



# LATIN METALS INC.

## Latin Metals Announces Anticipated Closing Date for Spin-Out of Para and Auquis Copper Projects

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February 17, 2026

Vancouver, British Columbia -Latin Metals Inc. ("Latin Metals" or the "Company") - (TSXV: LMS, OTCQB: LMSQF), announces that the previously announced spin-out transaction (the "**Spin-Out**") of the Company's Para Copper Project (the "**Para Project**") and Auquis Copper Project (the "**Auquis Project**") into Latin Explore Inc. ("**Latin Explore**") by way of a court-approved plan of arrangement under the provisions of the *Business Corporations Act* (British Columbia) (the "**Arrangement**"), is expected to close on Wednesday, February 18, 2026. Upon closing of the Arrangement, Latin Metals shareholders ("**Latin Metals Shareholders**") will each receive, in exchange for each Latin Metals common share (each, a "**Latin Metals Share**") held prior to closing, one (1) new common share of Latin Metals (each, a "**New Latin Metals Share**") and approximately 0.07904222<sup>(1)</sup> (the "**Exchange Ratio**") of a Latin Explore common share (each, a "**Latin Explore Share**").

In order to receive the New Latin Metals Shares and Latin Explore Shares, registered Latin Metals Shareholders must complete, execute and deposit with Computershare Investor Services Inc., the depositary appointed in respect of the Arrangement, the letter of transmittal (the "**Letter of Transmittal**") previously mailed to the registered Latin Metals Shareholders and their respective certificate(s) / DRS advice(s) representing their Latin Metals Shares and any other required documents and instruments, all in accordance with the instructions provided in the Letter of Transmittal. The Letter of Transmittal is also available on Latin Metals' website and under Latin Metals' SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca).

Non-registered Latin Metals Shareholders whose Latin Metals Shares are registered in the name of a broker, investment dealer, bank or other intermediary or nominee (each, an "**Intermediary**") should contact their Intermediary for assistance in depositing their Latin Metals Shares.

Further information on the Arrangement can be found in the Company's management information circular dated December 12, 2025 (the "**Circular**"), filed on the Company's website and on the Company's SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca). Closing of the Arrangement is subject to the satisfaction or waiver of remaining conditions precedent, including the approval of the TSX Venture Exchange.

None of the securities to be issued pursuant to the Arrangement have been or will be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"), and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. Any securities issued pursuant to the Arrangement are anticipated to be issued in reliance upon available exemptions from such registration requirements pursuant to section 3(a)(10) of the U.S. Securities Act and similar exemptions under applicable securities laws of any state of the United States. 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.

Endnote:

(1) The final Exchange Ratio will be determined at closing of the Arrangement depending on, among other things, the number of then-issued and outstanding Latin Metals Shares. The Exchange Ratio of approximately 0.07904222 is based on 138,457,650 Latin Metals Shares issued and outstanding, and 10,944,000 Latin Explore Shares being distributed to Latin Metals Shareholders.

**About Latin Metals**

Latin Metals Inc. is a copper, gold and silver exploration company operating in Peru and Argentina under a prospect generator model, minimizing risk and dilution while maximizing discovery potential. The company secures option agreements with partners to fund exploration. This approach provides early-stage exposure to high-value mineral assets. Latin Metals is actively seeking new strategic partners to advance its portfolio.

For more information, please get in touch with Latin Metals Investor Relations at 778-683-4324 or via email at [info@latin-metals.com](mailto:info@latin-metals.com).

**Stay Connected**

Follow Latin Metals on [YouTube](#), [X](#), [Facebook](#), [LinkedIn](#) and [Instagram](#) to stay informed on our latest developments, exploration updates, and corporate news.

**Upcoming Events**

Latin Metals is pleased to announce its participation in several Q1 2026 industry conferences, providing a platform to connect with investors, industry leaders, and potential partners:

- **PDAC** – Toronto, March 1-4, 2026
- **121 London** – London, UK, May 11-12, 2026
- **Deutsche Goldmesse** – Frankfurt, Germany, May 15-16, 2026

These events offer valuable opportunities to share Latin Metals' exploration progress in Argentina and Peru, highlight the advantages of its low-dilution prospect generator model, and explore strategic investment and partnership opportunities across its gold, copper, and silver-focused portfolio.

On Behalf of the Board of Directors of

**LATIN METALS INC.**

*"Keith Henderson"*

President & CEO

For further details on the Company readers are referred to the Company's web site ([www.latin-metals.com](http://www.latin-metals.com)) and its Canadian regulatory filings on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

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Neither 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 news release.

*This news release contains forward-looking statements and forward-looking information (collectively, "forward-looking statements") within the meaning of applicable Canadian and U.S. securities legislation. All statements, other than statements of historical fact, included herein including, without limitation, statements regarding the timing and closing of the Spin-Out and the Arrangement, the completion of all conditions precedent to the Arrangement, the determination of the final Exchange Ratio, including the receipt of all necessary regulatory approvals, anticipated exploration program results from exploration activities, the discovery and delineation of mineral deposits/resources/reserves, and the anticipated business plans and timing of future activities of the Company, are forward-looking statements. Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Often, but not always, forward looking information can be identified by words such as "pro forma", "plans", "expects", "may", "will", "should", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", "believes", "potential" or variations of such words including negative variations thereof, and phrases that refer to certain actions, events or results that may, could, would, might or will occur or be taken or achieved. In making the forward-looking statements in this news release, the Company has applied several material assumptions, including without limitation, that it (and as applicable Latin Explore) will obtain TSX Venture Exchange acceptance and the required corporate approvals for the Spin-Out and Arrangement, that market fundamentals will result in sustained precious and base metals demand and prices, the receipt of any necessary permits, licenses and regulatory approvals in connection with the future development of the Para Project and the Auquis Project in a timely manner, the availability of financing on suitable terms for the development, construction and continued operation of the Company's projects, and the Company's ability to comply with environmental, health and safety laws.*

*Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to differ materially from any future results, performance or achievements expressed or implied by the forward-looking information. Such risks and other factors include, among others, the Arrangement may divert management's attention, the Company will incur substantial transaction costs in connection with the Spin-Out and if the Spin-Out and Arrangement are not completed the costs may be significant and could have a material adverse effect on the Company, operating and technical difficulties in connection with mineral exploration and development and mine development activities at the Company's projects, estimation or realization of mineral reserves and mineral resources, requirements for additional capital, future prices of precious metals and copper, changes in general economic conditions, changes in the financial markets and in the demand and market price for commodities, possible variations in ore grade or recovery rates, possible failures of plants, equipment or processes to operate as anticipated, accidents, labour disputes and other risks of the mining industry, delays or the inability of the Company to obtain any necessary permits, consents or authorizations required, including of the TSX Venture Exchange, financing or other planned activities, changes in laws, regulations and policies affecting mining operations, currency fluctuations, title disputes or claims limitations on insurance coverage and the timing and possible outcome of pending litigation, environmental issues and liabilities, risks relating to epidemics or pandemics and their impact on the Company's business, risks related to joint venture operations, and risks related to the integration of acquisitions, as well as those factors discussed under the heading "Risk Factors" in the Company's latest Management Discussion and Analysis and other filings of the Company with the Canadian Securities Authorities, copies of which can be found under the Company's profile on the SEDAR+ website at [www.sedarplus.ca](http://www.sedarplus.ca).*

*Readers are cautioned not to place undue reliance on forward looking statements. Except as otherwise required by law, the Company undertakes no obligation to update any of the forward-looking information in this news release or incorporated by reference herein.*