

NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR DISSEMINATION IN THE UNITED STATES. THIS NEWS RELEASE DOES NOT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY ANY OF THE SECURITIES IN THE UNITED STATES. THE SECURITIES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "U.S. SECURITIES ACT") OR ANY STATE SECURITIES LAWS AND MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES OR TO U.S. PERSONS UNLESS REGISTERED UNDER THE U.S. SECURITIES ACT AND APPLICABLE STATE SECURITIES LAWS OR AN EXEMPTION FROM SUCH REGISTRATION IS AVAILABLE. THIS NEWS RELEASE DOES NOT CONSTITUTE AN OFFER OR SALE OF SECURITIES IN THE UNITED STATES.

FOR IMMEDIATE RELEASE

PENTAGON I CAPITAL CORP. AND PROSPECTIVA RESOURCES LTD. ENTER INTO DEFINITIVE AGREEMENT TO COMPLETE QUALIFYING TRANSACTION AND ANNOUNCE CLOSING OF FINANCING

July 7, 2026 – *Toronto, Ontario* – Pentagon I Capital Corp. (TSXV: PNTI.P) ("**Pentagon**") and Prospectiva Resources Ltd. ("**Prospectiva**") are pleased to provide an update on their proposed business combination transaction (the "**Proposed Transaction**") as previously announced on February 5, 2026 and June 18, 2026. It is expected the Proposed Transaction will qualify as Pentagon's "Qualifying Transaction" under the policies of the TSX Venture Exchange (the "TSXV").

The Offering

Pentagon and Prospectiva are pleased to announce the successful completion of the previously announced offering of an aggregate of 4,545,041 subscription receipts (the "**Subscription Receipts**") of Prospectiva Canada Finco Inc. ("**Finco**"), a wholly owned subsidiary of Prospectiva, at a price of \$0.81 per Subscription Receipt for aggregate gross proceeds of \$3,681,483. The Offering (as defined below) was comprised of the sale of 2,895,900 Subscription Receipts for gross proceeds of \$2,345,679 pursuant to a brokered private placement (the "**Brokered Offering**") led by Paradigm Capital Inc. as sole agent and bookrunner (the "**Agent**") and the sale of 1,649,141 Subscription Receipts for gross proceeds of \$1,335,804.21 pursuant to a non-brokered private placement (the "**Non-Brokered Offering**") and together with the Brokered Offering, the "**Offering**").

Each Subscription Receipt represents the right of a holder to receive, upon satisfaction or waiver of the Escrow Release Conditions (as defined below), without payment of additional consideration, one common share of Finco (a "**Finco Share**") and one Finco common share purchase warrant (a "**Finco Warrant**"), in accordance with the terms and conditions of a subscription receipt agreement dated July 7, 2026 (the "**Subscription Receipt Agreement**") entered into among Pentagon, Prospectiva, Finco, the Agent and Marrelli Trust Company Limited (the "**Subscription Receipt Agent**"). Pursuant to the terms of the Proposed Transaction, the

Offering and the Subscription Receipt Agreement, each Finco Share issued upon conversion of the Subscription Receipts will be exchanged for one common share (a “**Resulting Issuer Share**”) of Pentagon after completion of the Proposed Transaction (the “**Resulting Issuer**”) and each Finco Warrant issued upon conversion of the Subscription Receipts will be exchanged for one common share purchase warrant of the Resulting Issuer (a “**Resulting Issuer Warrant**”). Each Resulting Issuer Warrant will be exercisable by the holder thereof for one Resulting Issuer Share (a “**Resulting Issuer Warrant Share**”) at an exercise price of C\$1.13 per Resulting Issuer Warrant Share for a period of twenty-four months following the date of issuance, subject to adjustments in certain events.

The gross proceeds from the sale of the Subscription Receipts (the “**Escrowed Funds**”), net of 50% of the Cash Commission (as defined below) and the Agent’s expenses, have been deposited with the Subscription Receipt Agent and shall be held in escrow pending the satisfaction or waiver of the Escrow Release Conditions.

As consideration for its services, the Agent is entitled to a cash commission of \$164,197.54 (the “**Cash Commission**”) and 202,713 broker warrants of Finco (the “**Broker Warrants**”). Each Broker Warrant will be exercisable to purchase one Finco Share at a price of \$0.81 per Finco Share for a period of twenty-four (24) months from the closing date of the Brokered Offering. 50% of the Cash Commission will be held in escrow by the Subscription Receipt Agent and such Cash Commission shall be released to the Agent upon satisfaction of the Escrow Release Conditions. The Broker Warrants are expected to be exchanged for common share purchase warrants of the Resulting Issuer on a one-for-one basis upon satisfaction of the Escrow Release Conditions. Except for the foregoing, it is not expected that any finder’s fee or commission will be payable in connection with the Proposed Transaction.

