



## **NEWS RELEASE**

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### **EXGEN RESOURCES COMPLETES ACQUISITION OF MTB METALS**

**VANCOUVER, British Columbia, December 19, 2025 – ExGen Resources Inc.** (TSXV: EXG; OTC: BXXRF) ("**ExGen**") and **MTB Metals Corp.** (TSXV: MTB, OTCQB: MBYMF, Frankfurt: E8H) ("**MTB**") are pleased to announce completion of the previously disclosed plan of arrangement (the "**Arrangement**"), pursuant to which ExGen acquired all of the issued and outstanding securities of MTB by way of a court-approved plan of arrangement under the *Business Corporations Act* (British Columbia).

Commenting on the acquisition, ExGen CEO Jason Riley said: "ExGen is pleased to welcome the MTB team and shareholders to our company. The integration of MTB marks a pivotal milestone for ExGen. This partnership isn't just about scale; it's about combining our shared vision to capture an incredible time in the market that we believe has only just begun. Together, we possess the critical mass and agility needed to build momentum on future partnerships and acquisitions to establish ExGen as an emerging royalty company."

#### **TRANSACTION DETAILS**

Pursuant to the terms of the Arrangement, among other things, ExGen acquired 100% of the issued and outstanding common shares in the capital of MTB (the "**MTB Shares**") in exchange for the issuance of 0.286 common shares in the capital of ExGen (each whole common share, an "**ExGen Share**") to shareholders of MTB in exchange for each MTB Share (the "**Exchange Ratio**"). Following the completion of the Arrangement, there are 109,149,808 issued and outstanding ExGen Shares.

Each eligible outstanding stock option to acquire MTB Shares (the "**MTB Options**") was exchanged for a replacement stock option to acquire ExGen Shares, in amounts and at exercise prices adjusted in accordance with the Exchange Ratio. Any document previously evidencing MTB Options now evidences and shall be deemed to evidence such replacement stock options. Further, each outstanding warrant to acquire MTB Shares (the "**MTB Warrants**") will entitle the holder thereof to receive, upon the exercise thereof, 0.286 of an ExGen Share at a price adjusted in accordance with the Exchange Ratio, and otherwise on the same terms and conditions as the original MTB Warrant.

The Arrangement received the requisite approval of MTB's securityholders at a special meeting of securityholders held on December 11, 2025. On December 16, 2025, the Supreme Court of British Columbia issued the final order to approve the Arrangement.

For additional details regarding the above and the Arrangement, please see MTB's management information circular dated November 5, 2025, a copy of which can be found under MTB's profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

The MTB Shares are expected to be delisted from the TSX Venture Exchange (the "**TSXV**") effective as of the close of business on or about December 23, 2025. ExGen also intends to submit an application to the applicable securities regulators to have MTB cease to be a reporting issuer and terminate its public

reporting obligations.

## **ACTION REQUIRED BY MTB SHAREHOLDERS**

Registered shareholders of MTB are reminded to submit their duly completed letters of transmittal and, as applicable, the certificates and/or DRS advices representing their MTB Shares to Endeavor Trust Corporation. If any shareholder of MTB has questions or requires further information about the procedures to complete the letter of transmittal, please contact Endeavor Trust Corporation at 604-559-8880 or by email at [admin@endeavortrust.com](mailto:admin@endeavortrust.com). Shareholders whose MTB Shares are registered in the name of a broker, dealer, bank, trust company or other nominee should contact their nominee.

## **CHANGE OF EXGEN BOARD AND MANAGEMENT**

On completion of the Arrangement, Mark T. Brown, a director of MTB, has been appointed as a director of ExGen.

## **EARLY WARNING REPORTING**

By virtue of its acquisition of all the issued and outstanding MTB Shares pursuant to the Arrangement, ExGen is required to file an early warning report pursuant to National Instrument 62-103 - *The Early Warning System and Related Take-Over Bid and Insider Reporting Issues*. A copy of the early warning report will be filed by ExGen against MTB on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

## **ABOUT EXGEN RESOURCES INC.**

ExGen is a project accelerator that seeks to fund exploration and development of our projects through joint ventures and partnership agreements. This approach significantly reduces the technical and financial risks for ExGen, while maintaining the upside exposure to new discoveries and potential cash flow. ExGen intends to build a diverse portfolio of projects across exploration stages and various commodity groups. ExGen currently has 7 projects in Canada and the US.

