

# Q2 Metals Announces \$20 Million LIFE Private Placement of Flow-Through Shares

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VANCOUVER, July 23, 2025 - [Q2 Metals Corp.](#) (TSX.V: QTWO | OTCQB: QUEXF | FSE: 458) ("Q2" or the "Company") announces today that it has entered into an agreement pursuant to which Canaccord Genuity Corp., as sole agent (the "Agent"), in connection with a best efforts private placement of 20,000,000 common shares of the Company that qualify as "flow-through shares" (within the meaning of subsection 66(15) of the Tax (as defined below) (the "FT Shares") at a price of \$1.00 per FT Share (the "Offering Price"), for gross proceeds of up to \$20,000,000 (the "Offering"). In addition, the Company will grant the Agent an option to sell up to an additional 5,000,000 FT Shares at the Offering Price to raise additional gross proceeds of up to \$5,000,000 (the "Agent's Option") on the same terms and conditions as set out herein. The Agent's Option is exercisable in whole or in part at any time, up to the closing date.

The Company will use an amount equal to the gross proceeds received by the Company from the sale of the FT Shares, pursuant to the provisions in the *Income Tax Act* (Canada) (the "Tax Act"), to incur (or be deemed to incur) eligible "Canadian exploration expenses" that qualify as "flow-through critical mineral mining expenditures" (as both terms are defined in the Tax Act) (the "Qualifying Expenditures") related to the Company's projects in Québec, on or before December 31, 2026, and to renounce all the Qualifying Expenditures in favour of the subscribers of the FT Shares effective December 31, 2025. In the event the Company is unable to renounce Qualifying Expenditures effective on or prior to December 31, 2025 to the subscribers for the FT Shares purchased in an aggregate amount not less than the gross proceeds raised from the issue of the FT Shares and/or the Qualifying Expenditures are otherwise reduced by the Canada Revenue Agency, the Company will indemnify each FT Share subscriber for any additional taxes payable by such subscriber as a result of the Company's failure to renounce the Qualifying Expenditures or as a result of the reduction, as agreed.

The Offering is expected to close on or about August 14, 2025, or such other date as the Company and the Agent may agree and is subject to certain conditions including, but not limited to, the receipt of all necessary regulatory and other approvals including the conditional approval of the TSX Venture Exchange.

Subject to compliance with applicable regulatory requirements and in accordance with National Instrument 45-106 - *Prospectus Exemptions* ("NI 45-106"), the FT Shares will be offered for sale to purchasers resident in Canada and/or other qualifying jurisdictions pursuant to the listed issuer financing exemption under Part 5A of NI 45-106 (the "Listed Issuer Financing Exemption"). The securities issued to Canadian resident subscribers in the Offering will not be subject to a hold period pursuant to applicable Canadian securities laws.

There is an offering document related to the Offering that can be accessed under the Company's profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) and on the Company's website at [www.q2metals.com](http://www.q2metals.com). Prospective investors should read this offering document before making an investment decision.

This news release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful, including any of the securities in the United States of America. The securities have not been and will not be registered under the United States *Securities Act of 1933*, as amended (the "1933 Act") or any state securities laws and may not be offered or sold within the United States or to, or for account or benefit of, U.S. persons unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration requirements is available. "United States" and "U.S. person" have the meaning ascribed to them in Regulation S under the 1933 Act.

ABOUT Q2 METALS CORP.

Q2 Metals is a Canadian mineral exploration company focused on the Cisco Lithium Project located within

the greater Nemaska traditional territory of the Eeyou Istchee, James Bay, Quebec, Canada.

The Cisco Project is comprised of 801 claims, totaling 41,253 hectares, with the main mineralized zone just 6.5 km from the Billy Diamond Highway, which transects the Project. The Town of Matagami, rail head of the Canadian National Railway, is approximately 150 km to the south.

The Cisco Project has district-scale potential with an initial Exploration Target estimating a range of potential lithium mineralization and grade of 215 to 329 Mt at a grade ranging from 1.0 to 1.38% Li<sub>2</sub>O, based only on the first 40 holes drilled to date.

Drill testing continues with mineralization open at depth and along strike with potential for significant expansion at the Cisco Mineralized Zone. The 2025 Summer Program is ongoing, with rolling assay results anticipated into Q3 2025 as the Company works towards a maiden resource estimate.

FOR FURTHER INFORMATION, PLEASE CONTACT:

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#### Forward-Looking Statements

*This news release contains forward-looking statements and forward-looking information (collectively, "forward-looking statements") within the meaning of applicable Canadian legislation. Forward-looking statements are typically identified by words such as: "believes", "expects", "anticipates", "intends", "estimates", "plans", "may", "should", "would", "will", "potential", "scheduled" or variations of such words and phrases and similar expressions, which, by their nature, refer to future events or results that may, could, would, might or will occur or be taken or achieved. Accordingly, all statements in this news release that are not purely historical are forward-looking statements and include statements regarding beliefs, plans, expectations and orientations regarding the future including, without limitation, any statements or plans regard the geological prospects of the Company's properties and the future exploration endeavors of the Company. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. Forward-looking statements are based on a number of material factors and assumptions.*

*Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this news release speak only as of the date of this news release or as of the date specified in such statement. Forward-looking statements in this news release include, but are not limited to, statements with respect to closing of the Offering, use of proceeds of the Offering, tax treatment of the FT Shares, the Company's proposed summer exploration and drill programs, drilling results on the Cisco Project and inferences made therefrom, the preparation of an exploration target on the Cisco Project, the potential scale of the Cisco Project, the focus of the Company's current and future exploration and drill programs, the scale, scope and location of future exploration and drilling activities. Factors that could cause actual results to differ materially from those in forward-looking statements include failure to obtain necessary approvals, variations in ore grade or recovery rates, changes in project parameters as plans continue to be refined, unsuccessful exploration results, changes in project parameters as plans continue to be refined, results of future resource estimates, future metal prices, availability of capital and financing on acceptable terms, reallocation of proposed use of funds, general economic, market or business conditions, risks associated*

*with regulatory changes, defects in title, availability of personnel, materials and equipment on a timely basis, accidents or equipment breakdowns, uninsured risks, delays in receiving government approvals, unanticipated environmental impacts on operations and costs to remedy same. Readers are cautioned that mineral exploration and development of mines is an inherently risky business and accordingly, the actual events may differ materially from those projected in the forward-looking statements. Additional risk factors are discussed in the section entitled "Risk Factors" in the Company's Management Discussion and Analysis for its recently completed fiscal period, which is available under Company's SEDAR profile at [www.sedarplus.com](http://www.sedarplus.com).*

*Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected. Although the Company has attempted to identify important risks, uncertainties and factors which could cause actual results to differ materially, there may be others that cause results not to be as anticipated, estimated or intended. The Company does not intend, and does not assume any obligation, to update this forward-looking information except as otherwise required by applicable law.*

"Neil McCallum, B.Sc., P.Geol., a registered permit holder with the Ordre des Géologues du Québec and Qualified Person as defined by NI 43-101 has reviewed and approved the technical information in this news release. Mr. McCallum is a director and the Vice President Exploration for Q2 Metals."

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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