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1287405 B.C LTD. AND MONTEORO MINERALS ANNOUNCES EXECUTION OF DEFINITIVE AGREEMENT AND COMPLETION OF C$10,007,100 FINANCING

Vancouver, British Columbia - July 8, 2026 – 1287405 B.C. Ltd ("**ShellCo**") and Monteoro Minerals Ltd. ("**Monteoro**") are pleased to announce that further to their joint press release dated March 31, 2026, that they have entered into an arrangement agreement, dated June 24, 2026 (the "**Definitive Agreement**") pursuant to which ShellCo intends to acquire all of the issued and outstanding common shares of Monteoro (the "**Monteoro Shares**") by way of a statutory plan of arrangement (the "**Plan of Arrangement**") to effect a reverse take-over of Monteoro. Upon completion of the Plan of Arrangement, it is expected that Monteoro will become a wholly-owned subsidiary of ShellCo to form the resulting issuer (the "**Resulting Issuer**") and the common shares of the Resulting Issuer (the "**Resulting Issuer Shares**") will be listed on the TSX Venture Exchange (the "**TSXV**").

In connection with Plan of Arrangement, Monteoro closed its previously announced private placement of subscription receipts (the "**Subscription Receipts**"), consisting of the issuance of an aggregate of 13,342,800 Subscription Receipts at a price of C$0.75 per Subscription Receipt (the "**Issue Price**") for aggregate gross proceeds of C$10,007,100, inclusive of the partial exercise of the agents' overallotment option. The offering was comprised of a brokered private placement of 13,182,800 Subscription Receipts (the "**Brokered Offering**") and a non-brokered private placement of 160,000 Subscription Receipts (the "**Non-Brokered Offering**" and together with the Brokered Offering, the "**Offering**"). The Brokered Offering was completed in accordance with, among other things, the terms of an agency agreement dated July 7, 2026 (the "**Agency Agreement**") among Monteoro, Shellco, Haywood Securities Inc. ("**Haywood**") as lead agent and sole bookrunner, and a syndicate of agents including Research Capital Corp. (together with Haywood, the "**Agents**").

Transaction Summary

Pursuant to the terms of the Definitive Agreement and in connection with the Plan of Arrangement, it is anticipated that: (i) prior to the closing of the Plan of Arrangement, ShellCo will implement a consolidation of its outstanding common shares (the "**Consolidation**") at a consolidation ratio to be determined immediately prior to the closing of the Plan of Arrangement (the "Consolidation Ratio"); (ii) ShellCo will effect a change of its corporate name to such name as may be determined by Monteoro and approved by the shareholders of ShellCo and is acceptable to the applicable regulatory authorities, including the TSXV; and (iii) after giving effect to the Consolidation, all of the securities of Monteoro outstanding immediately prior to the closing of the Plan of Arrangement will be replaced with or exchanged for equivalent securities of the Resulting Issuer on a one for one basis, entitling the holders thereof to acquire or receive Resulting Issuer Shares in lieu of Monteoro Shares, subject to adjustment in connection with the Plan of Arrangement.

Upon completion of the Plan of Arrangement, it is expected that: (i) Resulting Issuer Shares will be listed as a Tier 2 Mining Issuer on the TSXV and trade under a symbol to be determined by Monteoro; and (ii) ShellCo will carry on the business of Monteoro, being the exploration and development of Monteoro's mineral properties located in Colombia.

Please refer to Monteoro and ShellCo's joint press release dated March 31, 2026 for additional details relating to the Plan of Arrangement.

A copy of the Definitive Agreement (subject to mutual redactions) and a material change report will be filed on SEDAR+ at www.sedarplus.ca under ShellCo's profile.

Monteoro and ShellCo are arm's length parties to each other and, accordingly, the Plan of Arrangement is not a related party transaction within the meaning of Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions.*

The Offering

In connection with Plan of Arrangement, Monteoro closed its previously announced Offering for aggregate gross proceeds of C$10,007,100, inclusive of the partial exercise of the agents' overallotment option, which Offering is

comprised of a Non-Brokered Offering of 160,000 Subscription Receipts and Brokered Offering of 13,182,800 Subscription Receipts.

