

# PTX Metals Inc. Announces Private Placement Offerings

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Toronto, September 8, 2025 - [PTX Metals Inc.](#) (TSXV: PTX) ("PTX" or the "Company") is pleased to announce that it proposes to complete a non-brokered private placement (the "Offering") pursuant to which it shall issue units of the Company (the "Units") at a price of \$0.10 per Unit, to raise aggregate gross proceeds of up to \$1,500,000. Each Unit will consist of one (1) common share of the Company (a "Common Share") and one-half of one (1/2) share purchase warrant (each whole such share purchase warrant, a "Warrant"). Each Warrant is exercisable to acquire one (1) additional Common Share (each, a "Warrant Share") at a price of \$0.16 for a period of 36 months from the date of issuance thereof. The Warrants issued pursuant to the Offering will be subject to a restriction on exercise expiring 61 days following the date of issuance. No fractional Warrant Shares will be issuable to any holder of Warrants upon the exercise thereof, and no cash or other consideration will be paid in lieu of fractional shares.

The Units to be issued under the Offering will be offered to purchasers pursuant to the Listed Issuer Financing Exemption (the "LIFE Exemption") under Part 5A of National Instrument 45-106 - Prospectus Exemptions, and as modified by Coordinated Blanket Order 45-935 - Exemptions from Certain Conditions of the Listed Issuer Financing Exemption, in each of the provinces of Canada. Pursuant to the LIFE Exemption, the Units to be issued pursuant to the Offering will not be subject to a hold period under Canadian securities laws.

The Company has filed on its SEDAR+ profile contemporaneously herewith an offering document addressing the Offering available for purchase in accordance with the requirements of Form 45-106F19 (the "Offering Document"). The Offering Document can be accessed under the Company's profile at [www.sedarplus.ca](http://www.sedarplus.ca) and on the Company's website at [www.ptxmetals.com](http://www.ptxmetals.com). Prospective investors should read the Offering Document before making an investment decision.

Funds raised pursuant to the Offering will be used for general corporate purposes.

## Concurrent Private Placement

Concurrent with the Offering, the Company will complete a private placement consisting of: (i) charity flow through units (the "CFT Units") at a price of \$0.15, to raise aggregate gross proceeds of \$1,500,000 and (ii) flow through units (the "FT Units") at \$0.135, to raise aggregate gross proceeds for \$500,000 (the "Concurrent Private Placement"). Each CFT Unit and FT Unit shall consist of one (1) common share and one-half of one (1/2) Warrant.

The CFT Units and FT Units offered and sold pursuant to the Concurrent Private Placement will be subject to a statutory hold period in Canada of four (4) months and one (1) day after the Closing Date.

The gross proceeds from the issuance of the CFT Units and FT Units pursuant to the Concurrent Private Placement will be used to incur eligible "Canadian exploration expenses" as defined in subsection 66.1(6) of the Tax Act that qualify as "flow-through critical mineral mining expenditures" as defined in subsection 127(9) of the Tax Act (the "Qualifying Expenditures") related to the Company's projects in Ontario. The Qualifying Expenditures will be incurred on or before December 31, 2026, and will be renounced by the Company to the initial purchasers of the CFT Units and FT Units with an effective date no later than December 31, 2025, in an aggregate amount not less than the gross proceeds raised from the issue of the CFT Units.

## Additional Information

The closing of the Offering and Concurrent Private Placement (the "Closing") may occur in multiple tranches,

with the Closing expected to occur on September 25, 2025. The Offering and Concurrent Private Placement are subject to certain conditions, including applicable regulatory approvals and acceptance by the TSX Venture Exchange ("TSXV").

Insiders of the Company may participate in the Offering and / or Concurrent Private Placement. The issuance of HD Units, CFT Units or FT Units to insiders will be considered "related party transactions" within the meaning of Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Company intends to rely on the exemption set forth in section 5.5(a) of MI 61-101 from the formal valuation requirements of MI 61-101 and the exemption set forth in section 5.7(1)(a) of MI 61-101 from minority shareholder approval requirements of MI 61-101 in respect of such insider participation as the fair market value of the Offering, insofar as it involves interested parties, is not expected to exceed 25% of the Company's market capitalization.

In connection with the Offering and Concurrent Private Placement (as permitted by the policies of the TSXV), eligible finders will be paid a cash amount equal to 7% of the Offering amount sold by the finder. In addition, finder warrants equal to 7% of the Offering (the "Finders Warrants") will be issued to eligible finders. Each Finders Warrant will entitle the holder thereof to purchase one additional Common Share at a price of C\$0.14 (subject to adjustment) for a period of two (2) years following the Closing Date. The Finders Warrants will be subject to a statutory hold period in Canada of four (4) months and one (1) day after the Closing Date.

#### About PTX Metals Inc.

PTX is a mineral exploration company focused on high-quality strategic metals assets in northern Ontario, allowing exposure for shareholders to Copper, Gold, Nickel, and PGEs discovery. The Province of Ontario is renowned as a first-class mining jurisdiction for its abundance of mineral resources and safe jurisdiction.

Our corporate objective is to advance our assets, and unveil the potential of two Flagship Projects, the W2 Cu-Ni-PGE located in the strategic Ring of Fire region, and the Shining Tree Gold Project neighbor to multi-million ounces gold deposits in the Timmins Gold Camp.

PTX's portfolio of assets was strategically acquired for their geologically favorable attributes, and proximity to established mining companies.

PTX is based in Toronto, Canada. The Company is also listed in Frankfurt under the symbol "9PF" and on the OTCQB in the United States as "PANXF".

For additional information on PTX, please visit the Company's website at [www.ptxmetals.com](http://www.ptxmetals.com).

#### Contact Information

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#### Forward Looking Statements

This news release includes forward-looking information and statements. Such statements include statements relating to the ability to complete the Offering and / or Concurrent Private Placement, the timing of Closing, the extent of insider participation, and the use of proceeds of the Offering and / or Concurrent Private Placement. Forward-looking information and statements involve and are subject to assumptions and known and unknown risks, uncertainties, and other factors which may cause actual events, results, performance, or achievements of the Company to be materially different from future events, results, performance, and achievements expressed or implied by forward-looking information and statements herein. The assumptions on which the forward-looking statements contained herein rely include, among others, that the Company will receive the necessary approvals for the Offering and / or Concurrent Private Placement from the TSXV, that the Company will satisfy the terms of the LIFE Exemption and any other applicable securities exemptions or safe harbors and that there will be sufficient demand for the Units. Additional risk factors that may impact the

Company or cause actual results and performance to differ from the forward looking statements contained herein are set forth in the Company's most recent management's discussion and analysis of financial condition (a copy of which can be obtained under the Company's profile on SEDAR + at [www.sedarplus.ca](http://www.sedarplus.ca)). Although the Company believes that any forward-looking information and statements herein are reasonable, in light of the use of assumptions and the significant risks and uncertainties inherent in such information and statements, there can be no assurance that any such forward-looking information and statements will prove to be accurate, and accordingly readers are advised to rely on their own evaluation of such risks and uncertainties and should not place undue reliance upon such forward-looking information and statements. Any forward-looking information and statements herein are made as of the date hereof, and except as required by applicable laws, the Company assumes no obligation and disclaims any intention to update or revise any forward-looking information and statements herein or to update the reasons that actual events or results could or do differ from those projected in any forward looking information and statements herein, whether as a result of new information, future events or results, or otherwise, except as required by applicable laws.

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