

Torq Completes \$3.12 Million Recapitalization Transactions

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VANCOUVER, June 6, 2025 - [Torq Resources Inc.](#) (TSXV:TORQ)(OTCQB:TRBMF) ("Torq" or the "Company") is pleased to announce that, further to its March 24, 2025 news release, it has completed its previously announced private placement, by issuing 25,152,633 units of the Company (each, a "Unit") at an offering price of \$0.06 per Unit for gross proceeds of C\$1,509,158 (the "Offering"). Each Unit consists of one common share (a "Share") and a Share purchase warrant (each, a "Warrant") exercisable until June 6, 2027 to acquire a Share for C\$0.12.

The Warrants are subject to an accelerated expiry if, anytime following the date that is four months after the Closing Date, the closing price of the common shares of the Company on the TSXV, or such other market as the common shares may trade from time to time, is or exceeds \$0.30 for any 10 consecutive trading days, in which event the holder of the Warrants may, at the Company's election, be given notice and the Company will issue a press release announcing that the financing Warrants will expire 30 days following the date of such press release. The Offering Warrants may be exercised by the holder of the Warrant during the 30-day period after the date of the press release announcing the accelerated expiry date. The placement proceeds from the Offering will be used for working capital.

In addition, the Company has issued 1,998,829 Shares to non-arm's length creditors and 19,619,394 Units (identical to those in the Offering) to arm's length creditors to settle an aggregate of \$1,297,093.60 of debts (the "Debt Settlement"). The debts relate primarily to the 2024 Minera Santa Drilling Campaign and also include \$310,000 which was advanced and spent pursuant to the previous private placement financing, announced on October 2, 2024 and November 18, 2024, which did not complete.

In connection with the closing of the Offering, the Company paid cash finder's fees of \$51,012 and issued 800,200 non-transferable one-year finder's warrants. Each finder's warrant will entitle the holder thereof to purchase one common share of the Company at the exercise price of C\$0.06 until June 6, 2026. Each finder's warrant is also subject to the accelerated expiry as described above.

The Company is continuing to seek regulatory approval for the extension of its credit facility for a further one-year period until July 11, 2026.

In accordance with applicable securities laws, the securities issued under the Offering and Debt Settlement are subject to a statutory four-month and one-day hold period from the date of issuance in Canada.

There was no insider participation in the Offering. 1,998,829 shares were issued to non-arm's length creditors in the Debt Settlement. The Company will be relying on the exemption from the formal valuation and minority shareholder approval requirements pursuant to sections 5.5(a) and 5.7(1)(a) of Canadian Multilateral Instrument 61-101 - Protection of Minority Shareholders in Related Party Transactions, as neither the fair market value of any securities issued to nor the consideration paid by such person could exceed \$2.5 million or 25% of the Company's market capitalization.

None of these securities will be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any U.S. state securities laws, and may not be offered or sold in the United States without registration under the U.S. Securities Act and all applicable state securities laws or else in compliance with the requirements of an applicable exemption therefrom.

A Message from Shawn Wallace, CEO:

"The Offering and Debt Settlement transactions greatly improve our financial position and should provide the impetus for a more active 2025. We are looking forward to the receipt of assays on the Santa Cecilia project where exploration funding is being provided by Gold Fields under an earn-in option."

ON BEHALF OF THE BOARD,

Shawn Wallace
CEO & Chair

For further information on Torq Resources, please visit www.torqresources.com or contact the company at (778) 729-0500 or info@torqresources.com.

About Torq Resources

Torq is a Vancouver-based copper and gold exploration company with a portfolio of premium holdings in Chile. The Company is establishing itself as a leader of new exploration in prominent mining belts, guided by responsible, respectful and sustainable practices. The Company was built by a management team with prior success in monetizing exploration assets and its specialized technical team is recognized for their extensive experience working with major mining companies, supported by robust safety standards and technical proficiency. The technical team includes Chile-based geologists with invaluable local expertise and a noteworthy track record for major discovery in the country. Torq is committed to operating at the highest standards of applicable environmental, social and governance practices in the pursuit of a landmark discovery. For more information, visit www.torqresources.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.

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