The net proceeds of the Offering are expected to be used to fund: (i) the exploration and other expenses relating to Monteoro's mineral exploration properties located in Colombia; (ii) the expenses relating to the Plan of Arrangement; and (iii) the general corporate and working capital requirements of the Resulting Issuer.

The Subscription Receipts were created and issued pursuant to the terms of a subscription receipt agreement dated July 7, 2026 (the "**Subscription Receipt Agreement**") between Monteoro, Haywood, on behalf of the Agents, and Endeavor Trust Corporation (the "**Subscription Receipt Agent**"), as subscription receipt agent. Each Subscription Receipt shall be deemed to be converted, without payment of additional consideration or further action by the holder thereof and subject to adjustment, into one unit of Monteoro (each, a "**SR Unit**") immediately before the closing of the Plan of Arrangement upon the satisfaction or waiver of the Escrow Release Conditions (as specified in the Subscription Receipt Agreement) at or before November 4, 2026 (the "**Escrow Release Deadline**"). Each SR Unit will be comprised of one common share in the capital of Monteoro (a "**SR Share**") and one-half of one common share purchase warrant of Monteoro (each whole common share purchase warrant, a "**SR Warrant**"). Each SR Warrant will entitle the holder to acquire one SR Share (a "**SR Warrant Share**") at a price of C$1.00 per SR Warrant Share for a period of 36 months from the date on which a final bulletin is issued by the TSXV announcing its approval of the listing of the Resulting Issuer Shares on the TSXV (the "**Final Bulletin**").

Upon completion of the Plan of Arrangement, each SR Unit shall immediately be exchanged for one unit of the Resulting Issuer (a "**Resulting Issuer Unit**") for no additional consideration and without any further action by the holders thereof. Each Resulting Issuer Unit will consist of one Resulting Issuer Share and one-half of one common share purchase warrant of the Resulting Issuer (each whole common share purchase warrant, a "**Resulting Issuer Warrant**"). Each Resulting Issuer Warrant will entitle the holder to acquire one Resulting Issuer Share (a "**Resulting Issuer Warrant Share**") at a price of C$1.00 per Resulting Issuer Warrant Share for a period of 36 months from the date of the Final Bulletin. Monteoro and Shellco are currently aiming to close the Plan of Arrangement in the third quarter of 2026, subject to the timely satisfaction of a number of customary closing conditions (including, receipt of the conditional approval of the TSXV), all as more particularly described in Monteoro's news release dated March 30, 2026.

In consideration for their services in connection with the Brokered Offering, Monteoro has agreed to pay the Agents a cash fee (the "**Agents' Fee**") equal to 6.0% of the gross proceeds from the sale of the Subscription Receipts sold under the Brokered Offering. 50% of the Agents' Fee was paid on the closing date of the Brokered Offering and the remaining 50% of the Agents' Fee was deposited in escrow in accordance with the provisions contained in the Subscription Receipt Agreement. As additional consideration for the services of the Agents, the Agents were issued compensation options of Monteoro (the "**Compensation Options**") equal to 6.0% of the number of Subscription Receipts sold under the Brokered Offering. Each Compensation Option will entitle the holder thereof to acquire one SR Share at the Issue Price for a period of 24 months following the closing date of the Plan of Arrangement. On completion of the Plan of Arrangement, the Compensation Options will be exchanged for compensation options of the Resulting Issuer.

On closing of the Offering, the gross proceeds of the Offering, less 50% of the Agents' Fee and the Agents' estimated expenses, were deposited in escrow with the Subscription Receipt Agent pending satisfaction or waiver of the Escrow Release Conditions, in accordance with the provisions contained in the Subscription Receipt Agreement. If the Escrow Release Conditions are not satisfied at or before the Escrow Release Deadline, each of the then issued and outstanding Subscription Receipts will be cancelled and the Subscription Receipt Agent will return to each holder of Subscription Receipts an amount equal to the aggregate Issue Price of the Subscription Receipts held by such holder plus an amount equal to the holder's *pro rata* share of any interest or other income earned on the escrowed funds (less applicable withholding tax, if any). To the extent that the escrowed funds are insufficient to refund such amounts to each holder of the Subscription Receipts, Monteoro shall be liable for and will contribute such amounts as are necessary to satisfy the shortfall.

