

Meta Critical Minerals Inc. Announces Completion of Over Subscribed Private Placement

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With Strategic Advisory Support From Leading New York Investment Bank Revere Securities

[Meta Critical Minerals Inc.](#) (formerly Troy Minerals Inc.) (the "Company") (CSE:MTTA) (OTCQB:MTTAF) (FSE:VJ3) is pleased to announce that it has completed its previously announced non-brokered private placement offering of 32,363,893 units (the "Units") at a price of \$0.20 per Unit for aggregate gross proceeds of \$6,472,778 (the "Offering"), which was oversubscribed and increased from the original offering amount due to strong demand.

Revere Securities LLC, a leading New York-based investment bank, played a central strategic advisory role in connection with the Offering.

Each Unit is comprised of one common share and one share purchase warrant (a "Warrant"). Each Warrant entitles the holder to acquire an additional common share at a price of \$0.30 per common share for a period of two years from the closing of the Offering, subject to acceleration.

The Warrants will be subject to an acceleration right held by the Company, such that if the share price closes at \$0.45 or above for a period of 10 consecutive trading days, the Company may, at any time after such an occurrence, give written notice (via news release) to the holders of the Warrants that the Warrants will expire at 5:00 p.m. (Vancouver time) on the 30th day following the giving of notice unless exercised by the holders prior to such date. Upon receipt of such notice, the holders of the Warrants will have 30 days to exercise their Warrants and any Warrants that remain unexercised will expire.

In connection with the Offering, the Company paid cash finder's fees in the amount of \$331,224.50 and issued an aggregate of 1,656,123 finder's warrants exercisable on the same terms as the Offering Warrants.

Pursuant to Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions ("MI 61-101") the Company advises that the Offering constitutes a "related party transaction" under MI 61-101 due to the participation of one insider (Rana Vig, CEO and Director) as a subscriber under the Offering. The insider subscribed for 500,000 Units for aggregate proceeds of \$100,000 pursuant to the Offering. The Company is relying on the exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 pursuant to section 5.5(a) and section 5.7(1)(a) of MI 61-101 based on the fact that neither the fair market value of the Offering nor the fair market value of the consideration paid pursuant to the Offering, insofar as it involves related parties, exceeds 25% of the Company's market capitalization.

All securities to be issued under the Offering will be subject to a contractual hold period expiring six (6) months from the closing date of the Offering, being longer than the four month hold period required under applicable Canadian securities laws.

Proceeds of the Offering will be used towards advancing the Company's current mineral projects, potential acquisitions, marketing and awareness campaigns, and general working capital.

The securities referenced in this news release have not been registered under the U.S. Securities Act of 1933, and may not be offered or sold in the U.S. (or to U.S. persons) absent such registration or an applicable exemption therefrom.

ON BEHALF OF THE BOARD,

Rana Vig | CEO and Director

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Forward-Looking Statements

The Canadian Securities Exchange has not reviewed this press release and does not accept responsibility for the adequacy or accuracy of this news release.

Certain information contained herein constitutes "forward-looking information" under Canadian securities legislation. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "will" or variations of such words and phrases or statements that certain actions, events or results "will" occur. Forward-looking statements are based on the opinions and estimates of management as of the date such statements are made and they are from those expressed or implied by such forward-looking statements or forward-looking information subject to known and unknown risks, uncertainties and other factors that may cause the actual results to be materially different, including receipt of all necessary regulatory approvals. Although management of the Company have attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements or forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. The Company will not update any forward-looking statements or forward-looking information that are incorporated by reference herein, except as required by applicable securities laws.

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