
MATACHEWAN CONSOLIDATED MINES, LIMITED
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MATACHEWAN ANNOUNCES SPECIAL DISTRIBUTION

January 7, 2026

TORONTO, ONTARIO – Matachewan Consolidated Mines, Limited (“**Matachewan**” or the “**Company**”) (TSX-V:MCM.A-X) today announced that the Board of Directors of the Company (the “**Board**”) has declared a special one-time distribution of cash (the “**Cash Distribution**”) and a special one-time distribution of common shares of Taranis Resources Inc. (“**Taranis Shares**”) that are held by the Company (the “**Share Distribution**”, and, collectively with the Cash Distribution, the “**Distributions**”) to its shareholders (the “**Shareholders**”) of record at the close of business on January 14, 2026 (the “**Record Date**”). The Distributions will be made on January 22, 2026 (the “**Distribution Date**”).

After careful consideration of the potential alternatives, the Board determined that it is in the best interest of the Company for it to make the Distributions.

Cash Distribution

The Company will distribute an aggregate of \$5,530,000 pursuant to the Cash Distribution which will amount to approximately \$0.4053 per common share of the Company (a “**Company Share**”) held. A portion of the Cash Distribution in the amount of \$2,800,000 (or \$0.2052 per Common Share) will constitute a return of capital to the Shareholders, with the remainder in the amount of \$2,730,000 (or \$0.2000 per Common Share) (the “**Cash Dividend**”) to be treated as a dividend. On October 1, 2025, the Shareholders approved a special resolution authorizing a reduction of the stated capital account maintained in respect of the Company Shares by an amount equal to \$2,800,000 to enable the Company to make such return of capital in cash to the Shareholders.

Each of the Cash Dividend and the Share Distribution is designated as an “eligible dividend” for Canadian income tax purposes.

Taranis Resources Inc. Share Distribution and Securities Lending Arrangement

The Company will distribute an aggregate of 10,615,348 Taranis Shares to the Shareholders pursuant to the Share Distribution, which will amount to approximately 0.7780 Taranis Shares per Company Share held. In order to facilitate the Share Distribution, the Company has entered into a share lending and pledge agreement (the “**Share Lending Agreement**”) dated January 7, 2026 with an arm’s length party (the “**Lender**”) pursuant to which the Company has borrowed 1,488,996 Taranis Shares (the “**Borrowed Taranis Shares**”). The Share Lending Agreement provides the Company the flexibility to divest any Taranis Shares it may receive in the future pursuant to distributions made by other companies in which the Company is a shareholder without having to make another distribution of Taranis Shares to the Shareholders. Pursuant to the Share Lending Agreement, the Company must

return the Borrowed Taranis Shares (or identical securities) to the Lender on or before the earlier of (i) 14 days following the date on which the Company receives securities of Taranis pursuant to a dividend in-kind by a company in which the Company holds common shares and (ii) March 31, 2026. The Company shall pay to the Lender a fee in the amount of \$5,000 in connection with the Securities Lending Agreement.

“Due Bill” Trading

The Distributions will be completed in accordance with the applicable “due bill” trading procedures of the TSX Venture Exchange. The Company Shares will be traded in accordance with the “due bill” procedures from the Record Date, being January 14, 2026 (inclusive), until the close of trading on the Distribution Date, being January 22, 2026 (inclusive) (the “**Due Bills Period**”). Any trades executed on the TSX Venture Exchange during the Due Bills Period will be identified to ensure that purchasers of Company Shares receive entitlement to the Distributions, whereby the sellers of the Company Shares during the Due Bills Period will also sell their entitlement to the Distributions to the respective purchasers of such Company Shares. The Company Shares will commence trading on an “ex-distribution” basis without an attached “Due Bill” entitlement to the Distributions from the opening of trading on the day following the Distribution Date, being January 23, 2026, which is the applicable redemption date for the “Due Bills”.

Early Warning

As a result of the Company borrowing 1,488,996 Taranis Shares pursuant to the Share Lending Agreement, the Company will hold an aggregate of 10,615,348 Taranis Shares and warrants exercisable to acquire 560,606 Taranis Shares, which constitute 10.36% and 10.91% of the issued and outstanding Taranis Shares on an undiluted basis and partially diluted basis, respectfully. Prior to the Share Lending Agreement, the Company held 9,126,352 Taranis Shares and warrants exercisable to acquire 560,606 Taranis Shares, which constitute 8.91% and 9.46% of the issued and outstanding Taranis Shares on an undiluted basis and partially diluted basis, respectfully. The Company’s acquisition of the Taranis Shares pursuant to the Share Lending Agreement was completed to facilitate the Share Distribution as set out above. The Company has no intention of acquiring additional Taranis Shares, except as may be required in order to meet its obligations to return the Borrowed Taranis Shares under the Share Lending Agreement.

This disclosure is issued pursuant to Multilateral Instrument 62-104 – *Take-Over Bids and Issuer Bids* and National Instrument 62-103 – *The Early Warning System and Related Take-Over Bid and Insider Reporting Issues*, which also require a report to be filed with regulatory authorities in each of the jurisdictions containing additional information with respect to the foregoing matters (the “**Early Warning Report**”). A copy of the Early Warning Report will appear with the Taranis Resources Inc.’s documents on the SEDAR+ website at www.sedarplus.com. Taranis Resources Inc. is located at 681 Conifer Lane, Estes Park, Colorado, USA.

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Matachewan Consolidated Mines, Limited

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 news release.

Certain statements in this news release constitute “forward-looking information” within the meaning of applicable Canadian securities legislation. Forward-looking information contained in forward-looking statements can be identified by the use of words such as “are expected”, “is forecast”, “is targeted”, “approximately”, “plans”, “anticipates”, “projects”, “continue”, “estimate”, “believe” 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. This news release contains forward-looking information regarding the effects of such transactions or the ability of the Company to successfully achieve business objectives, including the effects of unexpected costs, liabilities or delays, whether the Distributions are completed, and the repayment under the Share Lending Agreement. Forward-looking information involves a number of known and unknown risks and uncertainties, which, if incorrect, may cause actual results to differ materially from those anticipated by the Company. Although the Company believes that the expectations reflected in such forward-looking statements are based upon reasonable assumptions, and that information obtained from third party sources is reliable, the Company can give no assurance that those expectations will prove to have been correct. Accordingly, readers should not place undue reliance on forward-looking information.

For additional information with respect to these and other factors and assumptions underlying the forward-looking information made in this news release, see the Company’s most recent management’s discussion and analysis, as well as other public disclosure documents that can be accessed under the issuer profile of “Matachewan Consolidated Mines, Limited” on SEDAR+ at www.sedarplus.com. The forward-looking information set forth herein reflects the Company’s reasonable expectations as at the date of this news release and is subject to change after such date. 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. The forward-looking information contained in this news release is expressly qualified by this cautionary statement.