

# Valhalla Completes Acquisition of Smucker Project from Teck and Final Tranche of Over-Subscribed Private Placement for \$15 Million, with Investment from Teck and Marubeni

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Vancouver, June 1, 2026 - [Valhalla Metals Inc.](#) (TSXV: VMXX) (OTCQB: VMXXF) ("Valhalla" or the "Company"), further to its news release disseminated on April 21, 2026, is pleased to announce the successful completion of its acquisition (the "Transaction") of the high-grade copper-gold-silver-zinc Smucker Project (the "Smucker Project") from Teck American Incorporated, a subsidiary of [Teck Resources Ltd.](#) ("Teck").

Rick Van Nieuwenhuysse, Chairman of Valhalla stated, "By closing the transaction to acquire the silver-rich Smucker property from Teck, Valhalla has doubled its exposure to the high-grade, VMS deposits found in the prolific Ambler Mining District of northern Alaska. With the funding now in place, drilling is being planned at the Sun deposit to expand the known resource down dip and along strike during this summer field season. Drilling is planned at Smucker for 2027 once we have drill permits and have arranged appropriate logistical infrastructure to support a drilling program. We look forward to continuing to work with the federal government, the State of Alaska, AIDEA and especially with the local Inupiat and Athabaskan communities along the Kobuk and Koyukuk River to develop our projects in a way that is consistent with their values and subsistence lifestyle."

The Smucker Project was discovered by Anaconda Minerals Company in 1975. A historical mineral resource estimate was prepared in 1981, which is not compliant with NI 43-101, and reported 11,843,401 tons @ 0.94% Cu, 0.026 oz/t Au, 5.28 oz/t Ag, 6.61% Zn, and 2.29% Pb (1,2). The last drilling was completed in 1982 by Cominco. A Qualified Person has not done sufficient work to classify this historical estimate as a current Mineral Resource, and the Company is not treating this estimate as current Mineral Resources or Mineral Reserves. Accordingly, this estimate should not be relied upon.

The Sun deposit is one of the most-advanced VMS deposits in the eastern part of the Ambler Mining District and is well situated for potential development being the first deposit along the proposed Ambler Access Road route.

The project currently hosts a NI 43-101 mineral resource<sup>(3)</sup> defined by a 100 drillhole database consisting of 1.71 million tonnes of Indicated mineral resources grading 1.48% Cu, 0.21 g/t Au, 60 g/t Ag, 4.32% Zn, and 1.11% Pb and 9.02 million tonnes of Inferred mineral resources grading 1.21% Cu, 0.25 g/t Au, 81.70 g/t Ag, 4.18% Zn, and 1.46% Pb.

In 2023, Valhalla completed the construction of a new 24-person camp, providing the necessary infrastructure to support a multi-rig drill program, which included four diamond drill holes totaling 1,104 meters. The 2023 drill holes were strategically designed as step-outs to test for mineralization continuity along strike and down-dip and yielded high-grade results, including:

- Sun 23-01 intersected 13.7m of 3.07% CuEq<sup>(4)</sup> (1.24% Cu, 0.92% Pb, 3.45% Zn, 0.16 g/t Au, and 55.79 g/t Ag);
- Sun 23-02 intersected 14.6m of 1.91% CuEq<sup>(4)</sup> including 10.8m of 2.2% CuEq<sup>(4)</sup> (0.69% Cu, 0.73% Pb, 2.88% Zn, 0.12 g/t Au, and 53.77 g/t Ag);
- Sun 23-03 intersected 13.8m of 3.44% CuEq<sup>(4)</sup> including 8.7m of 4% CuEq<sup>(4)</sup> (1.89% Cu, 1.23% Pb, 3.35% Zn, 0.29 g/t Au, and 94.36 g/t Ag);
- Sun 23-04 intersected 21.4m of 6.84% CuEq<sup>(4)</sup> (1.31% Cu, 3.23% Pb, 11.03% Zn, 0.24 g/t Au, and 108.31

g/t Ag) within a larger interval of 52.4m of 3.3% CuEq<sup>(4)</sup>.

The 2023 drilling confirmed that the exploration upside at the Sun VMS deposit remains robust and open at depth.

