

National Instrument 62-103

Form 62-103F1

REQUIRED DISCLOSURE UNDER THE EARLY WARNING REQUIREMENTS

Item 1 - Security and Reporting Issuer

- 1.1 **State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.**

Oreterra Metals Corp. (the “**Issuer**” or “**Oreterra**”)
200 – 3310 South Service Road
Burlington, ON
Canada L7N 3M6

- 1.2 **State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.**

Not applicable. The reduction in the interest of the Acquiror (as defined below) and the Joint Actors (as defined below) in the Issuer was a result of the increase in the issued and outstanding capital of the Issuer.

Item 2 - Identity of the Acquiror

- 2.1 **State the name and address of the acquiror.**

Anastasios (Tom) Drivas (the “**Acquiror**”)
17 Didrickson Drive
Toronto, ON M2P 1J7

- 2.2 **State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.**

The Acquirer filed the original report required under National Instrument 62-103 (the “**Original Report**”) on July 17, 2025. On February 27, 2026 the Issuer closed the first tranche in a private placement resulting in the issuance of 19,794,332 common shares and warrants, (the “**First Closing**”) including the issuance of 690,000 shares and warrants to the Acquiror and Joint Actors (the “**690,000 Shares and Warrants**”) and increasing issued and outstanding capital of the Issuer to 52,600,328 common shares. On March 4, 2026 the issuer closed the final tranche in the private placement resulting in the issuance of 877,221 common shares and warrants, (the “**Second Closing**” and collectively with the First Closing, the “**Private Placement**”), further increasing issued and outstanding capital of the Issuer to 53,477,549 common shares. As a result of the Private Placement, the expiry of 833,333 warrants held by the Acquirer and the Joint Actors, and the expiry of 800,000 stock options held by the Acquiror, the ownership interest of the Acquirer and the Joint Actors decreased from 11.56% on a non-diluted basis to 7.54%, and from 12.05% on a partially diluted basis to 8.72% on a partially diluted basis, assuming the exercise of the warrants held by the Acquirer and the Joint Actors.

A copy of the press release issued on behalf of the Acquiror on March 5, 2026 is attached hereto as Schedule "A".

2.3 State the names of any joint actors.

2019284 Ontario Inc., 1000118205 Ontario Inc., Alpha Delta Gas Inc., and Canada Enerco Corp. (collectively, the "**Joint Actors**")

Item 3 - Interest in Securities of the Reporting Issuer

3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file the report and the change in the acquiror's securityholding percentage in the class of securities.

See Item 2.2 above.

3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file the report.

The requirement to file this report was triggered by the increase of the issued and outstanding capital of the Issuer to 53,477,549, by the issuance of the 20,671,553 common shares as a result of the Private Placement, including the 690,000 Shares and Warrants.

See Item 2.2 for details.

3.3 If the transaction involved a securities lending arrangement, state that fact.

Not applicable.

3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

The Acquiror and the Joint Actors hold 4,034,228 Common Shares of the Issuer representing 7.54% of the issued and outstanding Common Shares of the Issuer after the Private Placement. The Acquiror and Joint Actors hold 690,000 warrants of the Issuer exercisable at \$0.60 until February 27, 2026. The Acquiror and Joint Actors previously held 833,333 warrants which have since all expired and 800,000 stock options which have also since expired. Immediately prior to the Private Placement the Acquirer and Joint Actors held 3,344,228 Common Shares and no convertible securities, representing approximately 10.19% of the issued and outstanding Common Shares on a non-diluted and partially diluted basis.

3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which

(a) the acquiror, either alone or together with any joint actors, has ownership and control,

The Acquiror and the Joint Actors own 4,034,228 Common Shares and 690,000 Warrants of the Issuer (after giving effect to the Private Placement).

- (b) **the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and**

Not applicable

- (c) **the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

Not applicable.

- 3.6 **If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.**

Not applicable.

- 3.7 **If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.**

Not applicable.

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

- 3.8 **If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.**

Not applicable.

Item 4 Consideration Paid

- 4.1 **State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

\$345,000 was paid in consideration for the acquisition of 690,000 Units of the Issuer, with each Unit containing one Common Share and one share purchase warrant.

- 4.2 **In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.**

\$345,000

4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.

Not applicable.

Item 5 - Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;**
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;**
- (e) a material change in the present capitalization or dividend policy of the reporting issuer;**
- (f) a material change in the reporting issuer's business or corporate structure;**
- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;**
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;**
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;**
- (j) a solicitation of proxies from securityholders;**
- (k) an action similar to any of those enumerated above.**

The Acquiror and Joint Actors have advised that the 690,000 Shares and Warrants were acquired for investment purposes and that they have no present intention to either increase or decrease their holdings in the Company. Notwithstanding the foregoing, they have advised that they may increase or decrease their beneficial ownership, control or direction over common shares of the Company through market transactions, private agreements, other treasury issuances or otherwise.

Item 6 - Agreements, Arrangements, Commitments Or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Not applicable.

Item 7 – Change In Material Fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

Not applicable.

Item 8 – Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable.

Item 9 – Certification

Certificate

The undersigned Acquiror certifies to the best of its knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Date: March 5, 2026.

