

Mineros S.A. Announces Evaluation of Potential Corporate Re-domiciliation and Calls Special Meeting of Shareholders

MEDELLÍN, COLOMBIA – February 2, 2026 – Mineros S.A. (TSX:MSA, OTCQX:MNSAF, BVC:MINEROS) (“**Mineros**” or the “**Company**”) announces that its Board of Directors has initiated a formal evaluation of a potential corporate re-domiciliation or related reorganization involving the Company’s jurisdiction of incorporation.

Strategic Review and Structural Considerations

The Company is assessing the legal, fiscal, regulatory, and operational implications of a potential reorganization of its corporate structure. Any such reorganization could involve, among other steps, a statutory merger between Mineros and a newly incorporated successor entity established pursuant to the corporate framework ultimately selected by the Board.

The objective of this evaluation is to determine whether an alternative corporate framework would better align with the Company’s evolving asset base, shareholder profile, and long-term strategic objectives, while supporting disciplined capital allocation and sustainable shareholder value creation.

Special Meeting of Shareholders

Under applicable corporate law, a statutory merger requires approval by the General Shareholders Assembly. As the Company’s audited financial statements as of December 31, 2025, would serve as the basis for any potential merger, the relevant legal framework requires that a shareholders’ meeting be convened within a prescribed period.

Accordingly, and in order to preserve procedural flexibility while the Board’s evaluation remains ongoing, the Board of Directors has authorized the calling of a special meeting of shareholders (**the “Meeting”**). The Meeting has been convened on a precautionary basis and does not reflect a final determination by the Board to proceed with any re-domiciliation or reorganization.

Key Details regarding the Special Meeting:

- Meeting Date: April 30, 2026
- Record Date: March 11, 2026



- Purpose: To consider and, if deemed advisable, approve a special resolution authorizing a proposed merger agreement that could give effect to a potential re-domiciliation or related corporate reorganization

The Company emphasizes that no definitive decision has been made regarding any re-domiciliation or reorganization. Any recommendation by the Board to proceed would be subject to the completion of comprehensive due diligence, Board approval, and the satisfaction of customary conditions, including receipt of all required regulatory and stock-exchange approvals.

Should the Board determine that proceeding with a re-domiciliation or reorganization is advisable and in the best interests of the Company, full details of the proposed transaction would be provided in a management information circular delivered to shareholders of record in advance of the Meeting, in accordance with applicable law.

ABOUT MINEROS S.A.

Mineros is a leading Latin American gold mining company headquartered in Medellín, Colombia. The Company operates a diversified portfolio of assets in Colombia and Nicaragua and maintains a pipeline of development and exploration projects across the region, including the La Pepa Project in Chile.

With more than 50 years of operating history, Mineros maintains a longstanding focus on safety, sustainability, and disciplined capital allocation. Its common shares are listed on the Toronto Stock Exchange (MSA) and the Colombian Stock Exchange (MINEROS) and trade on the OTCQX® Best Market under the symbol MNSAF.

Election of Directors – Electoral Quotient System

The Company has received an exemption from the individual and majority voting requirements applicable to TSX-listed issuers. Compliance with such requirements would conflict with Colombian laws and regulations, which require directors to be elected from a slate of nominees under an electoral quotient system. Additional details are available in the Company's most recent Annual Information Form, accessible on the Company's website at www.mineros.com.co and on SEDAR+ at www.sedarplus.com.

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FORWARD-LOOKING STATEMENTS

This news release contains forward-looking information within the meaning of applicable securities laws. Forward-looking information includes statements regarding the evaluation of a potential re-domiciliation or corporate reorganization, the possible structure and timing of any such transaction, the holding of the Meeting, and related approvals and processes.

Forward-looking information is based on management's current expectations and assumptions as of the date of this release and is subject to risks and uncertainties that could cause actual results to differ materially. Readers are cautioned not to place undue reliance on forward-looking information. The Company undertakes no obligation to update forward-looking information except as required by applicable securities laws.