For additional information regarding Valhalla's 2023 exploration program, including a full discussion regarding the results of the program and information regarding quality control and quality assurance measures undertaken in connection with the program, please refer to the Company's press release entitled "Valhalla Metals Reports High-Grade Mineralization from Maiden Drill Program at its Flagship Sun Project, including 21m of 6.84% CuEq", dated October 30, 2023, and filed on the Company's profile at [www.sedarplus.ca](http://www.sedarplus.ca).

### Closing of the Transaction

Pursuant to the Transaction, as consideration for the acquisition of the Smucker Project (and the assumption of all liabilities associated with the Smucker Project), Valhalla issued 44,813,642 subordinate voting shares ("Valhalla Shares") and granted to Teck: (i) a priority purchase right and right of last offer on the purchase of any concentrate produced from the Sun and Smucker properties; and (ii) a 2.0% net smelter returns royalty on certain portions of the Smucker Project. In addition, Teck and the Company entered into an investor rights agreement, which includes, among other things, the grant to Teck of equity participation rights, top up rights, information rights and the right to appoint a director to the board of directors of Valhalla.

The Transaction required the approval of Valhalla's shareholders in accordance with the policies of the TSX Venture Exchange ("TSXV") as Teck became a "control person" of the Company (as defined in the policies of the TSXV) upon closing of the Transaction, which was obtained via written consent of shareholders holding at least 50% of the Valhalla Shares.

### Final Tranche of Private Placement

In connection with the closing of the Transaction, the Company exercised its 20% upside right and completed the second and final tranche of its over-subscribed non-brokered private placement (the "Offering") of subscription receipts (the "Subscription Receipts"). Pursuant to the second tranche of the Offering, the Company issued an aggregate of 2,691,555 Subscription Receipts for aggregate gross proceeds of approximately \$1.75 million, at a price of \$0.65 per Subscription Receipt. In total, Valhalla sold and issued an aggregate of 23,076,923 Subscription Receipts for gross proceeds of approximately \$15 million pursuant to the Offering, including investments from Teck for \$1.75 million and an affiliate of Marubeni Corporation for approximately \$1.7 million.

The net proceeds of the Offering are expected to fund exploration expenditures at the Company's Sun property, including a drill program, and the Smucker Project following completion of the Transaction, for mapping and survey work, plus general and administrative costs.

The participants in the final tranche of the Offering are insiders of the Company. The participation of insiders in the Offering constitutes a "related party transaction", within the meaning of TSXV Policy 5.9 and Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Company has relied on the exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101, in respect of the related party participation in the Offering, as neither the fair market value (as determined under MI 61-101) of the subject matter of, nor the fair market value of the consideration for, the Offering, insofar as it involved the insiders, exceeded 25% of the Company's market capitalization (as determined under MI 61-101).

The Transaction and the Offering are subject to the final acceptance of the TSXV.

### Conversion of Subscription Receipts

In connection with the closing of the Transaction, without payment of additional consideration or further

action on the part of the Subscription Receipt holders, each Subscription Receipt automatically converted to one Valhalla Share. The Valhalla Shares issued upon conversion of the Subscription Receipts are subject to a statutory hold period of four months and one day from the date the Subscription Receipts were issued.

In connection with the conversion of the Subscription Receipts, the Company has paid cash finder's fees to certain finders (the "Finders") equal to 6% of the gross proceeds raised from subscriptions arranged by each such Finder, for an aggregate of \$224,850.87 in Finders fees.

#### Share Decompression

On the closing date of the Transaction, Valhalla converted all outstanding multiple voting shares ("MV Shares") into Valhalla Shares, on a basis of 100 Valhalla Shares for each MV Share (the "Conversion"). As the Conversion was a condition to the closing of the Transaction, the board of directors of Valhalla determined that it was no longer in the best interests of the Company to have the MV Shares be maintained as a separate class of shares of the Company. The holders of outstanding MV Shares on the closing date of the Transaction were issued DRS advices representing the number of Valhalla Shares into which the MV Shares were so converted, and each existing certificate representing the MV Shares (or other evidence thereof) was cancelled.

Following the Conversion, it is the intention of the Company to remove the MV Shares from the authorized share structure of the Company and to re-identify the Valhalla Shares as "Common Shares" following the Company's next annual meeting of shareholders.

The securities referred herein have not been and will not be registered under the United States Securities Act of 1933, as amended ("U.S. Securities Act") and may not be offered or sold in the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S under the U.S. Securities Act) absent registration or an applicable exemption from the registration requirements. This news release will not constitute an offer to sell or the solicitation of an offer to buy nor will there be any sale of the securities in any State in which such offer, solicitation or sale would be unlawful.

#### Early Warning Disclosure by Teck Resources Limited

Prior to the closing of the Transaction and the Offering, Teck did not own, directly or indirectly, nor exercises control or direction over, any Shares. Upon closing of the Transaction and the Offering, Teck will beneficially own, directly or indirectly, or exercise control or direction over 47,505,950 Shares, representing approximately 31.4% of the issued and outstanding Shares on a non-diluted basis.

Teck's acquisition of the Shares from the Transaction and the Offering is being made for investment purposes. Teck may determine to increase or decrease its investment in the Company depending on market conditions and any other relevant factors. This release is required to be issued under the early warning requirements of applicable securities laws. Teck's head office is located at Suite 3300 - 550 Burrard Street, Vancouver, BC, V6C 0B3. In satisfaction of the requirements of the National Instrument 62-104 - Take-Over Bids And Issuer Bids and National Instrument 62-103 - The Early Warning System and Related Take-Over Bid and Insider Reporting Issues, early warning reports respecting the acquisition of Shares by Teck or its affiliates will be filed under the Company's SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca). A copy of Teck's early warning report to be filed in connection with the Transaction and the Offering may also be obtained by contacting Dale Steeves at 236-987-7405.

#### Qualified Person

Ms. Bonnie Broman, CPG, Vice President, Exploration for Valhalla Metals Inc., is a Qualified Person ("QP") as defined under National Instrument 43-101 standards. Ms. Broman has approved the data disclosed in this press release, including by verifying the sampling, analytical and test data underlying the technical information and has approved this press release.

#### Sources:

(1) The reader is cautioned that the referenced "historical mineral resource" estimate is considered historical in nature and as such is based on prior data and reports prepared by previous property owners. A QP has not done sufficient work to classify the historical estimates as current resources and Valhalla is not treating the historical estimate as current mineral resources or mineral reserves. Significant data compilation, re-drilling, re-sampling and data verification may be required by a QP before the historical estimate on the Smucker Project can be classified as current resource. There can be no assurance that any of the historical mineral resources, in whole or in part, will ever become economically viable and readers should not rely on such historical mineral resource estimate. However, the Company considers these historical estimates to be relevant to investors, as it may indicate the presence of mineralization. In addition, mineral resources are not mineral reserves and do not have demonstrated economic viability. Even if classified as a current resource, there is no certainty as to whether further exploration will result in any inferred mineral resources being upgraded to an indicated or measured mineral resources category. The key assumptions, parameters and methods used to prepare the historical estimate are not known to Valhalla.

(2) Information pertaining to the Smucker Project historical mineral resource estimate is extracted from Anaconda Minerals Company's internal report titled "1981 Mineral Exploration Program, Ambler Mining District".

(3) Information pertaining to the Sun Project Mineral Resource Estimate is extracted from the technical report titled "Technical Report on the Sun Project, Brooks Range, Alaska, USA" prepared by Michael M. Gustin, C.P.G. of Mine Development Associates, A Division of RESPEC, for SolidusGold Inc. and filed on Sedar on May 18, 2022 Michael M. Gustin is independent as defined by NI 43-101 - Standards of Disclosure for Mineral Projects ("NI 43-101").

