



EMERITA RESOURCES ANNOUNCES C\$15 MILLION PRIVATE PLACEMENT

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Toronto, Ontario (August 13, 2025) – Emerita Resources Corp. (TSX-V: EMO) (OTCQB: EMOTF) (FSE:LLJA) ("**Emerita**" or the "**Company**") is pleased to announce it has entered into an engagement letter with Clarus Securities Inc. ("**Clarus**") whereby Clarus and Velocity Trade Canada will act as co-lead agents on behalf of a syndicate of agents (collectively, the "**Agents**") pursuant to which the Agents will, on a "best-efforts" agency basis, offer up to 14,285,800 units of the Company (each a "**Unit**"), at a price per Unit of \$1.05, for aggregate gross proceeds of up to \$15,000,090 (the "**Offering**").

Eric Sprott, one of Emerita's largest shareholders, has agreed to participate in the Offering with a lead order of \$5 million.

Each Unit shall consist of one common share of the Company (each a "**Share**") and one-half of one common share purchase warrant (each whole warrant, a "**Warrant**"). Each Warrant shall entitle the holder to purchase one Share at a price of \$1.30 for a period of 24 months following the Closing Date.

The Units will be offered through the listed issuer financing exemption under Part 5A of National Instrument 45-106 – *Prospectus Exemptions* (the "**Listed Issuer Financing Exemption**"). Because the Offering is being completed pursuant to the Listed Issuer Financing Exemption, the securities issued in the Offering will not be subject to a statutory hold period pursuant to applicable Canadian securities laws.

The net proceeds of the Offering will be used by the Company to continue the exploration and development work on its Spanish mineral properties as well as general corporate and working capital purposes.

The Offering is scheduled to close on or about August 26, 2025 (the "**Closing Date**") 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.

There is an offering document prepared in the form prescribed by Form 45-106F19 related to the Offering (the "**Offering Document**") that can be accessed under the Company's profile at www.sedarplus.ca and on the Company's website at www.emeritaresources.com. Prospective investors should read the Offering Document before making an investment decision.

The securities being offered have not, nor will they be registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons absent U.S.



registration or an applicable exemption from the U.S. registration requirements. This release does not constitute an offer for sale of securities in the United States.

About Emerita Resources Corp.

Emerita is a natural resource company engaged in the acquisition, exploration, and development of mineral properties in Europe, with a primary focus on exploring in Spain. The Company's corporate office and technical team are based in Sevilla, Spain with an administrative office in Toronto, Canada.

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Cautionary Note 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 Offering, the use of proceeds of the Offering and the Company's future plans. 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 information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of Emerita, as the case may be, to be materially different from those expressed or implied by such forward-looking information, including but not limited to: general business, economic, competitive, geopolitical and social uncertainties; the actual results of current exploration activities; risks associated with operation in foreign jurisdictions; ability to successfully integrate the purchased properties; foreign operations risks; and other risks inherent in the mining industry. Although Emerita 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. Emerita does not undertake to update any forward-looking information, except in accordance with applicable securities laws.

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 RELEASE