Newterra Resources Announces Non-Brokered Private Placement

Langley, British Columbia--(Newsfile Corp. - November 12, 2026) - **Newterra Resources Inc. (CSE: NT) ("Newterra Resources" or the "Company")** announces a non-brokered private placement of flow-through common shares ("**FT Shares**") and non-flow-through units ("**NFT Units**") for aggregate gross proceeds of up to $176,000 (collectively, the "**Offering**").

The FT Shares will be offered at a price of $0.16 per FT Share, for gross proceeds of up to $120,000. Each FT Share will be issued as a "*flow-through share*" within the meaning of the *Income Tax Act* (Canada) (the "**Tax Act**"). The Company intends to use the proceeds from the sale of the FT Shares to incur eligible "*Canadian exploration expenses*" that are intended to qualify as "*flow-through mining expenditures*" (as those terms are defined in the Tax Act) related to the Company's mineral properties in Ontario.

The NFT Units will be offered at a price of $0.14 per NFT Unit, for gross proceeds of up to $56,000. Each NFT Unit will be comprised of one common share of the Company and one-half of one common share purchase warrant (each whole warrant, a "**Warrant**"). Each Warrant will entitle the holder to purchase one non-flow-through common share of the Company at a price of $0.20 for one year. The Company intends to use the proceeds from the sale of the NFT Units for general working capital purposes.

The FT Shares and NFT Units will be offered to qualified investors in reliance upon exemptions from the prospectus and registration requirements of applicable securities legislation. The Company may pay finders' fees to eligible finders in connection with the Offering, subject to compliance with applicable securities laws and the policies of the Canadian Securities Exchange ("**CSE**").

All securities issued and sold under the Offering will be subject to a hold period expiring four months and one day from their date of issuance in accordance with the policies of the CSE and applicable securities laws.

Directors and officers may participate in the Offering. Participation by directors and officers will constitute a "*related party transaction*" as defined under Multilateral Instrument 61-101 ***Protection of Minority Security Holders in Special Transactions*** ("**MI 61-101**"). Such participation is expected to be exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as neither the fair market value of the securities that may be acquired by the insiders, nor the consideration for the securities that will be paid by such insiders, is expected to exceed 25% of the Company's market capitalization.

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 of America. The securities have not been and will not be registered under the United States Securities Act of 1933 (the "1933 Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons (as defined in the 1933 Act) unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration is available.

About Newterra Resources

Newterra Resources is a gold and silver exploration company led by experienced management with a track record of significant discovery. The Company holds a 100% interest in the Iron Horse Project located near Kelowna, in the Province of British Columbia. The Company also holds an optioned interest in the Ferdinand Gold project and an optioned interest in the Willans Gold Property, both of which are located in the Red Lake Mining District of NW Ontario.

On behalf of the Board of Directors
"Darren Blaney"
Darren Blaney
CEO, President and Director

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Neither the Canadian Securities Exchange nor its regulations services accept responsibility for the adequacy or accuracy of this release.

Forward-looking information

All statements included in this press release that address activities, events or developments that the Company expects, believes or anticipates will or may occur in the future are forward-looking statements. Forward-looking statements are frequently identified by such words as "may", "will", "plan", "expect", "anticipate", "estimate", "intend" and similar words referring to future events and results. Forward-looking statements are based on the current opinions and expectations of management. These forward-looking statements involve numerous assumptions made by the Company based on its experience, perception of historical trends, current conditions, expected future developments and other factors it believes are appropriate in the circumstances. In addition, these statements involve substantial known and unknown risks and uncertainties that contribute to the possibility that the predictions, forecasts, projections and other forward-looking statements will prove inaccurate, certain of which are beyond the Company's control. Actual events or results may differ materially from those projected in the forward-looking statements and the Company cautions against placing undue reliance thereon.

The Company believes that the expectations reflected in forward-looking statements included herein are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included herein should not be unduly relied upon. These statements speak only as of the date hereof. The Company does not intend, and does not assumes any obligation, to revise or update these forward-looking statements, except as required by applicable law.

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