

# PTX Metals Inc. Announces Private Placement Amendments

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Toronto, September 28, 2025 - [PTX Metals Inc.](#) (TSXV: PTX) ("PTX" or the "Company") is pleased to announce the following updates to its previously disclosed non-brokered private placements, as referenced in its news releases dated September 8, 2025 and September 16, 2025. In response to market demand, the Company has increased the maximum size of the offering (the "LIFE Offering") being completed under LIFE Exemption (as defined below) from \$3,500,000 to \$5,500,000 while keeping a minimum offering of \$2,000,000 of HD Units (as defined below). There remains no minimum on the size of the offering of "charity flow-through units" ("CFT Units").

## LIFE Offering

Pursuant to the amended terms of the LIFE Offering, the Company is offering for sale by way of non-brokered private placement: (i) hard dollar units (the "HD Units") at a price of \$0.10 per HD Unit; and (ii) CFT Units at a price of \$0.15 per CFT Unit (the CFT Units together with the HD Units are referred to herein as, the "Units"), to raise aggregate gross proceeds of up to \$5,500,000. Each Unit shall consist of one (1) 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 Warrant Share at a price of \$0.16 per Warrant Share for a period of 36 months from the date of issuance. The Warrants issued pursuant to the LIFE Offering will be subject to a restriction on exercise expiring 61 days following the date of issuance.

The Company intends to use the proceeds from the issuance of the HD Units for general corporate expenses and working capital purposes.

The gross proceeds from the issuance of the CFT Units will be used to incur eligible "Canadian exploration expenses" as defined in subsection 66.1(6) of the Income Tax Act (Canada) (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 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.

The Units issued under the LIFE Offering are being 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 LIFE Offering will not be subject to a hold period under Canadian securities laws.

The Company has filed on its SEDAR+ profile contemporaneously herewith an amended and restated offering document addressing the upsized LIFE Offering available for purchase in accordance with the requirements of Form 45-106F19 (the "Offering Document"). The amended and restated 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 amended and restated Offering Document before making an investment decision.

## Non-LIFE Offering

In addition, the previously disclosed concurrent non-brokered offering (the "Non-LIFE Offering") has also been amended. The amendments remove the charity flow-through component of this offering and increase

the maximum size of the offering of flow-through units ("FT Units") from \$1,000,000 to \$1,500,000. The FT Units will be issued at a price of \$0.135 per FT Unit with each FT Unit being comprised of one common share and one-half of one (1/2) Warrant. The securities sold under the Non-LIFE Offering will be sold under prospectus exemptions other than the LIFE Exemption and the securities underlying the FT Units sold under the Non-LIFE Offering will be subject to a hold period of four months and one day from the date of issuance.

The closing of the LIFE Offering and Non-LIFE Offering (the "Closing") may occur in multiple tranches, with the final Closing expected to occur starting on September 29, 2025. The offerings are subject to certain conditions, including applicable regulatory approvals and acceptance by the TSX Venture Exchange ("TSXV").

#### Additional Information

Insiders of the Company may participate in the offerings. The issuance of securities 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 offerings, insofar as they involve interested parties, is not expected exceed 25% of the Company's market capitalization.

In connection with the offerings (as permitted by the policies of the TSXV), eligible finders will be paid a cash amount equal to 7% of the gross amount raised by finders. In addition, a number of finder warrants equal to 7% of the number of Units and FT Units issued pursuant to the offerings (the "Finders Warrants") will be issued to eligible finders. Each Finders Warrant will entitle the holder thereof to purchase one common share at a price of \$0.14 (subject to adjustment) for a period of two (2) years following the issuance of the Finders Warrants. The Finders Warrants will be subject to a statutory hold period in Canada of four (4) months and one (1) day after the issuance of the Finders Warrants.

#### 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).

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#### Cautionary Statement Regarding Forward-Looking Information

This news release includes forward-looking information and statements. Such statements include statements

relating to the ability to complete the offerings, the timing of Closing, the extent of insider participation, and the use of proceeds of the offerings. 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 offerings 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 securities. 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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