Additional Information

Further details about the Plan of Arrangement and the Resulting Issuer will also be contained in the disclosure document to be prepared and filed with the TSXV and on SEDAR+ in connection with the Plan of Arrangement. Investors are cautioned that, except as disclosed in such disclosure document, any information released or received with respect to the Plan of Arrangement may not be accurate or complete and should not be relied upon.

About Monteoro Minerals

Monteoro is a private gold exploration company, focused on advancing several initial discoveries and identified drill targets across its +1.2 million hectare land package in Colombia. Monteoro is strategically positioned with a dedicated team of seasoned explorationists, holding an extensive portfolio of top-quality Colombian exploration properties. Monteoro's flagship project, La Ruana, hosts five gold/copper porphyry centers that have been identified over a +3 km north-to-south trend, in addition to epithermal gold/silver trends in the Middle Cauca Belt of Colombia. La Ruana has seen ~12,000 m of historical drilling to date.

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1287405 B.C. Ltd.

1287405 B.C. Ltd was incorporated in the province of British Columbia on July 27, 2021. 1287405 B.C. Ltd is a reporting issuer but does not trade on a stock exchange. The principal business of 1287405 B.C. Ltd is to identify and evaluate assets or businesses with a view to potentially acquire them or an interest therein by completing a purchase transaction, by exercising of an option or by any concomitant transaction.

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Reader Advisories

Completion of the Plan of Arrangement is subject to a number of conditions, including but not limited to, TSXV acceptance. There can be no assurance that the Plan of Arrangement will be completed as proposed or at all.

The TSXV has in no way passed upon the merits of the Plan of Arrangement and has neither approved nor disapproved the contents of this news release.

This news release does not constitute an offer to sell or the solicitation of an offer to buy any securities in any jurisdiction. The securities referred to in this news release have not been, and will not be, registered under the United States Securities Act of 1933, as amended, or any state securities laws, and may not be offered or sold within the United States or to, or for the account or benefit of, any U.S. person unless they are registered under the United States Securities Act of 1933, as amended, and any applicable state securities laws, or an applicable exemption from such U.S. registration requirements is available. This news release does not constitute an offer for sale of securities, nor a solicitation for offers to buy any securities. Any public offering of securities in the United States must be made by means of a prospectus containing detailed information about the company and management, as well as financial statements.

Neither 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 news release.

Cautionary Note Regarding Forward-Looking Statements

This news release includes certain statements that may be deemed "forward-looking statements". All statements in this news release, other than statements of historical facts, that address events or developments that Shellco expects to occur, are forward-looking statements. Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by the words "expects", "plans", "anticipates", "believes", "intends", "estimates", "projects", "potential" and similar expressions, or that events or conditions "will", "would", "may", "could" or "should" occur and specifically include statements regarding the Plan of Arrangement, satisfaction of the conditions precedent to closing the Plan of Arrangement, the use of proceeds of the Offering, and the listing of the Resulting Issuer Shares on the TSXV. Shellco and Monteoro have made certain material assumptions, including but not limited to: prevailing market conditions; general business, economic, competitive, political and social

uncertainties; delay or failure to receive board, shareholder or regulatory approvals; and the ability of Monteoro to execute and achieve its business objectives, to develop the forward-looking statements in this news release. There can be no assurance that such statements 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 statements.

Actual results may vary from the forward-looking statements in this news release due to certain material risk factors. These risk factors include, but are not limited to: adverse market conditions; the inability of Shellco or Monteoro to complete the Plan of Arrangement on the terms disclosed in this news release, or at all; the estimated costs associated with the Plan of Arrangement; reliance on key and qualified personnel; regulatory and other risks associated with the mining industry in general, as well as those risk factors discussed or referred to in disclosure documents filed by Shellco with the securities regulatory authorities in certain provinces of Canada and available at www.sedarplus.ca. The foregoing list of material risk factors and assumptions is not exhaustive. Should any factor affect Shellco in an unexpected manner, or should assumptions underlying the forward-looking statements prove incorrect, the actual results or events may differ materially from the results or events predicted. Any such forward-looking statement is expressly qualified in its entirety by this cautionary statement. Moreover, Shellco does not assume responsibility for the accuracy or completeness of such forward-looking statements. The forward-looking statements included in this news release is made as of the date of this news release and Shellco undertakes no obligation to publicly update or revise any forward-looking statements, other than as required by applicable law.