**"), to act as co-lead agents and joint bookrunners on their own behalf and on behalf of a syndicate of agents including National Bank Financial Inc., Desjardins Capital Markets and Ventum Financial Corp. (collectively, the "**Agents**") in connection with a "best efforts" private placement offering by the Company of securities for aggregate proceeds of up to C\$15,000,000 (the "**Offering**"). The Offering will consist of:

1. up to 952,380 flow-through common shares of the Company, each of which will qualify as a "flow-through share" (within the meaning of *Income Tax Act* (Canada) (the "**FT Shares**")) at a price of \$5.25 per FT Share for aggregate gross proceeds of \$5,000,000; and
2. up to 1,655,620 special flow-through common shares of the Company, each of which will qualify as a "flow-through share" (within the meaning of the *Income Tax Act* (Canada) (the "**Special FT Shares**")) at a price of \$6.04 per Special FT Share for aggregate gross proceeds of \$10,000,000.

The FT Shares and the Special FT Shares are collectively referred to as the Offered Securities.

The Company has granted the Agents an option to sell additional FT Shares of up to an additional 15% of the aggregate amount of the Offered Securities (the "**Over-Allotment Option**"), on the same terms and conditions. The Over-Allotment Option will be exercisable, in whole or in part, at any time up until 48 hours prior to the closing of the Offering.

The Offering is expected to close on or about December 18, 2025, and is subject to certain conditions including, but not limited to, the receipt of all necessary approvals including the approval of the TSX Venture Exchange (the "**Exchange**") and the relevant securities regulatory authorities. The Offered Securities will be subject to a hold period of four months and one day from the closing of the Offering.

The Company agrees and covenants that it will use an amount equal to the gross proceeds received by the Company from the sale of the Offered Securities, pursuant to the provisions in the Income Tax Act (Canada) (the "**Tax Act**"), to incur eligible "Canadian exploration expenses" as defined in s. 66.1(6) of the Tax Act that qualify as "flow-through mining expenditures" as defined in subsection 127(9) of the Tax Act (the "**Qualifying Expenditures**") related to the Company's Coffee Gold Project, on or before December 31, 2026 (or such other period as may be permissible under applicable tax legislation), and to renounce all the Qualifying Expenditures in favour of the subscribers of the Offered Securities effective December 31, 2025.

In the event the Company is unable to renounce Qualifying Expenditures effective on or prior to December 31, 2025 for each Offered Security purchased in an aggregate amount not less than the gross proceeds of the sale of such Offered Security and/or the Qualifying Expenditures are reduced by the Canada Revenue Agency, the Company will indemnify the subscriber for the additional taxes payable by such subscriber as a result of the Company's failure to renounce the Qualifying Expenditures as agreed or as a result of the reduction.

The securities described herein have not been, and will not be, registered under the United States

Securities Act of 1933, as amended (the "**1933 Act**") or any state securities laws and may not be offered or sold within the United States or to, or for account or benefit of, U.S. Persons (as defined in Regulation S under the 1933 Act) unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration requirements is available.

The Coffee Gold Project

Coffee hosts 3.0 million ounces of open-pit heap-leach Measured and Indicated resource and an Inferred Resource of 0.8 million ounces. Coffee is located approximately 130 km south of Dawson in Canada's Yukon Territory. The project is on a clear path to complete permitting and has strong financial and technical partners who have the vision to advance the project to safety-focused production and build the next great Canadian gold producer. We respectfully acknowledge that protection of the water and lands around the Coffee Creek and mine project areas is of high importance to First Nations. Through cooperation, transparency, and respect, we pledge to continue to build on relationships with Tr'ondëk Hwëch'in, White River First Nation, Selkirk First Nation, and the First Nation of Na-Cho Nyäk Dun on whose Traditional Territories exploration and mining activities will be carried out.

Details of the Coffee Gold Project can be found in the Company's press release of September 15, 2025, and in the technical report titled "NI 43-101 Technical Report for the 2025 Mineral Resource Estimate Update on the Coffee Gold Project, Yukon, Canada" with an effective date of August 21, 2025 and prepared by Messrs. Alan J. San Martin, P.Eng and Charley Murahwi, P.Geo from Micon International Limited (the "**Coffee Technical Report**"). The Coffee Technical Report is available on the Company's website at www.fuertemetals.com and on SEDAR+ at www.sedarplus.ca.

About Fuerte Metals Corporation

Fuerte Metals is a Canadian exploration and development company focused on advancing high-potential base and precious metals projects across the Americas. Our flagship asset is the 100%-owned Coffee Project in the Yukon, Canada — a high-quality gold project advancing through the final stages of permitting, engineering, and resource expansion drilling in preparation for a construction decision. In addition to Coffee, Fuerte holds a portfolio of copper and gold assets, including the Placeton–Caballo Muerto Project in Chile and the Cristina and Yecora Projects in Mexico, offering additional growth and exploration upside. At Fuerte, we are committed to building value through disciplined project development, responsible stewardship of the land, a safety-focused culture, and creating long-term returns for shareholders.

Cautionary Note Regarding Forward-Looking Statements

The information contained herein contains "forward-looking information" within the meaning of applicable Canadian securities legislation. "Forward-looking information" includes, but is not limited to, statements with respect to the activities, events or developments that the Company expects or anticipates will or may occur in the future, including, without limitation, statements with respect to, the completion of the Offering; the expected gross proceeds of the Offering; the use of proceeds from the Offering; the anticipated date for closing of the Offering; the receipt of all necessary regulatory and other approvals, including approval of the Exchange; the expected incurrence by the Company of eligible Canadian exploration expenses that will qualify as flow-through mining expenditures; and the renunciation by the Company of the Canadian exploration expenses (on a pro rata basis) to each subscriber by no later than December 31, 2025. Generally, but not always, forward-looking information can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or the negative connotation thereof 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" or the negative connotation thereof.

Such forward-looking information is based on numerous assumptions, including among others, that the results of planned exploration activities are as anticipated, the price of gold, the anticipated cost of planned exploration activities, that general business and economic conditions will not change in a material adverse manner, that financing will be available if and when needed and on reasonable terms, that third party contractors, equipment and supplies and governmental and other approvals required to conduct the Company's planned exploration activities will be available on reasonable terms and in a timely manner. Although the assumptions made by the Company in providing forward-looking information are considered reasonable by management at the time, there can be no assurance that such assumptions will prove to be accurate.

Forward-looking information and statements also involve known and unknown risks and uncertainties and other factors, which may cause actual events or results in future periods to differ materially from any projections of future events or results expressed or implied by such forward-looking information or statements, including, among others: negative operating cash flow and dependence on third party financing, uncertainty of additional financing, no known mineral reserves, the limited operating history of the Company, the influence of a large shareholder, aboriginal title and consultation issues, reliance on key management and other personnel, actual results of exploration activities being different than anticipated, changes in exploration programs based upon results, availability of third party contractors, availability of equipment and supplies, failure of equipment to operate as anticipated; accidents, effects of weather and other natural phenomena and other risks associated with the mineral exploration industry, environmental risks, changes in laws and regulations, community relations and delays in obtaining governmental or other approvals and the risk factors with respect to the Company set out in the Company's filings with the Canadian securities regulators and available under Fuerte's profile on SEDAR+ at www.sedarplus.ca.

Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in the forward-looking information or implied by 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 forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated, estimated or intended. Accordingly, readers should not place undue reliance on forward-looking statements or information. The Company undertakes no obligation to update or reissue forward-looking information as a result of new information or events except as required by applicable securities laws.

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 release.

SOURCE Fuerte Metals Corporation

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