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FOR IMMEDIATE RELEASE

PENTAGON I CAPITAL CORP. ENTERS INTO LETTER AGREEMENT TO COMPLETE QUALIFYING TRANSACTION WITH PROSPECTIVA RESOURCES LTD.

February 5, 2026 – *Toronto, Ontario* – Pentagon I Capital Corp. (TSXV: PNTI.P) ("**Pentagon**") is pleased to announce that it has entered into a binding letter agreement dated February 4, 2026 (the "**Agreement**") with Prospectiva Resources Ltd. ("**Prospectiva**") pursuant to which Pentagon proposes to acquire all of the issued and outstanding securities of Prospectiva in exchange for the issuance of securities of Pentagon, which will result in Prospectiva becoming a wholly-owned subsidiary of Pentagon (the "**Transaction**"). The Transaction, assuming the completion of the Private Placement (as defined below), will result in a reverse take-over of Pentagon where the existing shareholders of Prospectiva will own a majority of the outstanding common shares of Pentagon (the "**Pentagon Common Shares**") and Pentagon is anticipated to be renamed, subject to shareholder approval, to a name to be determined by Prospectiva (the "**Resulting Issuer**"). Upon completion of the Transaction, it is anticipated that the Resulting Issuer will be a mining issuer focused on exploration of the 100% owned São Francisco Copper Gold Project (the "**Project**"), located in the states of Pernambuco and Paraíba, in northeast Brazil.

Trading of the Pentagon Common Shares will be halted in accordance with the policies of the TSX Venture Exchange (the "**TSXV**") and will remain halted until such time as all required documentation in connection with the Transaction has been filed with and accepted by the TSXV and permission to resume trading has been obtained from the TSXV.

The Qualifying Transaction

Pentagon is a capital pool company and intends that the Transaction will constitute its "Qualifying Transaction" under the policies of the TSXV. The Transaction will not constitute a non-arm's length qualifying transaction or a related party transaction pursuant to the policies of the TSXV.

Pursuant to the terms and conditions of the Agreement, Pentagon and Prospectiva intend to negotiate and enter into a definitive agreement (the "**Definitive Agreement**") incorporating the principal terms of the Transaction as described in the Agreement and this press release. There is no assurance that a Definitive Agreement will be successfully negotiated or entered into. The

Agreement is expected to be superseded by the Definitive Agreement to be negotiated between the parties.

As consideration for the acquisition of all of the outstanding securities of Prospectiva, holders of issued and outstanding ordinary shares of Prospectiva ("**Prospectiva Ordinary Shares**") will receive one (1) Resulting Issuer common share (the "**Resulting Issuer Common Shares**") for each one (1) Prospectiva Ordinary Share (the "**Exchange Ratio**") on a post-Adjustment (as defined below) basis. Excluding any securities issued in connection with the Private Placement (as defined below), immediately prior to the closing of the Transaction, it is anticipated that: (i) holders of Pentagon Common Shares will hold 5,800,000 Pentagon Common Shares (subject to adjustment pursuant to the Adjustment), (ii) holders of Pentagon incentive stock options will hold 580,000 Pentagon incentive stock options (subject to adjustment pursuant to the Adjustment), (iii) holders of Pentagon warrants will hold 300,000 Pentagon warrants (subject to adjustment pursuant to the Adjustment), (iv) holders of 4,080,731 Prospectiva Ordinary Shares shall be entitled to receive 4,080,731 Resulting Issuer Common Shares pursuant to the Exchange Ratio (subject to adjustment pursuant to the Adjustment), and (v) holders of 210,000 Prospectiva incentive stock options shall be entitled to receive 210,000 incentive stock options of the Resulting Issuer pursuant to the Exchange Ratio (subject to adjustment pursuant to the Adjustment). The final structure of the Transaction is subject to the receipt of tax, corporate and securities law advice by both Pentagon and Prospectiva.

It is a condition of the Transaction for the parties to close a concurrent private placement (the "**Private Placement**") through the offering of subscription receipts ("**Subscription Receipts**") of one of the parties (or a subsidiary of Prospectiva), with such party to be determined by mutual agreement of Pentagon and Prospectiva. Immediately prior to the closing of the Transaction and assuming the other conditions applicable to the Subscription Receipts have been satisfied or waived, each Subscription Receipt shall be deemed to be exercised, without payment of any additional consideration, for an equivalent number of the issuing party's shares, with the final result to be that the subscribers to the Private Placement will own Resulting Issuer Common Shares. Further terms and conditions of the Private Placement will be announced by the parties at a later date.

Prior to the completion of the Transaction, it is anticipated that Pentagon will complete an adjustment by way of consolidation or stock split in respect of the Pentagon Common Shares, on a basis that results in the number of post-adjustment Pentagon Common Shares, when multiplied by the issue price of the Subscription Receipts, being equal to C\$800,000 (the "**Adjustment**"). All incentive stock options and warrants of Pentagon are anticipated to be adjusted in accordance with the Adjustment.

About Prospectiva Resources Ltd.

Prospectiva is a private UK company, focused on copper and gold exploration in Brazil. Prospectiva's flagship asset is the 100% owned São Francisco copper-gold project, located in the states of Pernambuco and Paraíba in northeast Brazil. The Project is comprised of 35 mineral exploration licences covering a total of 530 km². Surface copper mineralization was discovered

by a Tier-1 major mining company in 2018, with the identification of a high-grade copper rich gossan, and subsequently undertook two phases of diamond drilling for a total of approximately 5,900 metres. Shallow, high-grade near surface copper mineralization was intersected in multiple drill holes, interpreted to be associated with an east-west trending shallow plunging lens of mineralization. An Induced Polarisation (IP) geophysical survey was undertaken after the completion of the diamond drilling. The IP survey delineated a large high-chargeability anomaly, broadly coincident with the mineralization and has not yet been drill tested. The Project was acquired by Prospectiva in early 2026. Prospectiva plans to undertake a detailed ground Electromagnetic (EM) geophysical survey in early 2026, followed by a phase of diamond drilling, drill-testing any newly identified EM conductor-anomalies and the strike continuity of the mineralization to the East, with drilling expected to commence in early Q3 2026.

Insiders of the Resulting Issuer

Upon completion of the Transaction, it is anticipated that the board of directors of the Resulting Issuer will be reconstituted to consist of such directors as may be determined by Prospectiva. The senior management team of the Resulting Issuer will consist of those officers appointed by the new board of directors of the Resulting Issuer concurrent with the closing of the Transaction.

Biographical information regarding yet to be determined directors and officers will be provided in a subsequent news release.

Significant Conditions to Closing

The completion of the Transaction is subject to a number of conditions precedent, including but not limited to satisfactory due diligence review, negotiation and execution of all required transaction documentation, approval by the boards of directors of each of Pentagon and Prospectiva, approval of the shareholders of each of Pentagon and Prospectiva for all matters required in connection with the Transaction, including the Adjustment and name change, obtaining necessary third party approvals, TSXV acceptance, closing of the Private Placement for minimum aggregate gross proceeds of US\$3 million, preparation and filing of a management information circular or filing statement outlining the definitive terms of the Transaction and describing the business to be conducted by the Resulting Issuer following completion of the Transaction in accordance with the policies of the TSXV, directors and officers of Prospectiva and Pentagon entering into customary lock-up agreements in addition to any applicable TSXV escrow requirements and Prospectiva completing the acquisition of the São Francisco Project. There can be no assurance that the Transaction or the Private Placement will be completed as proposed, or at all.

The obligations of Pentagon and Prospectiva pursuant to the Agreement shall terminate in certain specified circumstances, including by mutual agreement of the parties, if the Transaction is not completed or the Agreement extended within five months of the execution of the Agreement or in the event that a condition precedent to the Transaction is not met and the party in whose favour such condition precedent exists does not waive such condition precedent.

Sponsorship

Sponsorship of a Qualifying Transaction is required by the TSXV unless a waiver from the sponsorship requirement is obtained. Pentagon intends to apply for a waiver from sponsorship for the Transaction. There is no assurance that a waiver from this requirement will be obtained.

Qualified Person

The scientific and technical information contained in this press release has been reviewed and approved by Robert Selwyn, CGeol, MGeol, FGS, a Qualified Person as defined by NI 43-101. Mr Selwyn is a non-independent consultant to Prospectiva Resources Ltd.

Additional Information

This is an initial press release. Pentagon plans to issue a comprehensive press release in accordance with TSXV Policy 2.4 – *Capital Pool Companies* (“**TSXV Policy 2.4**”) once it has entered into the Definitive Agreement to provide, among other things, selected information respecting Prospectiva, the Private Placement and the additional biographies of the anticipated directors and officers of the Resulting Issuer. The Transaction is not a “Non-Arm's Length Qualifying” Transaction (as such term is defined in TSXV Policy 2.4). Additional information with respect to Prospectiva and the Transaction will be included in Pentagon’s management information circular or filing statement to be filed in connection with the Transaction, which will be available under Pentagon’s SEDAR+ profile at www.sedarplus.ca.

About Pentagon I Capital Corp.

Pentagon is a capital pool company created pursuant to the policies of the TSXV. It does not own any assets, other than cash or cash equivalents and its rights under the Agreement. The principal business of Pentagon is to identify and evaluate opportunities for the acquisition of an interest in assets or businesses and, once identified and evaluated, to negotiate an acquisition or participation subject to acceptance by the TSXV so as to complete a Qualifying Transaction in accordance with the policies of the TSXV.

Forward-Looking Statements Disclaimer

Certain information in this press release may contain forward-looking statements. This information is based on current expectations that are subject to significant risks and uncertainties that are difficult to predict. Actual results might differ materially from results suggested in any forward-looking statements. Pentagon assumes no obligation to update the forward-looking statements, or to update the reasons why actual results could differ from those reflected in the forward looking-statements unless and until required by securities laws applicable to Pentagon. Additional information identifying risks and uncertainties is contained in filings by Pentagon with the Canadian securities regulators, which filings are available at www.sedarplus.ca.

Completion of the Transaction is subject to a number of conditions, including but not limited to, TSXV acceptance and, if applicable pursuant to TSXV requirements, majority of the minority

shareholder approval. Where applicable, the Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the filing statement or management information circular to be prepared in connection with the Transaction, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.

The Pentagon Common Shares will remain halted until such time as permission to resume trading has been obtained from the TSXV. Pentagon is a reporting issuer in Alberta, British Columbia, and Ontario.

For more information about Pentagon, please contact Estanislao Auriemma at [+54 911 49980623](tel:+5491149980623).

For more information about Prospectiva please contact Dan James at info@prospectiva-resources.com.

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