

# PTX Metals Inc. Announces Private Placement Offerings

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Toronto, April 8, 2026 - [PTX Metals Inc.](#) (TSXV: PTX) ("PTX" or the "Company") is pleased to announce that it intends to complete a non-brokered private placement totaling \$3,000,000 and that it has arranged and confirmed participation from several substantial investors for the private placement.

The private placement financing will issue units of the Company (the "Units") at a price of \$0.11 per Unit, to raise aggregate gross proceeds of up to \$1,500,000 (the "HD Offering") resulting in the issuance of 13,636,363 Units. Each Unit will consist of one (1) common share of the Company (a "Common Share") and one-half of one (1/2) common 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 \$0.18 for a period of 36 months from the date of issuance. No fractional Warrant Shares will be issued, and no cash or other consideration will be paid in lieu of fractional shares. The Warrants will be subject to an acceleration provision, whereby the Company may accelerate the expiry date of the Warrants if the closing price of the Company's Common Shares on the TSX Venture Exchange (the "TSXV") is at or above \$0.40 for more than twenty (20) consecutive trading days, in accordance with the terms of the Warrants.

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

## Concurrent Private Placement

Concurrent with the HD Offering, the Company plans to complete a private placement consisting of flow through shares (the "FT Shares") at a price of \$0.125 per FT Share, to raise aggregate gross proceeds of up to \$1,500,000 (the offering of FT Shares together with the HD Offering is referred to herein as the "Offering") resulting in the issuance of 12,000,000 FT Shares.

The gross proceeds from the issuance of the FT Shares 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, 2027 and will be renounced by the Company to the purchasers with an effective date no later than December 31, 2026 in an aggregate amount not less than the gross proceeds raised from the issue of the FT Shares.

Unless issued pursuant to a prospectus exemption that does not require a statutory hold period, the Units and FT Shares offered and sold pursuant to the Offering will be subject to a statutory hold period in Canada of four (4) months and one (1) day after the Closing Date.

## Additional Information

The closing of the Offering (the "Closing") may occur in multiple tranches, with the first Closing expected to occur on or about April 14, 2026. The closing of the Offering is subject to certain conditions, including applicable regulatory approvals and acceptance by the TSXV.

Insiders of the Company may participate in the Offering. The issuance of Units or FT Shares 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 (as permitted by the policies of the TSXV), eligible finders may 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 Shares issued pursuant to the Offering (the "Finders Warrants") may be issued to eligible finders. Each Finders Warrant will entitle the holder thereof to purchase one common share at a price of \$0.125 (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 proudly Canadian mineral exploration company advancing gold and critical minerals projects in Northern Ontario, including its W2 copper-nickel-PGE project in the Ring of Fire and the Shining Tree Gold Project in the Timmins Gold Camp. PTX offers shareholders exposure to copper, gold, nickel, and platinum group element (PGE) discoveries. The province of Ontario is a mining jurisdiction renowned for both its abundance of critical minerals and stable regulatory environment.

Our corporate objective is to advance our assets, unlocking the full potential of two flagship projects, the W2 Cu-Ni-PGE located close to existing winter road infrastructure at the gateway to the strategic Ring of Fire region, and the Shining Tree Gold Project, neighboring other known 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, with a primary listing on the TSX under the symbol PTX. The Company is also listed in Frankfurt under the symbol 9PX.F and on the OTCQB in the United States as PANXF.

For additional information on PTX, please visit the Company's website at <https://ptxmetals.com/>.

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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, the timing of Closing, the extent of insider participation, and the use of proceeds of the Offering. 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 from the TSXV, that the Company will satisfy the terms applicable securities exemptions or safe harbors and that there will be sufficient demand for the Units and / or FT Shares. 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

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