

DENARIUS METALS ANNOUNCES INCREASED PROPOSAL TO ACQUIRE EMERITA RESOURCES CORP.

- **Increased all share proposal** to acquire Emerita Resources at **CA\$0.45 per share**, implying an approximate **73% premium** to Emerita's closing price on April 10, 2026.
- **Compelling and certain value proposition** for Emerita shareholders compared to a standalone development trajectory.
- **Strategic combination** of adjacent Iberian Pyrite Belt assets with existing production, infrastructure, and operating expertise.

TORONTO, April 21, 2026 /CNW/ - Denarius Metals Corp. (Cboe CA: DMET) (OTCQX: DNRSF) ("**Denarius Metals**" or the "**Company**") announced today that it is increasing its previous proposal to acquire all of the issued and outstanding common shares of Emerita Resources Corp. ("**Emerita**") to CA\$0.45 per Emerita share under an all-share transaction, representing an approximate 73% premium to Emerita's closing share price on the TSX Venture Exchange on April 10, 2026 (the "**Proposal**"). Denarius Metals is ready to engage promptly with Emerita's board and management to finalize terms and believes Emerita shareholders deserve the opportunity to evaluate the increased Proposal without undue delay. Denarius Metals encourages Emerita shareholders to carefully consider the increased Proposal in light of current market conditions, recent events, and the significant premium being offered relative to Emerita's recent trading levels.

INTENTION TO MAKE A PREMIUM OFFER FOR EMERITA

The increased Proposal values Emerita at approximately CA\$133.48 million based on its current issued and outstanding common shares, implying a **roughly 73% premium** to the closing price of Emerita's shares on the TSX Venture Exchange on April 10, 2026, following the application for enforcement proceedings issued by the Ontario Securities Commission (the "**Enforcement Proceeding**"). As of yesterday's close, this offer would result in Denarius Metals issuing approximately 150 million shares at an estimated exchange rate of 0.506 Denarius Metals' share for each Emerita share issued and outstanding as of that date.

Serafino Iacono, Executive Chairman of Denarius Metals, stated "*This increased Proposal reflects our conviction in the quality of Emerita's assets and the compelling strategic fit with Denarius Metals' existing Spanish operations. We believe this is a full and fair offer that delivers immediate value to Emerita shareholders, particularly at a time when clarity, certainty, and experienced operators matter most. Our team has demonstrated the ability to advance projects into production, and we are prepared to engage constructively to complete a transaction that benefits all stakeholders.*"

COMPELLING CASE FOR A COMBINED COMPANY

The Company has the financial and operational capacity to complete the transaction. Denarius Metals believes the increased Proposal offers Emerita shareholders a compelling and certain path to value relative to a standalone development trajectory. The combined company would benefit from Denarius Metals' existing production profile, infrastructure, and regional operating expertise in Spain, while accelerating the development timeline of Emerita's Iberian Pyrite Belt projects.

Denarius Metals operates four projects across Colombia and Spain, including the Zancudo gold.silver project in Colombia, which is now in production, and the Aguablanca nickel.copper, Lomero polymetallic, and Toral zinc.lead.silver projects in Spain. Two of these projects, Aguablanca and Lomero, are located near IBW, Emerita's principal project.

The Proposal is subject to the negotiation and execution of a mutually acceptable definitive agreement and the satisfaction of customary conditions, including the receipt of all necessary regulatory and shareholder approvals. There can be no assurance that the Proposal will result in a completed transaction. However, Denarius Metals remains ready to engage constructively with Emerita's board and management to expeditiously progress toward a definitive agreement in the best interests of both companies' shareholders.

About Denarius Metals

Denarius Metals is a Canadian junior company engaged in the acquisition, exploration, development and eventual operation of precious metals and polymetallic mining projects in high-grade districts in Colombia and Spain. Denarius Metals is listed on Cboe Canada where it trades under the symbol "DMET". The Company also trades on the OTCQX Market in the United States under the symbol "DNRSF".

In Colombia, Denarius Metals is producing gold and silver in an "early production" phase at its 100%-owned Zancudo Project while it completes construction of a 1,000 tonnes per day processing plant that is expected to start producing high-grade gold-silver concentrates by the third quarter of 2026. The Zancudo Project is a high-grade gold-silver deposit, which includes the historic producing Independencia mine, and is located in the Cauca Belt, about 30 km southwest of Medellin.

In Spain, Denarius Metals has interests in three projects focused on in-demand critical minerals. The Company owns a 21.8% interest in Rio Narcea Recursos, S.L. and is the operator of its Aguablanca Project, which has been recognized by the EU as a Strategic Project. The Aguablanca Project comprises a turnkey 5,000 tonnes per day processing plant and the rights to exploit the historic producing Aguablanca nickel-copper mine, located in Monesterio, Extremadura. Denarius Metals also owns a 100% interest in the Lomero Project, a polymetallic deposit located on the Spanish side of the prolific copper rich Iberian Pyrite Belt, approximately 88 km southwest of the Aguablanca Project, and a 100% interest in the Toral Project, a high-grade zinc-lead-silver deposit located in the Leon Province, Northern Spain.

Additional information on Denarius Metals can be found on its website at www.denariusmetals.com and by reviewing its profile on SEDAR+ at www.sedarplus.ca.

Cautionary Statement on Forward-Looking Information

This news release contains "forward-looking information", which may include, but is not limited to, statements with respect to anticipated business plans or strategies, including statements with respect to the Proposal and the anticipated benefits of such transaction and the strategic rationale for the Proposal. Often, but not always, forward-looking statements can be identified by the use of words such as "plans",

"expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or variations (including negative 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 statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Denarius Metals to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such risks and uncertainties include, but are not limited to, the risk that discussions between Denarius Metals and Emerita do not result in a definitive agreement or that the proposed transaction is not completed on the terms currently contemplated or at all. Factors that could cause actual results to differ materially from those anticipated in these forward-looking statements are described under the caption "Risk Factors" in the Company's Annual Information Form dated March 31, 2026 which is available for view on SEDAR+ at www.sedarplus.ca. Forward-looking statements contained herein are made as of the date of this press release and Denarius Metals disclaims, other than as required by law, any obligation to update any forward-looking statements whether as a result of new information, results, future events, circumstances, or if management's estimates or opinions should change, or otherwise. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, the reader is cautioned not to place undue reliance on forward-looking statements.

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