



Capella Minerals - Shares for Debt, Note and Annual Meeting

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VANCOUVER, BC, Dec. 31, 2025 /CNW/ - **Capella Minerals Ltd** (TSXV: CMIL) (FRA: N7D2) (the "Company") wishes to announce and to clarify further its October 8, 2025 release, wherein in an effort to conserve capital the Company has settled an aggregate of \$262,607 in debt with the issuance of 4,376,784 shares (the "Shares").

The Shares have been issued to insiders of the Company for outstanding management and non-executive director fees (an aggregate 3,381,484 shares, covering periods from November 30, 2022 to August 31, 2025) and in partial payment of promissory note (995,300 shares). In accordance with regulatory and securities law the shares are being issued with a four month plus 1 day hold period trading restriction expiring on April 30, 2026.

The share issuance to insiders and the entry into a Promissory Note (as detailed below) is considered to be a "related party transaction" as defined under Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("MI 61- 101"). The transaction is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101, as neither the fair market value of the securities being issued nor the consideration being paid exceeds 25% of the Company's market capitalization.

Promissory Note - The Company wishes to announce that it had previously entered into a convertible promissory note with a non-executive director of the Company on October 13, 2023 for USD \$150,000 bearing interest at 8% per annum (the "Previous Note"). The Company has paid an aggregate USD \$42,400 in interest and principal. The Company did not receive Exchange approval to the Previous Note but no securities were issued in relation to the convertibility of the Previous Note. The loan proceeds were used for general administrative purposes.

The Company has replaced the Previous Note in its entirety with a new Promissory Note for USD \$133,177 (inclusive of principal and interest) bearing interest at 8% per annum (the "Note"). The Note, held by a director of the Company, is unsecured, is not convertible into securities of the Company without Exchange approval and matures on August 31, 2026. The Company intends on retiring the Note after securing new projects and/or securing additional funding. There are no bonus securities or other compensation payable in relation to the Note.

Annual Meeting – The Company has rescheduled its annual general and special meeting of shareholders to January 30, 2026; due to the holiday season, registered shareholders not receiving the management prepared meeting materials in a timely manner are invited to view meeting materials on the Company's website www.capellaminerals.com when published; and contact the Company directly at info@capellaminerals.com to receive individual information to access online voting.

On Behalf of the Board of Capella Minerals Ltd.

"Eric Roth"

Eric Roth, Ph.D., FAusIMM
President & CEO

About Capella Minerals Ltd

Capella is a Canadian exploration and development company with a focus on generating gold-copper projects globally.

For additional information you are cordially invited to visit the Capella Minerals Ltd website at www.capellaminerals.com, or to contact Karen Davies, VP Communication and Corporate Development, at Tel: +1.604.314.2662

Cautionary Notes and Forward-looking Statements

This news release contains forward-looking information within the meaning of applicable securities legislation. Forward-looking information is typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate and similar expressions, or are those, which, by their nature, refer to future events. Such statements include, without limitation, statements regarding the future results of operations, performance and achievements of Capella, including the timing, completion of and results from the exploration and drill programs described in this release. Although the Company believes that such statements are reasonable, it can give no assurances that such expectations will prove to be correct. All such forward-looking information is based on certain assumptions and analyses made by Capella in light of their experience and perception of historical trends, current conditions and expected future developments, as well as other factors management believes are appropriate in the circumstances. This information, however, is subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking information. Important factors that could cause actual results to differ from this forward-looking information include those described under the heading "Risks and Uncertainties" in Capella's most recently filed MD&A. Capella does not intend, and expressly disclaims any obligation to, update or revise the forward-looking information contained in this news release, except as required by law. Readers are cautioned not to place undue reliance on forward-looking information.

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

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