



NEWS RELEASE

CENTENARIO ANNOUNCES CLOSING OF \$1.2 MILLION INITIAL TRANCHE OF UNIT FINANCING

February 9, 2025, Vancouver, British Columbia – Centenario Gold Corp. (TSXV: CTG) (“Centenario” or the “Company”) is pleased to announce that, further to its news release dated October 14, 2025, and December 18, 2025, the Company has closed the first tranche of its previously announced \$1,500,000 non-brokered private placement (the “Offering”), issuing units (each, a “Unit”) of the Company for aggregate gross proceeds of \$1,189,500 (the “First Tranche”).

In connection with the closing of the First Tranche, the Company issued an aggregate of 11,895,000 Units at a price of \$0.10 per Unit. Each unit consisted of one common share (each, a “Share”) and one-half non-transferable share purchase warrant (each, a “Warrant”), with each Warrant being exercisable to purchase one additional Share at a price of \$0.15 for 24 months from the date of issuance.

The Company may pay finders’ fees to eligible finders, in accordance with applicable securities laws and the policies of the TSX Venture Exchange (“TSXV”). The Initial Tranche is subject to the final approval of the TSXV, and all securities issued under the Initial Tranche will be subject to a statutory hold period expiring four months and one day from the date of closing.

The Company paid cash finder’s fees in the aggregate of \$72,800 and issued an aggregate of 728,000 warrants (each, a “Broker Warrant”) to eligible finders as to \$35,600 cash fees and 356,000 Broker Warrants to Canaccord Genuity, \$20,000 cash fees and 200,000 Broker Warrants to Ventum Financial, \$12,000 cash fees and 120,000 Broker Warrants to Research Capital, \$4,000 cash fees and 40,000 Broker Warrants to Haywood Securities and \$1,200 cash fees and 12,000 Broker Warrants to Raymond James. Each Broker Warrant is exercisable to purchase one Share at a price of \$0.15 and/or \$0.10 for 24 months from closing of the First Tranche.

The Company intends to use the net proceeds from the First Tranche for general working capital purposes and for exploration and evaluation of its recently acquired Los Reyes copper gold project located in Chihuahua Mexico, (see news release dated January 5, 2026) as well as activities on potential new resource projects. The Company cautions that, although previous disclosure contemplated that proceeds of the Offering could fund obligations relating to the Company’s Cabot Project option agreement dated December 18, 2025, no proceeds from the First Tranche will be applied toward the Cabot acquisition unless and until Centenario receives all requisite TSXV approvals.

The Company intends to close a second and final tranche of the Offering following receipt of TSXV approval for the Cabot Project option, with the proceeds of such second tranche intended to be used in connection with the Company’s previously announced Cabot Project option (see news release December 18, 2025) as well as for general working capital purposes and additional resource project acquisitions. Any proposed acquisitions of the Company, including the Cabot acquisition, remain subject to the prior review and approval of the TSXV.





Amendment to Cabot Option Agreement

The Company is also pleased to announce that it has amended the terms of its previously announced option agreement with PNL Ventures Limited (“PNL”), amending certain provisions of the option agreement dated December 18, 2025 relating to the Company’s proposed acquisition of the Cabot Project (the “**Option Agreement**”). Under the terms of the amendment, no issuance of Shares issuable under the Option Agreement (each, an “**Option Share**”) shall be made to the extent that, after giving effect to such issuance, PNL, any of the individuals listed as receiving Option Shares therein, or any of their respective affiliates would beneficially own, directly or indirectly, greater than 9.99% of the Company’s issued and outstanding Shares, unless and until a Form 2A – *Personal Information Form* or Form 2C1 – *Declaration* has been filed with and cleared by the TSXV.

None of the securities sold in connection with the First Tranche or the Offering have been or will be registered under the United States Securities Act of 1933, as amended, and no such securities may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

About Centenario Gold Corp.:

Centenario Gold Corp. is a mineral exploration company incorporated in British Columbia and headquartered in Vancouver, Canada. The Company is focused on the acquisition, exploration, and development of high-potential mineral projects in the Americas, with a primary emphasis on gold, copper and silver.

The Company is committed to responsible exploration and development, working closely with local communities and stakeholders. Centenario’s management team brings extensive experience in mineral exploration, project development, and capital markets.

Centenario Gold Corp. is listed on the TSX Venture Exchange and continues to evaluate new opportunities to expand its portfolio in both Mexico and Canada and deliver value to shareholders.

On behalf of the Board of Directors,

“Douglas Fulcher”

President, CEO, Director

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Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Caution Regarding Forward Looking Statements:

This news release contains “forward-looking statements” and “forward-looking information” (collectively, “forward-looking statements”) within the meaning of applicable securities legislation. Forward-looking statements are typically identified by words such as “believes”, “expects”, “anticipates”, “intends”, “estimates”, “plans”, “may”, “should”, “would”, “will”, “potential”, “scheduled”, or variations of such words and phrases, or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved. All statements in this news release that are not purely historical are forward-looking statements and include, without limitation, statements regarding the Company’s plans, expectations, and objectives for the Cabot Project and its approval by the TSXV; the Los Reyes copper gold project; the anticipated use of proceeds from the Initial Tranche, the closing of the second and final tranche of the Offering; and other future events or developments. Forward-looking statements are based on the reasonable assumptions, estimates, expectations, analyses and opinions of management made in light of its experience and perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date such statements are made. Material assumptions include, but are not limited to: the ability to obtain necessary regulatory approvals; the availability of financing and personnel; the accuracy of historical information and technical data; and that market fundamentals will support the business and exploration plans of the Company. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to differ materially from those anticipated in such statements. These risks and uncertainties include, but are not limited to: risks related to mineral exploration and development; the possibility that future exploration results will not be consistent with the Company’s expectations; risks related to the ability to obtain necessary regulatory approvals; changes in commodity prices and market conditions; risks related to operating in foreign jurisdictions; environmental and permitting risks; and other risks described in the Company’s public disclosure documents filed on SEDAR+ at www.sedarplus.ca. Additional factors that may affect future results include general economic, market or business conditions, changes in financial markets, inflationary pressures, fluctuations in interest rates, ongoing labour shortages, and geopolitical events such as the conflicts in Ukraine and Palestine. The Company cautions that the impacts of these factors are currently difficult to predict and may materially affect the Company’s operating performance, financial position, and future prospects. Readers are cautioned not to place undue reliance on forward-looking statements. The Company does not undertake to update any forward-looking statements, except as required by applicable law.

