

# Tectonic Completes Upsized Private Placement Raising C\$21.2 Million

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VANCOUVER, August 20, 2025 - [Tectonic Metals Inc.](#) ("Tectonic" or the "Company") (TSX-V: TECT) is pleased to announce the successful closing of the Company's previously announced upsized private placement offering (the "Offering"), raising aggregate gross proceeds of C\$21,207,639. The Offering underscores the support from large, established, and highly respected institutional investors in Tectonic's strategy and the potential of the Company's flagship Flat Gold Project in Alaska ("Flat" or the "Flat Project").

Under the Offering, the Company issued an aggregate of 22,323,831 common shares (the "Common Shares") at a price of C\$0.95 per Common Share. The Offering comprised a brokered offering (the "Brokered Offering"), led by 3L Capital Inc., together with Canaccord Genuity Corp. and Research Capital Corporation (collectively, the "Agents"), and a non-brokered offering (the "Non-Brokered Offering").

Under the Offering, an aggregate of 14,585,105 Common Shares (the "LIFE Shares") were issued pursuant to the listed issuer financing exemption under Part 5A of National Instrument 45-106 - Prospectus Exemptions ("NI 45-106"), as amended by Coordinated Blanket Order 45-935 - Exemptions from Certain Conditions of the Listed Issuer Financing, for gross proceeds of C\$13,855,849.75, and an aggregate of 7,738,726 Common Shares (the "Hold Shares") were issued pursuant to the accredited investor exemption under NI 45-106 for gross proceeds of \$7,351,789.70.

A total of 14,085,105 LIFE Shares and 1,508,000 Hold Shares were issued under the Brokered Offering and a total of 500,000 LIFE Shares and 6,230,726 Hold Shares were issued under the Non-Brokered Offering.

Tectonic's largest shareholder, Crescat Capital LLC, who currently beneficially owns or controls approximately 20.98% of the issued and outstanding Common Shares of Tectonic, participated in the Non-Brokered Offering for 3,157,895 Hold Shares for an aggregate purchase price of \$3,000,000.25, pursuant to a pre-emptive right granted to them by Tectonic. The Offering, including the issuance of the Hold Shares to Crescat, constitutes a related party transaction (as such term is defined under Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101")). This transaction is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 pursuant to sections 5.5(b) and 5.7(1)(a) of MI 61-101, as the Company is not listed or quoted on any of the stock exchanges or markets listed in subsection 5.5(b) of MI 61-101, and neither the fair market value of the securities distributed nor the consideration received from related parties (as defined under MI 61-101) for the securities issued under the Offering exceed 25% of the Company's market capitalization.

In connection with the Offering, the Company paid cash commissions and advisory fees in the aggregate amount of \$913,711 (excluding applicable taxes) and issued an aggregate of 962,722 compensation warrants ("Compensation Warrants"), subject to the final approval of the TSX Venture Exchange (the "TSXV"). Each Compensation Warrant is exercisable to acquire one Common Share (a "Compensation Warrant Share") at a price \$1.23 until February 20, 2027.

The Hold Shares, Compensation Warrants and any Compensation Warrant Shares issued upon exercise of Compensation Warrants are subject to a hold period and may not be traded until December 21, 2025 except as permitted by applicable securities legislation and the rules and policies of the TSXV.

The net proceeds of the Offering will be used to advance the Flat Project and for general corporate and

working capital purposes.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy securities in the United States, nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. The securities being offered have not been, nor will they be, registered under the United States Securities Act of 1933, as amended (the "1933 Act"), or under any U.S. state securities laws, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the 1933 Act and applicable state securities laws.

About Tectonic Metals Ltd.

Tectonic Metals Inc. is a gold exploration company founded by the same key executives who transformed Kaminak Gold from a \$3 million venture into a \$520 million success story. These leaders raised \$165 million to fund the acquisition, discovery, and advancement of the Coffee Gold Project in the Yukon Territory, including the completion of a bankable feasibility study, before selling the multi-million-ounce gold project to [Goldcorp Inc.](#) (now Newmont) for C\$520 million in 2016.??

Success with the Coffee Gold Project is only one example, as each member of the Tectonic team has a significant track record of success in all facets of exploration and mining, including over 30 Moz of gold discoveries, 18 feasibility studies, 20 projects permitted, over \$3 billion in M&A transactions and over \$2 billion in capital raising. The Coffee Team is now back with Tectonic Metals, and we believe we've found the next Coffee Gold Project, but BIGGER this time with the Flat Gold Project ("Flat").

