

Visionary Copper and Gold Mines Inc. Closes First Tranche of Private Placement Financing

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VANCOUVER, Dec. 09, 2025 - [Visionary Copper and Gold Mines Inc.](#) (the "Company" or "Visionary") (TSXV: VCG) (OTCQX: VCGMF) is pleased to announce it has closed the first tranche of its previously announced non-brokered private placement by issuing 1,613,815 hard dollar units (the "HD Units") at a price of C\$0.75 per HD Unit for gross proceeds of \$1,210,361.

Each HD Unit consists of one common share and one-half of one transferable common share purchase warrant (each whole such common share purchase warrant, a "Warrant"). Each Warrant shall be exercisable into one additional common share (a "Warrant Share") for two (2) years from closing (the "Expiry Date") at an exercise price of C\$1.10 per Warrant Share. The Company has the right to accelerate the Expiry Date if, at any time, the volume weighted average price of the common shares on the principal exchange or market on which the common shares trade is equal to or greater than \$1.50 for 10 consecutive trading days ("10-Day Period"). In the event of acceleration, the Expiry Date will be accelerated to a date that is 30 days after the Company issues the acceleration notice through a news release, provided that the acceleration notice is issued within 10 business days after the end of the particular 10-Day Period.

The Company is also offering up to 1,333,333 flow-through units (the "FT Units") at a price of C\$1.11 per FT Unit for gross proceeds of up to \$1,480,000; and (iii) up to 267,175 Manitoba flow-through units at a price of C\$1.31 per FT Unit for gross proceeds of up to \$350,000. The Company anticipates that the flow-through offering will close on December 18, 2025.

Under the first tranche of the offering, the Company paid finders a cash fee of \$6,750. The gross proceeds from the sale of FT Units will be used by the Company to incur eligible "Canadian exploration expenses" that will qualify as "flow-through critical mineral mining expenditures" as both terms are defined in the Income Tax Act (Canada) (the "Qualifying Expenditures") related to the Pt. Leamington Project, Newfoundland. All Qualifying Expenditures will be renounced in favour of the subscribers of the Flow-Through Shares effective December 31, 2025. The net proceeds from the sale of the HD Units will be used by the Company for working capital and general corporate purposes.

Insiders of the Company have subscribed for 229,482 HD Units for gross proceeds of \$172,111. The issuance of the HD Units to the insiders is considered a related party transaction subject to Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). The Company intends to rely on exemptions from the formal valuation and minority shareholder approval requirements provided under sections 5.5(a) and 5.7(a) of MI 61-101 on the basis that the participation by the insider will not exceed 25% of the fair market value of the Company's market capitalization.

Closing of the Offering is subject to the acceptance of the TSX Venture Exchange.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

About Visionary Copper and Gold Mines Inc.

Visionary Copper and Gold Mines Inc. (TSXV: VCG) (OTCQX: VCGMF) is advancing its portfolio of base and precious metals rich deposits located in established Canadian mining jurisdictions. The focus of the portfolio is highlighted by the 100% owned Point Leamington Deposit in Newfoundland, located in one of the

richest VMS and Gold Districts in Canada. The Company prepared a pit constrained Indicated Mineral Resource of 5.0 Mt grading 2.5 g/t AuEq for 402 koz AuEq (145.7 koz gold, 60.0 Mlb copper, 153.5 Mlb zinc, 2.0 Moz silver, 1.5 Mlb lead), a pit constrained Inferred Mineral Resource of 13.7 Mt grading 2.24 g/t AuEq for 986.5 koz AuEq (354.8 koz gold, 110.2 Mlb copper, 527.3 Mlb zinc, 6.2 Moz silver, 7.0 Mlb lead) and an out-of-pit Inferred Mineral Resource of 1.7 Mt grading 3.06 g/t AuEq for 168.5 koz AuEq (65.4 koz gold, 13.3 Mlb copper, 102.9 Mlb zinc, 1.4 Moz Ag, 2.6 Mlb lead) (see news release dated October 25, 2021). Additionally, the Company is permitting the Rainbow deposit at its rich VMS Pine Bay Project located near existing infrastructure in the Flin Flon Mining District. The Company prepared an indicated mineral resource on the Rainbow deposit of 3.44 Mt grading 3.59% CuEq for 272.4 Mlb CuEq (238.3 Mlb Cu, 56.9 Mlb Zn, 37.6 koz Au, 692.8 koz Ag, 2.3 Mlb Pb), an inferred mineral resource on the Rainbow deposit of 1.28 Mt grading 2.95% CuEq containing 83.4 Mlb CuEq (72.1 Mlb Cu, 19.5 Mlb Zn, 11.1 koz Au, 222.2 Koz Ag, 0.8 Mlb Pb) and an inferred mineral resource at the Pine Bay deposit of 1.0 Mt grading 2.62% Cu containing 58.1 Mlb Cu (see news release dated July 10, 2023). Additionally, the portfolio includes the Nash Creek Project located in the VMS rich Bathurst Mining District of New Brunswick. A 2018 PEA generates a strong economic return with a pre-tax IRR of 34.1% (25.2% post-tax) and NPV8% of \$230 million (\$128 million post-tax) at \$1.25 Zinc (see news release dated May 14, 2018).

For additional information, please contact:

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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 release.

Some statements in this news release contain forward-looking information. These statements include, but are not limited to, statements with respect to future expenditures. These statements address future events and conditions and, as such, involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the statements. Such factors include, among others, completing the private placement financing, the ability to complete the proposed drill program and the timing and amount of expenditures. Except as required under applicable securities laws, Callinex does not assume the obligation to update any forward-looking statement.

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