



EMERITA FORMS SPECIAL COMMITTEE, ENGAGES CANACCORD GENUITY AND CONFIRMS RECEIPT OF A SECOND UNSOLICITED OFFER LETTER FROM DENARIUS METALS

Toronto, Ontario – April 24, 2026 – Emerita Resources Corp. (“**Emerita**” or the “**Company**”) (TSXV: **EMO**) (OTCQX: **EMOTF**) (FSE: **LLJA**) has formed a special committee comprised of independent directors (the “**M&A Committee**”) in response to the unsolicited offer letter received from Denarius Metals Corp. (“**Denarius**”) on April 10, 2026 (the “**First Offer Letter**”) to acquire all of the issued and outstanding common shares of Emerita (please see the Company’s press releases dated April 13, 2026 and April 21, 2026). The M&A Committee will consider and evaluate strategies to maximize shareholder value, including pursuing one or more strategic transactions and continuing to execute on the Company’s existing business plan. Emerita has engaged Canaccord Genuity Corp. (“**Canaccord Genuity**”) as financial advisor to the Company.

Emerita confirms that on April 23, 2026 it received a second unsolicited offer letter from Denarius to acquire all of the issued and outstanding common shares of Emerita (the “**Shares**”) at \$0.45 per Share, with consideration structured entirely in common shares of Denarius (the “**Second Offer Letter**”).

As referenced in the First Offer Letter and in their press releases, Denarius characterizes the latest offer as a proposal and states that Denarius anticipates a transaction between Emerita and Denarius would be completed by way of a court-approved plan of arrangement, or a similar type of appropriate corporate transaction, which would be subject to mutually agreeable terms and conditions to be set out in a definitive agreement as well as all required Court, regulatory and shareholder approvals. Denarius has not outlined any other terms or conditions in its Second Offer Letter.

The Board of Directors of Emerita (the “**Board**”), in consultation with Canaccord Genuity and its other advisors, will review the Second 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 there can be no certainty that Denarius’ offer or any other strategic transaction will be pursued by Emerita, supported by the M&A Committee or the Board or ultimately completed.

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 Second Offer Letter, any other offer from Denarius, and any review and response thereto, the engagement of advisers, including Canaccord Genuity Corp. 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.

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.