The escrow release conditions for the Offering (the “**Escrow Release Conditions**”) are expected to be as follows:

- a. All conditions precedent to the closing of the Proposed Transaction as set out in the Definitive Agreement (as defined below) except for the conversion of the Subscription Receipts and the release of the Escrowed Funds from escrow shall have been satisfied or waived (to the extent that waiver is permitted);
- b. Gross proceeds of at least \$3,000,000 shall have been raised under Offering;
- c. The receipt of all required regulatory, shareholder approvals and approval from the TSXV, as applicable, for the Proposed Transaction and the Offering; and
- d. Prospectiva, Finco, Pentagon and the Agent (with respect to the Brokered Offering) having delivered a joint notice to the Subscription Receipt Agent confirming that the conditions set forth in (a) to (c) above have been satisfied or waived (to the extent such waiver is permitted).

In the event that the Escrow Release Conditions are not satisfied on or before November 4 , 2026,

or if prior to such time, Pentagon, Prospectiva or Finco advises the Agent or announces to the public that it does not intend to or will be unable to satisfy the Escrow Release Conditions or that the Proposed Transaction has been abandoned, or the Definitive Agreement is terminated in accordance with its terms, Escrowed Funds under the Brokered Offering and Non-Brokered Offering (plus any interest accrued thereon excluding interest on the escrowed Cash Commission, which will be paid to the Agent) will be returned to the holders of the Subscription Receipts on a pro-rata basis and the Subscription Receipts will be cancelled without any further action on the part of the holders. To the extent that the Escrowed Funds are not sufficient to refund the aggregate issue price paid by the holders of the Subscription Receipts, Prospectiva and Finco will be responsible and liable to contribute such amounts as are necessary to satisfy any shortfall.

The net proceeds received from the Offering are expected to be used for exploration of Prospectiva's Borborema Project located in the states of Pernambuco and Paraiba, in northeast Brazil (the "**Borborema Project**"), property payments and for general corporate and working capital purposes. The Offering is subject to the final approval of the TSXV. The Subscription Receipts will be subject to a restricted hold period under Canadian securities laws. The Resulting Issuer Shares and Resulting Issuer Warrants to be issued in exchange for the Finco Shares and the Finco Warrants following the conversion of Subscription Receipts and closing of the Proposed Transaction are not expected to be subject to a hold period under applicable Canadian securities laws.

The securities being offered pursuant to the Offering have not been, nor will they be, registered under the U.S. Securities Act and applicable state securities laws and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons absent registration or an applicable exemption from the registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any state in which such offer, solicitation or sale would be unlawful. "United States" and "U.S. person" are as defined in Regulation S under the U.S. Securities Act.

Definitive Agreement

Pentagon and Prospectiva are pleased to announce that they, along with the shareholders of Prospectiva, have entered into a definitive agreement dated July 7, 2026 (the "**Definitive Agreement**") pursuant to which Pentagon will acquire all of the issued and outstanding securities of Prospectiva in exchange for the issuance of securities of Pentagon. 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 Share for each one (1) Prospectiva Ordinary Share (the "**Exchange Ratio**") on a post-Consolidation (as defined below) basis.

The Definitive Agreement stipulates that a wholly owned subsidiary of Pentagon, incorporated in the province of Ontario by Pentagon, will amalgamate (the "**Amalgamation**") with Finco (the amalgamated company shall hereinafter be referred to as "**Amalco**"). Following the Amalgamation, Pentagon shall acquire all of the issued and outstanding Prospectiva Ordinary Shares. The result of the foregoing shall be that on completion of the Proposed Transaction,

Prospectiva and Amalco shall be wholly owned subsidiaries of the Resulting Issuer. Terra Firme Exploração Mineral Ltda., the company which owns a 100% interest in and to the Borborema Project, shall continue to be a wholly owned subsidiary of Prospectiva and shall become an indirect wholly owned subsidiary of the Resulting Issuer upon completion of the Proposed Transaction. Upon the completion of the Proposed Transaction, it is expected the Resulting Issuer will change its name to Prospectiva Resources Ltd., or such other name as Prospectiva may determine (the “**Name Change**”) and the Resulting Issuer will be a mining issuer focused on exploration of the 100% owned Borborema Project.

