

# Torr Metals Announces C\$2.8 Million Private Placement

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Vancouver, September 25, 2025 - [Torr Metals Inc.](#) (TSXV: TMET) ("Torr" or the "Company"), is pleased to announce a non-brokered private placement offering (the "Offering") of up to 1,176,471 flow-through units (the "FT Unit") at a price of \$0.17 per FT Unit, up to 11,538,462 charity flow-through units (the "Charity FT Units") at a price of \$0.208, and up to 1,538,462 non flow-through units (the "NFT Units") at a price of \$0.13 per Unit for aggregate gross proceeds of up to \$2,800,000.

Each FT Unit will consist of one (1) flow-through common share of the Company (a "FT Share") and one-half (1/2) of a common share purchase warrant (each whole warrant, a "FT Unit Warrant"). Each FT Unit Warrant shall entitle the holder to acquire one (1) additional non flow-through common share of the Company (a "Warrant Share") at a price of \$0.25 per share for a period of 24 months from the date or dates of closing of the Offering (a "Closing Date").

Each Charity FT Unit will consist of one (1) FT Share and one-half (1/2) of a common share purchase warrant (each whole warrant, a "Charity FT Unit Warrant"). Each Charity FT Unit Warrant shall entitle the holder to acquire one (1) Warrant Share at a price of \$0.21 per share for a period of 24 months from the Closing Date.

Each NFT Unit will consist of one (1) non flow-through common share of the Company (a "Share") and one-half (1/2) of a common share purchase warrant (each whole warrant, a "Unit Warrant"). Each NFT Unit Warrant shall entitle the holder to acquire one (1) additional Warrant Share at a price of \$0.21 per share for a period of 24 months from the Closing Date.

All Warrants issued in connection with this Offering will be subject to earlier expiry in the event that the closing price of the common shares exceeds \$0.35 for 10 consecutive trading days. The Company may pay finders' fees in accordance with the policies of the TSX Venture Exchange.

All FT Shares and Charity FT Unit Warrant offered in connection with this Offering qualify as a "flow-through share" within the meaning of the Income Tax Act (Canada) (the "Tax Act"). The Charity FT Units Offering will be facilitated by PearTree Securities Inc. ("PearTree"). PearTree will not receive any fees or commissions from the Company for its role in the Offering.

The gross proceeds from the sale of the FT Units and Charity FT Units will be used to incur eligible "Canadian exploration expenses" that qualify as "flow-through critical mineral mining expenditures", as such terms are defined in the Tax Act, and for subscribers who are qualifying individuals under the Income Tax Act (British Columbia) (the "BC Tax Act"), these expenditures will also qualify as "BC flow-through mining expenditures", as defined in section 4.721(1) of the BC Tax Act (collectively, the "Qualifying Expenditures"). These expenditures will be incurred on Torr's British Columbia assets, specifically its 100% owned 275 km<sup>2</sup> Kolos Copper-Gold Project and the adjacent 57 km<sup>2</sup> Bertha Property, which was optioned in March 2025 with the right to earn 100% ownership. The Qualifying Expenditures will be incurred on or before December 31, 2026, and will be renounced in favour of the subscribers with an effective date no later than December 31, 2025, in an aggregate amount not less than the total gross proceeds raised from the issuance of the FT Units and Charity FT Units. The net proceeds from the sale of the Units will be utilized for general working capital.

The Offering is scheduled to close on or before October 16, 2025 and is subject to certain conditions including, but not limited to, the receipt of all necessary approvals including the approval of the TSX Venture Exchange. The securities issued will have a hold period of four months and one day from the closing of the Offering.

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 issuable pursuant to the Offering have not been, and will not be, registered under the U.S. Securities Act or any U.S. state securities laws, and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons, absent registration or any applicable exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws.

#### About Torr Metals

Torr Metals, headquartered in Edmonton, AB, is focused on unlocking new copper and gold discovery potential within proven, highly accessible mining districts across Canada, areas with both established infrastructure and a growing need for near-term feed. Torr's 100%-owned, district-scale assets are strategically located for cost-effective, year-round exploration and development. The 275 km<sup>2</sup> Kolos Copper-Gold Project and strategically option 57 km<sup>2</sup> Bertha Property, situated in southern British Columbia's prolific Quesnel Terrane, lies just 30 km southeast of the Highland Valley Copper Mine, Canada's largest open-pit copper operation, and 40 km south of the city of Kamloops directly along Highway 5. In northern Ontario, the 261 km<sup>2</sup> Fillion Gold Project covers a virtually unexplored greenstone belt with high-grade orogenic gold potential. It sits just off the Trans-Canada Highway 11, approximately 42 km from Kapuskasing and 202 km by road from the Timmins mining camp, home to world-class operations like Hollinger, McIntyre, and Dome. To learn more, visit Torr Metals online or view company documents via SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

On behalf of the Board of Directors  
Torr Metals Inc.

"Malcolm Dorsey"

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President, CEO and Director

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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 press release.

#### Cautionary Statement Regarding Forward-Looking Information

This press release contains certain information that may constitute "forward-looking information" under applicable Canadian securities legislation. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects", or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "does not anticipate", or "believes" or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might", or "will be taken", "occur", or "be achieved". Forward-looking information in this news release includes, but is not limited to: structure and terms of the Offering, the anticipated closing date of the Offering, the intended use of proceeds of the Offerings, and approval of the Offerings by the TSX-V. Forward-looking information is necessarily based upon a number of assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties, and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking information. Factors that could affect the outcome include, among others: future prices and the supply of metals, the future demand for metals, the results of drilling, inability to raise the money necessary to incur the expenditures required to retain and advance the Company's properties, environmental liabilities (known and unknown), general business, economic, competitive, political and social uncertainties, results of exploration programs, risks of the mining industry, delays in obtaining governmental approvals, and failure to obtain regulatory or shareholder approvals. 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 information. Accordingly, readers should not place undue reliance on forward-looking information. All forward looking information contained in this press release is given as of the date hereof and is based upon the opinions and estimates of management and information available to management as at the date hereof. Other factors which could materially affect such forward-looking information are described in the risk factors in the Company's most recent annual management's discussion and analysis which is available on the Company's profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca). Torr disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by law.

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