/s/ Tom Drivas

Name: Anastasios (Tom) Drivas

SCHEDULE “A”

NEWS RELEASE**Oreterra Announces Closing of Final Tranche of \$9.7 Million
Oversubscribed and Upsized Non-Brokered Private Placement**

**NOT FOR DISSEMINATION, DISTRIBUTION, RELEASE, OR PUBLICATION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES
OR FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES**

Toronto, Ontario – March 5, 2026 – Oreterra Metals Corp. (“Oreterra” or the “Company”) (TSXV: OTMC) (OTCID: OTMCF or RMIOD, FSE: D4RO, WKN: A421RQ) is pleased to announce that, further to its press releases of February 10, 2026, February 12, 2026, February 18, 2026, February 19, 2026 and March 2, 2026, it has closed the second and final tranche of its oversubscribed and upsized non-brokered private placement with the placement of 154,444 hard-dollar units (“**HD Units**”) of the Company at a price of \$0.45 per HD Unit for gross proceeds of \$69,500 and the placement of 660,000 flow-through units (“**FT Units**”) at a price of \$0.50 per FT Unit for gross proceeds of \$330,000 (collectively, the “**Final Closing**”). Combined with the first closing of \$9.3M, gross proceeds from the placement totaled \$9.7M.

Offering Details:

The non-brokered private placement was upsized multiple times to \$9,684,000 through the issuance of a combination of \$5,500,000 in hard-dollar units (“**HD Units**”) of the Company at a price of \$0.45 per HD Unit and \$4,184,000 in flow-through units (“**FT Units**”) at a price of \$0.50 per FT Unit (collectively, the “**Offering**”).

Each HD Unit, priced at \$0.45, comprised one (1) common share of the Company and one (1) common share purchase warrant (each a “**HD Warrant**”). Each HD Warrant entitles the holder to acquire one additional common share of the Company at an exercise price of \$0.60 per share for three years following the closing of the Offering.

Each FT Unit, priced at \$0.50, comprised one (1) flow-through share of the Company (each a “**FT Share**”) and one (1) common share purchase warrant (each an “**FT Warrant**”). Each FT Warrant entitles the holder to acquire one additional common share of the Company at an exercise price of \$0.60 per share for three years following the closing of the Offering.

Final Closing Details:

The Company paid one eligible finder a cash commission of \$6,900 and issued 13,800 broker warrants (each a “**Broker Warrant**”). Each Broker Warrant entitles the holder thereof to acquire one additional common share of the Company at an exercise price of \$0.60 per share for three years following the closing of the Offering.

Canaccord Genuity Corp. acted as financial advisor to the Company and received 62,777 HD Units as compensation for its \$28,250 advisory fee (inclusive of HST).

All securities issued under the Final Closing are subject to a hold period expiring on July 5, 2026.

The securities described herein have not been offered or sold within the United States. This press release does not constitute an offer to sell or a solicitation to buy any securities in any jurisdiction.

The FT Shares qualify as “flow-through shares” within the meaning of subsection 66(15) of the *Income Tax Act* (Canada) (the “**Tax Act**”). An amount equal to the proceeds received from the issuance of the FT Shares will be used to incur eligible resource exploration expenses which will qualify as (i) “Canadian exploration expenses” (as defined in the Tax Act), and (ii) as “flow-through critical mineral mining expenditures” (as defined in subsection 127(9) of the Tax Act) (collectively, the “**Qualifying Expenditures**”).

Expenditures in an aggregate amount not less than the proceeds raised from the issue of the FT Shares will be incurred (or deemed to be incurred) by the Company on or before December 31, 2027 and will be renounced by the Company to the purchasers of the FT Shares with an effective date no later than December 31, 2026. The net proceeds from the issuance of HD Units will be primarily used for exploration activities at the Company’s Trek property, as well as for general working capital purposes.

Early Warning Disclosure Regarding Anastasios Drivas

Anastasios Drivas (“**Tom Drivas**”) previously filed an early warning report with respect to the securities of Oreterra on July 16, 2025. As a result of an increase in the issued and outstanding capital of Oreterra pursuant to the Offering, including the acquisition by Tom Drivas and affiliates of 690,000 FT Units (the “**690,000 FT Units**”) pursuant to the Offering and the expiry of 833,333 warrants and 800,000 stock options held by Tom Drivas, the direct and indirect interest of Tom Drivas in Oreterra has been reduced to approximately 7.54% of the issued and outstanding common shares of Oreterra on a non-diluted basis and 8.72% on a partially diluted basis, assuming the exercise of the warrants held directly or indirectly by Tom Drivas. Therefore, Tom Drivas is no longer required to file an early warning report under National Instrument 62-103.

Tom Drivas has advised that the 690,000 FT Units were acquired for investment purposes and that he has no present intention to either increase or decrease his direct or indirect holdings in the Company. Notwithstanding the foregoing, he has advised that he may increase or decrease his beneficial ownership, control or direction over common shares of the Company through market transactions, private agreements, other treasury issuances or otherwise.

