

# VR Resources Ltd. Announces \$1.5M Brokered Private Placement Led by Centurion One Capital

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## Concurrent Share Consolidation, Management Change, and Start-Up of Drill Planning for its New Boston Tungsten-Molybdenum-Copper-Silver porphyry project in Nevada

[VR Resources Ltd.](#) ("VR" or the "Company", TSXV: VRR) is pleased to announce that it has entered into an agreement with Centurion One Capital Corp. (the "Lead Agent") as lead agent and sole bookrunner in connection with a brokered private placement. The Company initially plans to raise up to \$1.5M (the "Offering") through the sale of up to 15M units ("Units") at a post-Consolidation issue price of \$0.10 per Unit (the "Issue Price"), on a commercially reasonable efforts basis. Each Unit shall consist of one common share in the capital of the Company (each, a "Share") and one Share purchase warrant (each, a "Warrant"). Each full Warrant shall entitle the holder thereof to purchase one Share (a "Warrant Share") at a post-Consolidation price of \$0.16 (the "Exercise Price") for a period of 36 months from the Closing Date (as defined below).

### Use of Proceeds - Planned Exploration, Nevada.

Use of proceeds of the Offering will be used for upcoming exploration planned at its New Boston tungsten-moly-copper-silver porphyry project and Bonita copper-gold porphyry project in Nevada, and for general working capital purposes.

- Preparation and submission of drill permit for New Boston property: W-Mo-Cu-Ag target at Jeep Mine;
- Scoping and execution of drill contract for New Boston property;
- Execution of contract for completion of 3D-array DCIP geophysical survey at Bonita project: copper-gold porphyry stock target at Copper Queen

It is anticipated that certain insiders of the Company, the Lead Agent and certain affiliates may acquire Units in the Offering in amounts up to approximately 50% of the Offering. Any participation by insiders in the Offering will constitute a "related party transaction" as defined under Multilateral Instrument 61101 *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). The Company expects such participation will be exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as neither the fair market value of the Units subscribed for by the insiders, nor the consideration for the Units paid by such insiders, is expected to exceed 25% of the Company's market capitalization.

In connection with the Offering, a commission will be payable to the Lead Agent of 8% of the aggregate cash proceeds received from the sale of the Offered Securities (the "Cash Commission") and a number of warrants (the "Broker Warrants") equal to 8% of the aggregate number of Units issued under the Offering in accordance with the policies of the TSX Venture Exchange (the "Exchange").

The Offering is expected to close on or around November 14, 2025, or such other date as agreed upon between the Company and the Lead Agent (the "Closing Date") and the Offering is subject to certain conditions, including, but not limited to, the receipt of all necessary approvals including the approval of the Exchange and the completion of the Consolidation (as defined below). The securities to be issued under the Offering will have a hold period of four months and one day from the Closing Date.

The Units to be issued under the Offering will be offered by way of private placement in each of the provinces of British Columbia, Alberta and Ontario, in the United States pursuant to an exemption from the registration requirements of the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), and in jurisdictions outside of Canada and the United States mutually agreed by the Company and the Lead Agent provided it is understood that no prospectus filing, registration or comparable obligation arises in such other jurisdiction.

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 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.

#### Consolidation

The Company further announces that it will undergo a consolidation of its issued and outstanding common shares at a ratio of five (5) pre-consolidation common shares to one (1) post-consolidation common share (the "Consolidation"), subject to approval of the Exchange and confirmation that the Offering will complete. Closing of the Offering will be subject to the prior implementation of the Consolidation. The Company currently has 133,443,467 shares issued and outstanding, and it is anticipated that immediately following the Consolidation, excluding Shares to be issued in connection with the Offering, the Company will have approximately 26,688,695 shares issued and outstanding, prior to rounding of fractional Shares. If approved by the TSXV, the Consolidation will occur immediately prior to the closing of the Offering.

The Issue Price, Exercise Price and securities issuable pursuant to the Offering reflect the prior implementation of the Consolidation and are all disclosed herein on a post-Consolidation basis.

Any fractional interest in Shares resulting from the Consolidation will be rounded down to the nearest whole Share. Registered shareholders will receive a letter of transmittal from the Company's transfer agent with information on how to replace their old share certificates with the new share certificates. Brokerage firms will handle the replacement of share certificates on behalf of their shareholders' accounts.

#### Management Change

The Company further announces that Justin Daley has tendered his resignation as Chief Executive Officer and President of the Company, effective October 20, 2025. The Company thanks Mr. Daley for his contributions to the Company, and wishes him well in his future endeavours. The Board of Directors has appointed Founder and Chairman, Dr. Michael H. Gunning, as President and CEO.

#### ON BEHALF OF THE BOARD OF DIRECTORS

Dr. Michael H. Gunning  
Chairman

For general information please use the following:

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#### ABOUT VR RESOURCES LTD.

VR is an established junior exploration company based in Vancouver. VR evaluates, explores and advances opportunities in copper, gold and critical metals in Nevada, USA, and Ontario, Canada. VR applies modern exploration technologies, in-house experience, and expertise in greenfields exploration to large-footprint systems in underexplored areas/districts. The foundation of VR is the proven track record of its Board in early-stage exploration, discovery and M&A. VR owns its projects outright and evaluates new opportunities on an ongoing basis, whether by staking or acquisition.

#### ABOUT CENTURION ONE CAPITAL

Centurion One Capital's mission is to ignite the world's most visionary entrepreneurs to conquer the greatest

challenges of tomorrow, fueling their ambitions with transformative capital, unparalleled expertise, and a global network of influential connections. Every interaction is guided by our core values of respect, integrity, commitment, excellence in execution, and uncompromising performance. We make principal investments, drawing on the time-honored principles of merchant banking, where aligned incentives forge enduring partnerships. Centurion One Capital: A superior approach to investment banking.

#### CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS:

*This news release contains statements that constitute "forward-looking statements". Such forward looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements, or developments in the industry to differ materially from the anticipated results, performance or achievements expressed or implied by such forward-looking statements. Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by the words "expects," "plans," "anticipates," "believes," "intends," "estimates," "projects," "potential" and similar expressions, or that events or conditions "will," "would," "may," "could" or "should" occur. Forward-looking statements in this document include statements concerning the details of the Offering, Consolidation, TSXV approvals, use of proceeds, and all other statements that are not statements of historical fact.*

*Although the Company believes the forward-looking information contained in this news release is reasonable based on information available on the date hereof, by their nature, forward-looking statements involve assumptions, known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, or other future events, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Examples of such assumptions, risks and uncertainties include, without limitation, assumptions, risks and uncertainties associated with: general economic conditions; adverse industry events; future legislative and regulatory developments in the mining sector; the Company's ability to access sufficient capital from internal and external sources, and/or inability to access sufficient capital on favorable terms; mining industry and markets in Canada; the ability of the Company to implement its business strategies; competition; and other assumptions, risks and uncertainties.*

*The forward-looking information contained in this news release represents the expectations of the Company as of the date of this news release and, accordingly, is subject to change after such date. Readers should not place undue importance on forward-looking information and should not rely upon this information as of any other date. While the company may elect to, it does not undertake to update this information at any particular time except as required in accordance with applicable laws.*

*Trading in the securities of the Company should be considered highly speculative. All of the Company's public disclosure filings may be accessed via [www.sedarplus.ca](http://www.sedarplus.ca) and readers are urged to review them.*

*Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in Policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.*

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