



Helius Minerals Announces Upsize of Brokered Private Placement to C\$35 Million

NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES

Vancouver, BC – January 7, 2026 – Helius Minerals Limited (“Helius” or the “Company”) (TSXV: HHH) is pleased to announce an upsize to its previously announced commercially reasonable “best efforts” private placement offering (the “Offering”). Under the amended terms, Company will issue up to 833,400 units (the “Units”) and up to 10,833,600 subscription receipts (the “Subscription Receipts” and, together with the Units, the “Offered Securities”) of the Company at a price of \$3.00 per Offered Security (the “Issue Price”) for aggregate gross proceeds of up to \$35,001,000 (the “Offering Amount”). Beacon Securities Limited (“Beacon”) is acting as sole agent and bookrunner in connection with the Offering.

Each subscriber’s investment will be allocated in Units and Subscriptions Receipts in an amount that is pro rata to the total Offering , or such other allocation as may be agreed by Beacon and the Company.

Each Unit will consist of one common share of the Company (a “Unit Share” and each common share of the Company, a “Common Share”) and one-half of one Common Share purchase warrant (each whole warrant, a “Warrant”). Each Warrant will be exercisable to acquire one Common Share (a “Warrant Share”) at a price of \$4.50 per Warrant Share, and for an exercise period of 3 years from the date of closing of the Offering (the “Closing Date”).

In connection with the Offering, a cash commission equal to 6% of the gross proceeds of the Offering (the “Cash Commission”) will be payable to the Agent on Closing, other than in respect of sales to those investors on the list of investors provided to Beacon by the Company (the “President’s List ”) the Agent will receive a corporate finance fee, in cash, equal to 2% of the gross proceeds of those sales (the “Corporate Finance Fee”).

Compensation options (“Compensation Options” and together with the Cash Commission and the Corporate Finance Fee, the “Agent’s Commission”) equal to 6% of the number of Offered Securities issued by the Company under the Offering will be issued to the Agent on Closing (reduced to 2% on President’s List orders). Each Compensation Option issued in respect of the sale of Units will be exercisable to purchase one Common Share (a “Compensation Option Share”) at the issue price for a period that will be the same as the exercise period of the Warrants. Each Compensation Option issued in respect of the Subscription Receipts will, upon the satisfaction or waiver, as applicable, of the Escrow Release Conditions and the release of the Escrowed Funds, become exercisable to purchase one Compensation Option Share at the issue price (subject to any necessary adjustments) for a period that will be the same as the exercise period of the Warrants underlying the Subscription Receipts.

The Offering is expected to close on or about January 29, 2026 and is subject to the Company receiving all necessary regulatory approvals, including the approval of the TSXV. The Units and Common Shares and Warrants underlying the Units, the Compensation Options and the Common Shares underlying the Compensation Options, and the Common Shares underlying the Warrants (collectively, the "**Securities**") shall be subject to a hold period in Canada under applicable Canadian securities laws ending on the date that is four months and one day following the Closing Date.

It is anticipated that certain insiders of the Company may acquire Offered Securities. Any participation by insiders in the Offering will constitute a "related party transaction" as defined under Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). The Company expects such participation will be exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as neither the fair market value of the Units subscribed for by the insiders, nor the consideration for the Units paid by such insiders, is expected to exceed 25% of the Company's market capitalization.

The Offered Securities will be offered for sale to (i) "accredited investors" resident in all provinces of Canada subject to compliance with applicable securities regulatory requirements and pursuant to private placement exemptions as set out in National Instrument 45-106 - *Prospectus Exemptions* and (ii) in jurisdictions other than Canada including in the United States pursuant to available exemptions from the registration requirements of the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"), and applicable U.S. state securities laws.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The Securities have not been and will not be registered under the U.S. Securities Act or any state securities laws and may not be offered or sold within the United States or to U.S. persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

About Helius Minerals Limited

Helius is a mineral exploration company focused on the identification and development of high-quality mineral assets across the Americas, with an emphasis on South American jurisdictions.

On behalf of the Board of Directors,

Helius Minerals Limited

Christian Grainger (PhD, AIG)
President and CEO
M: +57 3146364676
cg@heliusminerals.com

Website: www.heliusminerals.com

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 press release.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS: *This news release may contain forward-looking information within the meaning of applicable securities laws ("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. These forward-looking statements, include, but are not limited to, statements regarding the closing of the Private Placement, conducting the Private Placement in conjunction with the Transaction, the closing of the Transaction, the satisfaction of the Escrow Release Conditions, the payment of the Agent's Commission, the intended use of proceeds of the Offering, the receipt of applicable regulatory approvals, the Transaction Closing and the anticipated acquisition of Offered Securities by insiders of the Company. These forward-looking statements are subject to a variety of risks and uncertainties which could cause actual events or results to differ materially from those reflected in the forward-looking statements, including, without limitation: the uncertainties inherent to current and future legal challenges that face the Project and Colossus and its subsidiaries; controls, regulations, and political or economic developments in Brazil; changes in national and local government legislation in Canada and Brazil; the lack of certainty with respect to foreign legal systems, which may not be immune from the influence of political pressure, corruption or other factors that are inconsistent with the rule of law; the speculative nature of mineral exploration and development, including the risks of obtaining and maintaining the validity and enforceability of the necessary licenses and permits and complying with the permitting requirements of Brazil; fluctuations in the international currency markets and in the rates of exchange of the currencies of Canada, the United States and Brazil; significant capital requirements; risks related to fluctuations in metal prices; uncertainties related to raising sufficient financing to fund exploration work in a timely manner and on acceptable terms; changes in planned work resulting from weather, logistical, technical or other factors; the possibility that results of work will not fulfill expectations and realize the perceived potential of the Project; risk of accidents, equipment breakdowns and labour disputes or other unanticipated difficulties or interruptions; the possibility of cost overruns or unanticipated expenses in conducting work programs; the risk of environmental contamination or damage resulting from Helius' operations and other risks and uncertainties. Any forward-looking statement speaks only as of the date it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking statement, whether as a result of new information, future events or results or otherwise.*