Excluding any securities issued in connection with the Offering, it is expected that immediately prior to the closing of the Proposed Transaction and after giving effect to the proposed consolidation of the Pentagon common shares (the “**Pentagon Shares**”) on the basis of one post-consolidation Pentagon common share for every 5.87 pre-consolidation Pentagon Shares (the “**Consolidation**”), it is anticipated that: (i) holders of Pentagon Shares will hold 987,654 Pentagon Shares, (ii) holders of Pentagon incentive stock options will hold 98,765 Pentagon incentive stock options, (iii) holders of Pentagon warrants will hold 51,086 Pentagon warrants, (iv) holders of 20,403,655 Prospectiva Ordinary Shares shall be entitled to receive 20,403,655 Resulting Issuer Common Shares pursuant to the Exchange Ratio, (v) holders of 1,000,000 Prospectiva incentive stock options shall be entitled to receive 1,000,000 incentive stock options of the Resulting Issuer pursuant to the Exchange Ratio, and (vi) holders of 200,215 Prospectiva warrants shall be entitled to receive 200,215 warrants of the Resulting Issuer pursuant to the Exchange Ratio.

Pursuant to the Definitive Agreement, Pentagon and Prospectiva have agreed that the Proposed Transaction is conditional upon certain conditions precedent, including, but not limited to, the completion of the Offering, the Consolidation, Name Change and the receipt of all necessary regulatory approvals.

Pentagon has sought and received shareholder approval for the Name Change and Consolidation at an annual general and special meeting of shareholders held on August 27, 2025 and will not seek nor is required to obtain securityholder approval of the Proposed Transaction in accordance with applicable securities laws. The Proposed Transaction is not a “Non-Arm’s Length Qualifying Transaction” as such term is defined in Policy 2.4 – *Capital Pool Companies* of the TSXV (the “**CPC Policy**”). No Non-Arm’s Length Party to Pentagon (as such term is defined in the CPC Policy) (a) has any direct or indirect beneficial interest in Prospectiva, or (b) is an insider of Prospectiva. There is no relationship between or among a Non-Arm’s Length Party to Pentagon and a Non-Arm’s Length Party to the Qualifying Transaction (as such terms are defined in the CPC Policy).

Completion of the transaction is subject to a number of conditions, including but not limited to, TSXV acceptance. There can be no assurance that the Proposed Transaction will be completed as proposed or at all. Investors are cautioned that, except as disclosed in the filing statement to be prepared in connection with the Proposed 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

TSXV has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.

The Resulting Issuer

The Parties expect that the Resulting Issuer following from the Proposed Transaction will carry on the existing business of Prospectiva and be a mineral exploration company focused on exploration of the Borborema Project. See “*Definitive Agreement*” above for details concerning the expected corporate structure of the Resulting Issuer upon completion of the Transaction.

Upon completion of the Proposed Transaction, it is anticipated that the board of directors of the Resulting Issuer will be reconstituted to consist of Daniel James, Jeremy Martin, Kate DaSilva and Rolf Georg Fuchs. Further, the senior management team of the Resulting Issuer is anticipated to include Jeremy Martin as Executive Chairman, Daniel James as Chief Executive Officer and Jennie Ly as Chief Financial Officer and Corporate Secretary.

Daniel James – Chief Executive Officer & Director; >10% shareholder of the Resulting Issuer

Mr. James is an exploration geologist, with over 28 years’ experience. He currently serves as CEO to Prospectiva Resources to which he was co-founder in 2025. Mr. James, over the past 15 years, has co-founded and established exploration companies, focused on the exploration and discovery of resources across North America, Europe and Africa. In his early career he established exploration operations in Ethiopia, for Stratex International, leading teams to the discovery of the Afar Epithermal gold province - a previously unreported gold area and collecting the first anomalous gold samples in the entire region. In the mid-2010s, Mr. James co-founded Medgold Resources, alongside Jeremy Martin, which was a European-focused gold explorer, and which became TSXV-listed in 2012. He held the position of President and led teams to the discovery of the Tlamino Gold Deposit in Southern Serbia. The project was subsequently optioned to Fortuna Silver Mines. Following this, he co-founded Plethora Private Equity, which is a Dutch-based exploration incubation fund. Mr. James is a fellow of the Society of Economic Geologists and a fellow of the Geological Society of London.

Jennie Ly – Chief Financial Officer & Corporate Secretary

Jennie Ly is a Chartered Professional Accountant (CPA, CA) with over 20 years of progressive experience in financial reporting, treasury management, auditing, budgeting and capital markets, primarily within publicly listed companies. She has extensive experience with compliance with IFRS and public company disclosure requirements, and has a strong track record of supporting organizations through various stages of growth. She currently serves as Financial Controller at Mountain Province Diamonds Inc., a Toronto Stock Exchange-listed company, where she is responsible for overseeing the financial reporting and treasury functions related to the Company’s 49% interest in a producing diamond mine in the Northwest Territories. Prior to her current position, Ms. Ly held a number of senior finance roles where she led core accounting and finance functions, including financial statement preparation, internal controls and budgeting.

