



EMERITA CONFIRMS RECEIPT OF UNSOLICITED OFFER LETTER FROM DENARIUS METALS

Toronto, Ontario – April 13, 2026 – Emerita Resources Corp. (“**Emerita**” or the “**Company**”) (**TSXV: EMO**) (**OTCQX: EMOTF**) (**FSE: LLJA**) confirms that it has received an unsolicited offer letter from Denarius Metals Corp. (“**Denarius**”) to acquire all of the issued and outstanding common shares of Emerita (the “**Shares**”) at a 15% premium to market based on Emerita’s closing price on April 10, 2026, with consideration structured entirely in common shares of Denarius (the “**Offer Letter**”).

Denarius has not outlined any other terms or conditions in its Offer Letter and has simply indicated it welcomes the opportunity to discuss it with Emerita and intends to publicly disclose its offer, which it has now done. Denarius’ press release refers to the Offer Letter as a proposal and provides that it is subject to negotiation and execution of a mutually acceptable definitive agreement and the satisfaction of customary conditions.

The Board of Directors of Emerita (the “**Board**”), in consultation with its advisors, will review the Offer Letter and determine the course of action that is in the best interests of Emerita and its shareholders. No action is required by Emerita shareholders at this time.

Emerita cautions its shareholders and potential investors that the Offer Letter is non-binding and there can be no certainty that Denarius’ offer or any other strategic transaction will be pursued by Emerita, supported by the Board or ultimately completed.

The Board will provide an update to Emerita shareholders regarding its consideration of the Offer Letter in due course and otherwise intends to provide updates if and when necessary, in accordance with applicable securities laws.

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, the Offer Letter and any review and response thereto, the engagement of advisers 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 operating 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.

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