This news release is issued pursuant to National Instrument 62-103 – The Early Warning System and related Take-Over Bid and Insider Reporting Issues of the Canadian Securities Administrators, which also requires an early warning report to be filed with the applicable securities regulators containing additional information with respect to the foregoing matters. A copy of this early warning report in respect of this transaction will be available on Oreterra’s issuer profile on SEDAR+ at www.sedarplus.ca.

Adoption of the 2025 Stock Option Plan

At the Annual General and Special Meeting of Shareholders of the Company held on January 16, 2026, the Shareholders adopted the new 2025 Stock Option Plan (the “**2025 SOP**”). The 2025 SOP was appended to the Company’s Management Information Circular (the “**Information Circular**”) dated November 28, 2025 as Schedule “C”, a copy of which Information Circular was filed on sedarplus.com on December 10, 2025. All changes to the 2017 Stock Option Plan made pursuant to the 2025 SOP are set out in a black-lined version of the 2025 SOP appended as Schedule “D” to the Information Circular. The Company wishes to bring to the attention of shareholders the following amendments to the 2017 Stock Option Plan resulting from the adoption of the 2025 SOP. The 2025 SOP requires that the Company obtain disinterested shareholder approval of any decrease in the exercise price of or extensions to any stock options granted to individuals that are insiders at the time of the proposed amendment. In addition, the 2025 SOP clarifies the fact that any option that has an expiry date that occurs within ten (10) Business Days from the end of a Blackout Period shall not be extended and shall expire if unexercised by the original expiry date.

In addition, the amendments to the 2025 SOP provide that both the Company and any Optionee that is an Employee or Consultant are responsible for ensuring that such Optionee is a bona fide Employee or Consultant of the Company and that any adjustments to options, other than pursuant to a stock split or consolidation, are subject to prior acceptance by the TSX Venture Exchange. Other minor clarifications with respect to the 10% limit applicable to Insiders and limits on options granted to persons providing investor relations services in the event of an acceleration of the Expiry Date are reflected in the 2025 SOP.

About Oreterra Metals Corp.

Oreterra Metals Corp. commenced trading on February 2, 2026, under the new ticker OTMC, following a months-long effort to restructure the former Romios Gold Resources Inc.. Management took on the task because it believes the Company’s wholly-owned Trek South porphyry copper-gold prospect represents, based upon the impressive results of the spectrum of geosciences applied to the target area to date, among the finest new targets of its kind in BC’s Golden Triangle. The Company recently released (news, January 22, 2026) a National Instrument 43-101 Technical Report for the Trek property which recommends two initial phases of drilling at Trek South, for execution in the approaching 2026 field season. A copy of the Technical Report is available on the Company’s website at www.oreterra.com, and on the Company’s SEDAR+ issuer profile at www.sedarplus.com.

Additional wholly-owned Company property interests include two former producers in Nevada: the Kinkaid claims in the Walker Lane trend covering numerous shallow Au-Ag-Cu workings over what is believed to be one or more porphyry centres (source: J.Biczok, P.Geo, June 2025, *Kinkaid Gold-Copper-Silver Project*, www.oreterra.com), and the Scossa mine property in the Sleeper trend which is a former high-grade gold producer (source: J.Biczok, P.Geo, July 2025, *Scossa Historic Gold Mine Property*, www.oreterra.com). The Company also holds a 100% interest in the large Lundmark-Akow Lake Au-Cu property adjacent to the northwest of the Musselwhite Mine in northwestern Ontario, where drilling by the Company has produced highly encouraging, broad VMS-style Au-Cu intersections.

For further information visit www.oreterra.com or contact:

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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.

Cautionary Statement Regarding Forward-Looking Information

This news release includes certain “forward-looking statements” which are not comprised of historical facts. Forward-looking statements include estimates and statements that describe the Company’s future plans, objectives or goals, including words to the effect that the Company or management expects a stated condition or result to occur. Forward-looking statements may be identified by such terms as “believes”, “anticipates”, “expects”, “estimates”, “may”, “could”, “would”, “will”, or “plan”. Since forward-looking statements are based on assumptions and address future events and conditions, by their very nature they involve inherent risks and

uncertainties. Although these statements are based on information currently available to the Company, the Company provides no assurance that actual results will meet management's expectations. Risks, uncertainties and other factors involved with forward-looking information could cause actual events, results, performance, prospects and opportunities to differ materially from those expressed or implied by such forward-looking information. Factors that could cause actual results to differ materially from such forward-looking information include, but are not limited to failure to identify mineral resources, delays in obtaining or failures to obtain required governmental, environmental or other project approvals, political risks, inability to fulfill the duty to accommodate First Nations, uncertainties relating to the availability and costs of financing needed in the future, changes in equity markets, inflation, changes in exchange rates, fluctuations in commodity prices, delays in the development of projects, capital and operating costs varying significantly from estimates and the other risks involved in the mineral exploration and development industry, and those risks set out in the Company's public documents filed on SEDAR. Although the Company believes that the assumptions and factors used in preparing the forward-looking information in this news release are reasonable, undue reliance should not be placed on such information, which only applies as of the date of this news release, and no assurance can be given that such events will occur in the disclosed time frames or at all. The Company disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, other than as required by law.