Flat is located in Alaska, just 40 km from Novagold's Donlin Gold Project-the 5th largest undeveloped gold deposit. Spanning 99,800 acres of predominantly Native-owned land belonging to Doyon Limited (Tectonic's second-largest shareholder and one of Alaska's largest Native Regional Corporations), Flat hosts a bulk-tonnage, Reduced Intrusion-Related Gold System (RIRGS) comparable to the Fort Knox gold mine.

Recognized as a prime example of the direct relationship between placer gold and bedrock sources, placer gold shed from Flat's intrusions has contributed to placer gold production. Notably, exploration at Flat has resulted in gold being intersected in all 86 drill holes, covering 3 km of drilled mineralized strike and reaching a vertical depth of 325 m at its primary intrusion target, Chicken Mountain - open in all directions.

Learn More About Tectonic Metals

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Tour The Flat Gold Project?

Tectonic invites you to take a virtual tour of our Flat Gold Project with both the CEO of Tectonic and one of Alaska's largest for-profit Native Regional Corporations, Doyon

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Qualified Person?

Tectonic Metals' disclosure of technical or scientific information in this press release has been reviewed,

verified and approved by Peter Kleespies, M.Sc., P.Geo., Vice President of Exploration, who is a Qualified Person in accordance with Canadian regulatory requirements set out in National Instrument 43-101.

On behalf of Tectonic Metals Inc.,  
Tony Reda  
President and Chief Executive Officer

For further information about Tectonic Metals Inc. or this news release, please visit our website at [www.tectonicmetals.com](http://www.tectonicmetals.com) or contact Jesse Manna, Investor Relations, toll-free at 1.888.685.8558 or by email at [jesse@tectonicmetals.com](mailto:jesse@tectonicmetals.com)

#### Cautionary Note Regarding Forward-Looking Statements

Certain information in this news release constitutes forward-looking information and statements under applicable securities law. Any statements that are contained in this news release that are not statements of historical fact may be deemed to be forward-looking statements. Forward-looking statements are often identified by terms such as "may", "should", "anticipate", "expect", "intend" and similar expressions and include, but are not limited to, statements regarding the Offering, including the intended use of the net proceeds of the Offering and the final approval of the TSXV for the Offering, and the potential for mineralization and planned exploration and drilling activities at Tectonic's projects, including any future exploration activities and the expected benefits or size thereof.

Forward-looking information is not a guarantee of future performance and is based upon a number of estimates, expectations and assumptions of management at the date the statements are made including, among others, expectations and assumptions about the Company securing sufficient financing for its planned exploration and drilling initiatives on acceptable terms or at all, future prices of gold and other metal prices, currency exchange rates and interest rates, favourable operating conditions, political stability, obtaining governmental and other approvals and financing on time, obtaining required licenses and permits, labour stability, stability in market conditions, availability of equipment, accuracy of any mineral resources, successful resolution of disputes and anticipated costs and expenditures. Many assumptions are based on factors and events that are not within the control of Tectonic, and there is no assurance they will prove to be correct.

Although Tectonic considers these beliefs and assumptions to be reasonable based on information currently available to it, they may prove to be incorrect, and the forward-looking statements in this release are subject to numerous risks, uncertainties and other factors that may cause future results to differ materially from those expressed or implied in such forward-looking statements. Forward-looking statements necessarily involve known and unknown risks, including, without limitation: Tectonic's ability to operate as a going concern; Tectonic's requirement of significant additional capital; Tectonic's ability to implement its business strategies; risks associated with mineral exploration and production; risks associated with general economic conditions; adverse industry events; marketing and transportation costs; loss of markets; volatility of commodity prices; inability to access sufficient capital from internal and external sources, and/or inability to access sufficient capital on favourable terms; industry and government regulation; changes in legislation, income tax and regulatory matters; competition; currency and interest rate fluctuations; and other risks and uncertainties discussed in public filings made by Tectonic with the applicable Canadian securities regulatory authorities.

Readers are further cautioned not to place undue reliance on forward-looking statements as there can be no assurance that the plans, intentions, or expectations upon which they are placed will occur. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement. Although Tectonic has 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. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. Tectonic does not undertake to update any forward-looking information, except in accordance with applicable securities laws.

Neither the TSXV nor its Regulation Service Provider (as that term is defined in the policies of the TSXV)

accepts responsibility for the adequacy or accuracy of this release.

SOURCE: Tectonic Metals Inc.

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