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A$40M PLACEMENT TO ACCELERATE EL ZORRO RESOURCE GROWTH AND PROJECT DEVELOPMENT

Tesoro Gold Limited (**Tesoro** or **the Company**) (ASX: **TSO**, OTCQB: **TSORF**, FSE: **5D7**) is pleased to announce that it has received firm commitments to raise approximately A$40 million (before costs) through a two-tranche placement (**Placement**) to accelerate Resource growth and further advance development activities at its El Zorro Gold Project (**El Zorro** or **the Project**) in Chile.

In conjunction with the Placement, Tesoro has entered a binding term sheet to acquire the remaining 5% interest in Tesoro Mining Chile SpA (**TMC**), increasing its effective ownership of El Zorro to 95.4%.

HIGHLIGHTS

- Firm commitments received to raise approximately A$40 million from institutional, sophisticated and professional investors, including new and existing domestic and global institutions.
- Placement proceeds to accelerate Ternera mine development and permitting activities, alongside a targeted programme of Resource growth and new-discovery drilling.
- Definitive Feasibility Study (**DFS**) on track for delivery by year end.
- Acquisition of the remaining 5% interest in Tesoro Mining Chile SpA agreed, increasing Tesoro's ownership of El Zorro to 95.4%.

Tesoro Managing Director, Zeff Reeves, commented:

"The strong support received from both existing and new high-quality institutional investors is a significant endorsement of El Zorro and the opportunity we see to develop a substantial gold operation in Chile.

We are now in a strong position to complete the DFS and advance the engineering, permitting and other development activities as we work towards a final investment decision. Importantly, it also allows us to pursue a two-pronged exploration strategy, targeting extensions to the existing Ternera Resource and new discoveries across the broader El Zorro District.

We see considerable opportunity to add further gold ounces and build on the Project's already attractive economic potential.

Separately, the acquisition of the remaining minority interest in TMC will simplify our ownership structure and increase Tesoro's effective interest in El Zorro to 95.4%, further strengthening our exposure to the underlying value of this fantastic project."

PLACEMENT DETAILS

The Placement comprises the issue of approximately 54.8 million new fully paid ordinary shares at an issue price of A$0.73 per share (**Placement Shares**), raising approximately A$40 million (before costs).

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The Placement will complete in two tranches:

- **Tranche 1:** Approximately A$32.8 million through the issue of up to 44.9 million Placement Shares under the Company's existing placement capacity available under Listing Rule 7.1 and 7.1A; and
- **Tranche 2:** Approximately A$7.2 million through the issue of approximately 9.9 million Placement Shares subject to shareholder approval at an Extraordinary General Meeting (**EGM**) expected to be held in December 2026.

The issue price of A$0.73 per Placement Share represents:

- a 9.9% discount to the last close price of A$0.81 on 27 October 2026;
- a 14.6% discount to the 5-day volume weighted average price (**VWAP**) of A$0.854; and
- an 18.4% discount to the 10-day VWAP of A$0.895.

Morgans Corporate Limited and Canaccord Genuity (Australia) Limited acted as Joint Lead Managers to the Placement (**Joint Lead Managers**). Argonaut Securities Limited and Euroz Hartleys Limited acted as Co-Managers.

USE OF FUNDS

Proceeds from the Placement will be applied towards advancing El Zorro through its next phase of development and exploration, including:

- **Project development and permitting:** Advancing engineering, permitting and project-readiness activities at Ternera, including the completion of the DFS and progression of key development workstreams;
- **Ternera Mineral Resource growth:** Resource expansion drilling targeting extensions to the existing Ternera Mineral Resource;
- **District-scale, new-discovery exploration**: Drilling of existing and new exploration targets across the broader El Zorro District, with the objective of identifying additional mineralisation and potential future sources of ore; and
- **General working capital:** Corporate and administrative expenditure and costs associated with the Placement.

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INDICATIVE TIMETABLE

Event	Date
Recommencement of trading	Thursday, 29 October 2026
Settlement of Placement Shares under Tranche 1	Wednesday, 4 November 2026
Allotment and trading of Tranche 1 shares	Thursday, 5 November 2026
EGM	Expected December 2026
Settlement of Tranche 2	Expected December 2026
Issuance of Tranche 2 shares	Expected December 2026

ACQUISITION OF MINORITY INTEREST

Tesoro, through its wholly owned subsidiary, Tesoro Australia Pty Ltd, has entered into a binding term sheet with Inversiones Marlin Limitada (**Marlin**) to acquire Marlin's free carried 5% interest in TMC, the entity through which Tesoro holds its interest in the El Zorro Gold Project.

On completion of the acquisition, Tesoro will increase its ownership of Tesoro Mining Chile SpA from 95% to 100%, bringing Tesoro's direct ownership of El Zorro to 95.4%.

Under the terms of the Agreement, Tesoro will issue 11,682,850 new fully paid ordinary shares (**Consideration Shares**) to Marlin as consideration for the acquisition, representing approximately 4.7% of Tesoro's issued share capital following completion of the Placement.

Of the Consideration Shares, 5,841,425 shares (representing 50% of Consideration Shares issued) will be subject to voluntary escrow for a period of six months from their date of issue.

The acquisition is subject to shareholder approval for the issue of the Consideration Shares at the EGM expected to be held in December 2026, among other customary closing conditions. The binding term sheet otherwise contains terms customary for a transaction of this nature, including representations and warranties from Marlin.

Appendix 3Bs for the Placement and Consideration Shares will follow.

Authorised by the Board of Tesoro Gold Ltd.

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About Tesoro

Tesoro Gold Limited has discovered and defined the first Intrusive Related Gold System in Chile. The 1.82Moz Ternera gold discovery is in the Coastal Cordillera region of Chile. The Coastal Cordillera region is host to multiple world-class copper and gold mines, has well established infrastructure, service providers and an experienced mining workforce.

Large areas of the Coastal Cordillera remain unexplored due to the unconsolidated nature of mining concession ownership, but Tesoro, via its in-country network and experience has been able secure rights to the district-scale El Zorro gold project in-line with the Company's strategy.

Tesoro's 95% owned Chilean subsidiary owns 95.4% of the El Zorro Gold Project.



Future Performance

This announcement may contain certain forward-looking statements and opinions. Forward-looking statements, including projections, forecasts and estimates, are provided as a general guide only and should not be relied on as an indication or guarantee of future performance and involve known and unknown risks, uncertainties, assumptions, contingencies and other important factors, many of which are outside the control of the Company and which are subject to change without notice and could cause the actual results, performance or achievements of the Company to be materially different from the future results, performance or achievements expressed or implied by such statements. Past performance is not necessarily a guide to future performance and no representation or warranty is made as to the likelihood of achievement or reasonableness of any forward-looking statements or other forecast. Nothing contained in this announcement, nor any information made available to you is, or and shall be relied upon as, a promise, representation, warranty or guarantee as to the past, present or the future performance of Tesoro Gold.

COMPETENT PERSONS STATEMENTS

Mineral Resources – Ternera Gold Deposit. The information in this report that relates to the Mineral Resource Estimate for the Ternera Gold Deposit was previously reported by the Company in its ASX announcement dated 27 August 2026 titled "Upgrade to Ternera 1.8Moz Mineral Resource". The Company confirms that it is not aware of any new information or data that materially affects the information included in that announcement and that all material assumptions and technical parameters underpinning the Mineral Resource Estimate continue to apply and have not materially changed. The Company confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcement.