



Thesis Gold Inc.
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Thesis Gold Inc. Completes Strategic 9.9% Investment by Centerra Gold Inc.

Vancouver, British Columbia -- (April 28, 2025) - Thesis Gold Inc. (TSXV: TAU) (WKN: A3EP87) (OTCQX: THSGF) ("**Thesis**" or the "**Company**") is pleased to announce that the Company has completed its private placement of common shares in the capital of the Company ("**Common Shares**"), as previously announced on April 22, 2025, through the issuance of 9.9% of the Company's issued and outstanding Common Shares to Centerra Gold Inc. ("**Centerra**").

Centerra has acquired, by way of private placement, 23,460,160 Common Shares at a price of \$1.03 per Common Share for gross proceeds of \$24,163,965. The proceeds from the private placement will be used for working capital and general corporate purposes, including work related to the technical studies currently underway at the Company's Lawyers-Ranch Project.

In connection with the private placement, Thesis and Centerra have entered into an investor rights agreement dated April 28, 2025 (the "**Investor Rights Agreement**"), whereby, subject to conditions, including time and ownership thresholds, the Company has granted Centerra certain financing and other participation rights to enable Centerra to maintain its shareholding interest in the Company, a board nomination right in the event that Centerra acquires 19.9% of the Company's issued and outstanding Common Shares and technical committee appointment rights, among other customary investor rights. A copy of the Investor Rights Agreement will be made available under the Company's SEDAR+ profile on www.sedarplus.ca.

No finder's fees or commissions were paid in connection with the private placement. All Common Shares issued pursuant to the private placement are subject to a statutory hold period expiring on August 29, 2025, in accordance with applicable Canadian securities legislation.

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On behalf of the Board of Directors
Thesis Gold Inc.

"Ewan Webster"

Ewan Webster Ph.D., P.Geo.
President, CEO, and Director

About Thesis Gold Inc.

Thesis Gold Inc. is a resource development company focused on unlocking the potential of its 100% owned Lawyers-Ranch Project, located in British Columbia's prolific Toadogone Mining District. The recently completed Preliminary Economic Assessment (PEA) highlights robust project economics, including a 35.2% after-tax IRR and an after-tax NPV5% of C\$1.28 billion,

demonstrating the potential for significant value creation. The Company's 2025 roadmap includes a robust exploration and drill program, delivery of a Pre-Feasibility Study on the combined Lawyers-Ranch Project, and commencement of the Environmental Impact Assessment Process. Through these strategic moves, Thesis Gold intends to elevate the Lawyers-Ranch Project to the forefront of global precious metals ventures.

For further information or investor relations inquiries, please contact:

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

Cautionary Statement Regarding Forward-Looking Information

This press release contains "forward-looking information" within the meaning of applicable Canadian securities legislation. Forward-looking information includes, without limitation, statements regarding the use of proceeds from the sale of the Common Shares to Centerra. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or 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 are necessarily based upon a number of assumptions that, while considered reasonable by management, are inherently subject to business, market, and economic risks, uncertainties, and contingencies that may cause actual results, performance, or achievements to be materially different from those expressed or implied by forward-looking statements. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated, or intended. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. Other factors which could materially affect such forward-looking information are risks respecting failure to obtain final approval from the TSX Venture Exchange, dilution respecting additional investment in the Company, that the use of proceeds may not be expended as anticipated by the Company and other risks described in the Company's filings, including in the risk factors in the Company's most recent annual management's discussion and analysis, which are available on the Company's profile on SEDAR+ at www.sedarplus.ca. The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws.