

# Prismo Metals Inc. Announces \$3 Million Private Placement

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[Prismo Metals Inc.](#) ("Prismo" or the "Company") (CSE: PRIZ) (OTCQB: PMOMF) is pleased to announce the offering (the "Offering") of a minimum of 13,500,000 units of the Company ("Units") up to a maximum of 20,000,000 Units at an issue price of \$0.15 per Unit for minimum gross proceeds of \$2,025,000 up to \$3,000,000 in gross proceeds. Each Unit will consist of one common share in the capital of the Company (a "Share") and one-half of one common share purchase warrant of the Company (each whole warrant, a "Warrant"). Each Warrant will entitle the holder to purchase one Share for a period of twenty-four (24) months from the date of issue at an exercise price of \$0.25.

The Company intends to use the net proceeds of the Offering to conduct up to approximately 5,000 of meters of drilling at the Company's Hot Breccia copper project in Arizona and for general corporate purposes. There may be circumstances, however, where, for sound business reasons, a reallocation of funds may be necessary.

The Units will be issued on a private placement basis pursuant to various prospectus exemptions, including the Listed Issuer Financing Exemption (the "LIFE Exemption") under Part 5A of National Instrument 45-106 - Prospectus Exemptions ("NI 45-106"), as well as the accredited investor and friends, family and business associate, and minimum amount exemptions provided under sections 2.3(1), 2.5 and 2.10 of NI 45-106, respectively (the "Non-LIFE Exemptions"). Under the LIFE Exemption, the Offering is subject to a minimum subscription of 13,500,000 Units.

The Offering will also be made available to existing shareholders of the Company who, as of the close of business on December 2, 2024, held Shares (and who continue to hold such Shares as of the closing date of the Offering), pursuant to the existing securityholder exemption set out in BC Instrument 45-534 - Exemption From Prospectus Requirement for Certain Trades to Existing Security Holders (the "Existing Securityholder Exemption"). The Existing Securityholder Exemption limits a shareholder to a maximum investment of CAD\$15,000 in a 12-month period unless the shareholder has obtained advice regarding the suitability of the investment and, if the shareholder is resident in a jurisdiction of Canada, that advice has been obtained from a person that is registered as an investment dealer in the jurisdiction. If the Company receives subscriptions from investors relying on the Existing Securityholder Exemption exceeding the maximum amount of the Offering, the Company intends to adjust the subscriptions received on a pro-rata basis.

Subject to compliance with applicable regulatory requirements and in accordance with NI 45-106, the Units sold under the Offering pursuant to the LIFE Exemption will be offered in all the Provinces of Canada except Québec, and such securities are expected to be immediately freely tradeable and will not be subject to a hold period under applicable Canadian securities laws. There is an offering document related to the Units issuable pursuant to the LIFE Exemption that can be accessed under the Company's profile at [www.sedarplus.ca](http://www.sedarplus.ca) and on the Company's website at [www.prismometals.com](http://www.prismometals.com). Prospective investors should read this offering document before making an investment decision.

The Units issued pursuant to the Non-LIFE Exemptions and the Existing Securityholder Exemption will be subject to a four-month hold period from the closing date of the Offering under applicable Canadian securities laws, in addition to such other restrictions as may apply under applicable securities laws of jurisdictions outside Canada.

The Company may pay finder's fees to eligible finders in connection with the Offering, subject to compliance with applicable securities laws and Canadian Securities Exchange policies.

The securities being offered have not been and will not be registered under the 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 or persons in the United States, absent registration or an applicable exemption from the registration requirements. This

press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any State in which such offer, solicitation or sale would be unlawful.

About Prismo Metals Inc.

Prismo (CSE: PRIZ) is mining exploration company focused on two precious metal projects in Mexico (Palos Verdes and Los Pavitos) and a copper project in Arizona (Hot Breccia).

Please follow @PrismoMetals on Twitter, Facebook, LinkedIn, Instagram, and YouTube

Prismo Metals Inc.

1100 - 1111 Melville St., Vancouver, British Columbia V6E 3V6

Contact:

Alain Lambert, Chief Executive Officer [alambert@cpvcgroup.ca](mailto:alambert@cpvcgroup.ca)

Steve Robertson, President [steve.robertson@prismometals.com](mailto:steve.robertson@prismometals.com)

Jason Frame, Manager of Communications [jason.frame@prismometals.com](mailto:jason.frame@prismometals.com)

Neither the Canadian Securities Exchange nor its Market Regulator (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release.

#### Cautionary Note Regarding Forward-Looking Information

This release includes certain statements and information that may constitute forward-looking information within the meaning of applicable Canadian securities laws. Forward-looking statements relate to future events or future performance and reflect the expectations or beliefs of management of the Company regarding future events. Generally, forward-looking statements and information can be identified by the use of forward-looking terminology such as "intends" or "anticipates", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "should", "would" or "occur". This information and these statements, referred to herein as "forward-looking statements", are not historical facts, are made as of the date of this news release and include without limitation, statements regarding discussions of future plans, estimates and forecasts and statements as to management's expectations and intentions with respect to, among other things: the expected closing date of the Offering; the anticipated proceeds to be raised under the Offering; the intended use of any proceeds raised under the Offering; and the payment of any finder's fees in connection with the Offering.

These forward-looking statements involve numerous risks and uncertainties and actual results might differ materially from results suggested in any forward-looking statements. These risks and uncertainties include, among other things: delays in obtaining or failure to obtain required regulatory approvals for the Offering; market uncertainty; the inability of the Company to raise the anticipated proceeds under the Offering; the inability of the Company to utilize the anticipated proceeds of the Offering as anticipated; delays or changes in plans with respect to exploration projects or capital expenditures, including in respect of the Company's proposed drill programs; the uncertainty of mineral resource exploration cost estimates; health, safety and environmental risks; worldwide demand for metals; metals prices and other commodity price and exchange rate fluctuations; environmental risks; competition; ability to access sufficient capital from internal and external sources; and changes in legislation, including but not limited to tax laws, royalties and environmental regulations.

In making the forward looking statements in this news release, the Company has applied several material assumptions, including without limitation: the Company will obtain the required regulatory approvals for the

Offering; the Company will be able to raise the anticipated proceeds under the Offering and on the timetable anticipated; and the Company will use the proceeds of the Offering as currently anticipated.

Although management of the Company has 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. Readers are cautioned that reliance on such information may not be appropriate for other purposes. The Company does not undertake to update any forward-looking statement, forward-looking information or financial out-look that are incorporated by reference herein, except in accordance with applicable securities laws. We seek safe harbor.

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