On behalf of the Board of Directors of ExGen:

Jason Riley

President & CEO

Tel: 604-688-2641

For further information on ExGen:

Jason Tong

Chief Financial Officer

Email: [jason@catapultgroup.ca](mailto:jason@catapultgroup.ca)

Cell: 604-889-7827

## **ABOUT MTB METALS CORP.**

MTB is advancing two copper-gold projects in the prolific Golden Triangle of northern British Columbia.

Telegraph: 350 square kilometre property located in the vicinity of 4 notable porphyry deposits all being explored or mined by major mining companies. Field work by MTB, together with earlier results, provides compelling evidence for the presence of one or more porphyries similar to the others in the area.

Southmore: 50 square kilometer property hosts several significant copper and gold occurrences. Surface samples include a sample with 12.7% copper and another with 29.4 g/t gold.

MTB also holds royalties on four projects in the Golden Triangle, including two past producing mines.

On behalf of the Board of Directors of MTB:

Lawrence Roulston

President & CEO

For further information on MTB:

Caroline Klukowski, Investor Relations

[mtbmetals@fluidpr.com](mailto:mtbmetals@fluidpr.com)

***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.***

**Forward-Looking Information:** This news release contains certain forward-looking information. All statements included herein, other than statements of historical fact, are forward-looking information and such information involves various risks and uncertainties. There can be no assurance that such information will prove to be accurate, and actual results and future events could differ materially from those anticipated in such information. In particular, this news release contains forward-looking information in relation to: the expected timing by which the MTB Shares will be delisted from the TSXV (the “**Delisting**”), the potential securities regulators’ approval to have MTB cease to be a reporting issuer (the “**Cease Reporting**”) and conversion of MTB’s securities post-Arrangement. There can be no assurance that such information will prove to be accurate, and actual results and future events could differ materially from those anticipated in such information. In the forward looking information contained in this news release, ExGen and MTB have made numerous assumptions, based upon practices and methodologies which are consistent with the mineral industry. In addition, ExGen and MTB have assumed: the satisfaction of any conditions post Arrangement, including, without limitation, the receipt of TSXV’s acceptance of the Delisting, securities regulators’ acceptance of the Cease Reporting and all required board approvals and regulatory acceptance in connection with post Arrangement matters and filings. While ExGen and MTB consider these assumptions to be reasonable, these assumptions are inherently subject to significant uncertainties and contingencies. Additionally, there are known and unknown risk factors which could cause ExGen’s and MTB’s observations, actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information contained herein. Known risk factors include, among others: general business, economic, competitive, political and social uncertainties; general capital market conditions and market prices for securities; volatility of commodity prices; competition; accidents and other risks inherent in the mining industry; delay or failure to receive board of directors, third party or regulatory approvals; competition; changes in legislation, including environmental legislation, affecting ExGen or MTB; the early stage development of ExGen and MTB and their projects; the timing and availability of external financing on acceptable terms; conclusions of economic evaluations and appraisals; the possibility that the analytical results from future core sampling does not return significant grades of mineralization; uncertainties relating to interpretation of drill results and the geology; continuity and grade of mineralization; there is no certainty that any work programs will result in significant or successful exploration of ExGen’s and MTB’s projects or development of such projects into a producing mine; uncertainty as to the actual results of exploration and development or operational activities; uncertainty as to the availability and terms of future financing; uncertainty as to timely availability of permits and other governmental approvals; ExGen and MTB may not be able to comply with their ongoing obligations regarding their properties and projects; lack of insurance; currency fluctuations; changes in project parameters as plans continue to be refined; and lack of qualified, skilled labour or loss of key individuals. A description of additional risk factors that may cause actual results to differ materially from forward-looking information can be found in ExGen’s and MTB’s disclosure documents on the SEDAR+ website at [www.sedarplus.ca](http://www.sedarplus.ca). Although ExGen and MTB have 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. Accordingly, readers should not place undue reliance on forward-looking information. ExGen and MTB do not undertake to update any forward-looking information except in accordance with applicable securities laws.