Jeremy Martin - Executive Chairman; >10% shareholder of the Resulting Issuer

Jeremy Martin is an experienced mining executive with more than 24 years in the sector with a demonstrable track record of discovery and project development in precious and base minerals across Latin America and Europe. Mr. Martin has diverse exposure across capital markets which include; M&A, AIM and TSX IPOs and established JVs with a number of major mining companies. Funding experience covering generative exploration through to project finance has resulted in over US\$600m raised to date. He holds an MSc in Mineral Exploration from the University of Leicester and a BEng in Industrial Geology and Mining from Camborne School of Mines. He is fluent in Spanish and intermediate in Portuguese. Mr Martin is a fellow of the Geological Society of London.

Kate DaSilva – Non-Executive Director

Kate DaSilva is a corporate and strategic lawyer with 20 years of experience in the mining and natural resources sector, including the legal, commercial and financing aspects of resource project development. Ms. DaSilva previously practised at leading Canadian law firms, Stikeman Elliott and McCarthy Tétrault, where she advised on capital markets transactions, corporate governance and securities law matters for mining and resource issuers. Ms. DaSilva joins the Board of Prospectiva Resources as an Independent Non-Executive Director, bringing valuable experience in supporting emerging resource companies through exploration, financing, and public market development.

Rolf Georg Fuchs – Director

With 40+ years of professional activity, Rolf Georg Fuchs has over 20 years' experience in large corporations in the steel and mining sectors, including companies like Rio Tinto. He coordinated the areas of Public and Community Relations and Corporate Social Responsibility. Since 2001, he has worked as a consultant on social, environmental and sustainability issues, primarily within the industrial sector. He is Founder and President of Integratio, a pioneering consultancy group established in 2005 which has helped more than 200 projects in Brazil and Latin America in the mining, energy, oil & gas, and infrastructure sectors. Mr. Fuchs holds degrees in Media Sciences, Journalism and Public Relations and has undertaken in-depth studies in Sociology and Anthropology.

Trading Halt

The Pentagon Shares are currently halted from trading and are not expected to resume trading until the Proposed Transaction is completed.

Completion of the Proposed Transaction is subject to a number of conditions, including but not limited to, TSXV acceptance and the completion of the Offering. There can be no assurance that the Proposed Transaction, Brokered Offering or Non-Brokered Offering will be completed as proposed or at all.

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 Borborema Project, located in the states of Pernambuco and Paraiba in northeast Brazil. The Borborema 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 Borborema Project was acquired by Prospectiva in early 2026. Prospectiva plans to undertake a detailed ground Electromagnetic (EM) geophysical survey in 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 Q3 2026.

The following tables set out selected financial information of Prospectiva for the periods indicated therein:

	For the Period from Incorporation to March 31, 2026 (unaudited)
Total expenses	USD\$812,179
Total comprehensive loss	USD\$875,907
Total assets	USD\$4,693,995
Total liabilities	USD\$2,689,445
Total shareholders' equity	USD\$2,004,550

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

Additional information with respect to Prospectiva and the Proposed Transaction will be included in Pentagon's filing statement to be filed in connection with the Proposed 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 binding letter agreement with Prospectiva. 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, including statements regarding the terms, conditions and completion of the Proposed Transaction and the Offering (including the conversion of the Subscription Receipts), the use of net proceeds of the Offering, the exploration plans of Prospectiva, statements concerning the Proposed Transaction and the Definitive Agreement (including the completion, structure, terms and timing thereof), the expected capital structure and expected shareholders of, and the expected size of their shareholdings in, the Resulting Issuer, the expected corporate structure of the Resulting Issuer, the expected composition of the board of directors and management of the Resulting Issuer and the expectation that no Pentagon shareholder meeting is required to approve the Proposed Transaction or any other transaction or corporate action to be completed in connection therewith/ This information is based on current expectations that are subject to significant risks and uncertainties that are difficult to predict, including risks associated with obtaining required regulatory approvals for the Proposed Transaction and the Offering, the ability to complete the Offering (including the conversion of the Subscription Receipts) on the terms proposed or at all, and general economic and market conditions. 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 Proposed Transaction, and the conversion of the Subscription Receipts under the Offering are each subject to a number of conditions, including but not limited to, all necessary regulatory approvals. There can be no assurance that the Proposed Transaction, the Brokered Offering and the Non-Brokered Offering will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the filing statement to be prepared in connection with the Proposed 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 TSXV has in no way passed upon the merits of the Proposed Transaction and has neither approved nor disapproved the contents of this press release.

The Pentagon 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.