(4)  $CuEq = (((Cu\%) \times \$Cu \times 22.0462) \times 0.91 + ((Pb\%) \times \$Pb \times 22.0462) \times 0.8 + ((Zn\%) \times \$Zn \times 22.0462) \times 0.91 + (Au(g/t)/\$Au \times 31.1034768) \times 0.59 + (Ag(g/t)/\$Ag \times 31.1034768) \times 0.35) / (\$Cu \times 22.0462)$ ; Commodity prices: \$Cu = US\$3.00/lb., \$Pb = US\$1.00/lb.; \$Zn = US\$1.10/lb; \$Au = US\$1,700/oz., and Ag = US\$20.00/oz.; Recoveries assumed to be 91% Cu, 80% Pb, 91% Zn, 59% Au, 35% Ag and were multiplied for each respective metal. Recoveries are based on the technical report titled "Technical Report on the Sun Project, Brooks Range, Alaska, USA" filed on Sedar by the Company on May 18, 2022 and modelled after the recoveries of the neighboring Arctic VMS deposit Feasibility Study; Factors: 22.0462 = Cu% to lbs. per %, 31.1034768 = Au g/t to g per troy oz, and 31.1034768 = Ag g/t to g per troy oz.

#### About Valhalla Metals

Valhalla Metals Inc. is a mineral exploration and development company focused on the advancement of its mineral projects towards feasibility. Valhalla's flagship project is the Sun copper-zinc-lead-gold-silver VMS project located in Ambler Mining District, Northwest Alaska. Valhalla Metals Inc. shares trade on the TSXV under the ticker symbol VMXX and OTCQB under the ticker symbol VMXXF. For more information about Valhalla, please visit our website at [www.valhallametals.com](http://www.valhallametals.com).

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.

For more information on the Company, please contact Valhalla Metals Inc.

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#### Forward-Looking Statements:

This news release contains forward-looking statements and forward-looking information within the meaning of applicable securities laws. The use of any of the words "expect", "anticipate", "continue", "estimate", "objective", "ongoing", "may", "will", "project", "should", "believe", "plan", "plans", "intends" and similar expressions are intended to identify forward-looking information or statements. Such information or statements in this news release include, but are not limited to: the anticipated use of proceeds from the Offering; the receipt of final approval from the TSXV to the Offering and the Transaction; the removal of the MV Shares from the authorized share structure of the Company and the re-identification of the Valhalla Shares as "Common Shares" and the timing thereof; the Company's exploration plans with respect to the Smucker Project following closing; and statements of management of the Company about the anticipated

benefits of the Transaction.

The forward-looking statements and information are based on certain key expectations and assumptions made by the Company, including that the Company is able to realize the anticipated benefits from the Transaction, that the Company uses the proceeds from the Offering as currently anticipated, that the Company undertakes the planned exploration on the timeline and in the manner currently anticipated and that the removal of the MV Shares from the authorized share structure of the Company and the re-identification of the Valhalla Shares as "Common Shares" occurs on the timeline currently anticipated. Although the Company believes that the expectations and assumptions on which such forward-looking statements and information are based, are reasonable, undue reliance should not be placed on the forward-looking statements and information because the Company can give no assurance that they will prove to be correct. Since forward-looking statements and information address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks. Such factors include, among others, the following risks: the risk that the Company does not realize the anticipated benefits from the Transaction; the risk that the TSXV may not finally approve the Offering or the Transaction; the risk that the Company uses the proceeds from the Offering in a different manner than is currently anticipated, including as a result of seasonal and environmental variables that could impact exploration timelines and planned expenditures and constraints on exploration resources like drilling equipment; the risk that the Company does not complete planned exploration on the Smucker Project, as currently anticipated or at all; the risk that the Smucker Project may not be geologically and economically prospective; the risk that the Company does not receive the approval of its shareholders to undertake the actions necessary to remove the MV Shares from the capital of the Company and to re-identify the Valhalla Shares as "Common Shares"; operational risks associated with mineral exploration; fluctuations in commodity prices; title matters; and the additional risks identified in the other reports and filings of the Company with the TSXV and applicable Canadian securities regulators. Readers are cautioned that the foregoing list of factors is not exhaustive. The forward-looking statements included in this news release are expressly qualified by this cautionary statement. The forward-looking statements and information contained in this news release are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws.

Neither the TSXV nor its Regulation Services Provider (as that term is defined in policies of the TSXV) accepts responsibility for the adequacy or accuracy of this release.

To view the source version of this press release, please visit <https://www.newsfilecorp.com/release/299540>

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