

Torr Metals Announces \$2 Million Non-Brokered Private Placement of Flow-Through Shares and Non-Flow-Through Units

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Vancouver, March 27, 2025 - [Torr Metals Inc.](#) (TSXV: TMET) ("Torr" or the "Company") is pleased to announce that it intends to complete a non-brokered private placement (the "Offering") to raise gross proceeds of up to \$2,000,000 as follows:

- Up to 3,333,333 flow-through shares of Torr (a "FT Share") at a price of \$0.15 per FT Share, and
- Up to 11,538,462 non flow-through units of Torr (each, a "NFT Unit") at a price of \$0.13 per NFT Unit. Each NFT Unit will consist of one non flow-through common share of Torr (a "Share") and one-half of a share purchase warrant (each whole warrant, a "Warrant"). Each Warrant will entitle the holder to acquire one additional non flow-through common share of Torr at a price of \$0.25 per share for a period of twenty-four (24) months from the date or dates of closing of the Offering (a "Closing Date"), provided that if the closing market price for Torr's common shares is equal to or greater than \$0.35 per share for a period of ten (10) consecutive trading days at any point in time after the first 4 months of the Term, then Torr may deliver a notice (the "Notice") via widely disseminated press release, that the Warrants must be exercised within thirty (30) days from the date of delivery of such Notice, otherwise the Warrants will expire at 4:30 p.m. (PT) on the thirty-first (31st) day after the date of delivery of the Notice.

Gross proceeds from the issuance of the FT Shares will be used to incur "Canadian exploration expenses" that qualify as "flow-through mining expenditures", as such terms are defined in the Income Tax Act (Canada) (the "Tax Act"), on Torr's projects in British Columbia and Ontario that the Company will renounce to the subscribers pursuant to the Tax Act with an effective date not later than December 31, 2025. The Company intends to use the net proceeds primarily for (i) up to 3,000-meter maiden drill program at the Kolos Copper-Gold Project in southern British Columbia, and (ii) general exploration and working capital purposes.

The Company may pay finders' fees in accordance with the policies of the TSX Venture Exchange.

Closing of the Offering is subject to certain customary conditions and receipt of acceptance by the TSX Venture Exchange. All securities issued with respect to the Offering will be subject to a hold period of four months and one day in accordance with applicable securities laws or the Exchange Hold Period under the policies of the TSX Venture Exchange.

This news release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful, including any of the securities in the United States of America. The securities issuable pursuant to the Offering have not been, and will not be, registered under the U.S. Securities Act or any U.S. state securities laws, and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons, absent registration or any applicable exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws.

About Torr Metals

Torr Metals, based in Vancouver, BC, is advancing its 100% owned, district-scale copper-gold porphyry and orogenic gold projects, all organically generated in-house at minimal cost. Each project benefits from excellent infrastructure, enabling cost-effective, year-round exploration. The 332 km² Kolos Copper-Gold Project located in southern British Columbia's Quesnel Terrane is just 24 km east of Canada's largest open-pit copper mine at Highland Valley. In northern Ontario, the 261 km² Filion Gold Project lies along the

Trans-Canada Highway 11, 42 km northwest of Kapuskasing, covering an unexplored greenstone belt with high-grade gold potential just 202 km from the world-class Timmins mining camp. For more information, visit Torr Metals' website or view documents on SEDAR+ at www.sedarplus.ca.

On behalf of the Board of Directors
Torr Metals Inc.

"Malcolm Dorsey"

Malcolm Dorsey
President, CEO and Director

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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 press release.

Cautionary Statement Regarding Forward-Looking Information

This news release contains forward-looking statements and forward-looking information (collectively, "forward-looking statements") within the meaning of applicable Canadian legislation. Forward-Looking statements are typically identified by words such as: "believes", "expects", "anticipates", "intends", "estimates", "plans", "may", "should", "would", "will", "potential", "scheduled" or variations of such words and phrases and similar expressions, which, by their nature, refer to future events or results that may, could, would, might or will occur or be taken or achieved. Accordingly, all statements in this news release that are not purely historical are forward-looking statements and include statements regarding beliefs, plans, expectations and orientations regarding the future including, without limitation, any statements or plans regard the geological prospects of the Company's properties and the future exploration endeavors of the Company. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. Forward-Looking statements are based on a number of material factors and assumptions.

Forward-Looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this news release speak only as of the date of this news release or as of the date specified in such statement. Forward-Looking statements in this news release include, but are not limited to, the Offering, the focus of the Company's current and future exploration and drill programs, the scale, scope and location of future exploration and drilling activities, the Company's expectations in connection with the projects and exploration programs being met, the Company's objectives, goals or future plans, statements, exploration results, potential mineralization, the estimation of mineral resources, exploration and mine development plans, timing of the commencement of operations and estimates of market conditions. Factors that could cause actual results to differ materially from those in forward-looking statements include failure to obtain necessary approvals, variations in ore grade or recovery rates, changes in project parameters as plans continue to be refined, unsuccessful exploration results, changes in project parameters as plans continue to be refined, results of future resource estimates, future metal prices, availability of capital and financing on acceptable terms, general economic, market or business conditions, risks associated with regulatory changes, defects in title, availability of personnel, materials and equipment on a timely basis, accidents or equipment breakdowns, uninsured risks, delays in receiving government approvals, unanticipated environmental impacts on operations and costs to remedy same. Readers are cautioned that mineral exploration and development of mines is an inherently risky business and accordingly, the actual events may differ materially from those projected in the forward-looking statements. Additional risk factors are discussed in the Company's Management Discussion and Analysis for its recently completed fiscal period, which is available under Company's SEDAR+ profile at www.sedarplus.ca.

Should one or more of these risks or uncertainties materialize, or should assumptions underlying the

forward-looking statements prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected. Although the Company has attempted to identify important risks, uncertainties and factors which could cause actual results to differ materially, there may be others that cause results not to be as anticipated, estimated or intended. The Company does not intend, and does not assume any obligation, to update this forward-looking information except as otherwise required by applicable law.

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