

Metallis Resources Inc. Announces Adoption Of Amended & Restated 2024 Security Based Compensation Plan

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[Metallis Resources Inc.](#) (TSXV: MTS) (OTCQB: MTLFF) ("Metallis" or, the "Company") announces that, at its annual and special meeting of shareholders held on November 21, 2024, disinterested shareholders approved the Company's Amended and Restated 2024 Security-Based Compensation Plan (the "2024 Plan"). The 2024 Plan replaces and supersedes the Company's Amended and Restated 2023 Stock Option Plan (the "2023 Plan").

The 2024 Plan was presented to shareholders for their annual approval at the Company's most recent annual and special meeting held on November 13, 2025, where it received shareholder approval.

The 2023 Plan was a 10% rolling stock option plan that reserved for issuance up to 10% of Metallis' issued and outstanding common shares from time to time.

The newly adopted 2024 Plan introduces a broader, dual-component structure consisting of the following:

- (a) a rolling stock option component reserving for issuance up to 10% of the Company's issued and outstanding common shares as at the date of any stock option grant; and
- (b) a fixed restricted share unit ("RSU") component reserving 1,500,000 RSUs in aggregate.

Summary of Key Features of the 2024 Plan:

Stock Options:

Under the option component of the 2024 Plan, directors, officers, employees, consultants and eligible investor-relations personnel may receive stock options, all administered by the Board based on Compensation Committee recommendations. The option pool represents up to 10% of Metallis' issued and outstanding shares. Options may be granted for terms of up to 10 years at an exercise price not less than the market price at the time of grant, and are subject to vesting conditions set by the Board. Options are non-transferable, subject to standard termination provisions, and any insider and investor-relations grants remain within the customary sub-limits.

Restricted Share Units (RSUs):

The RSU component provides for a fixed pool of up to 1,500,000 RSUs, each subject to a minimum one-year vesting period. Once vested, RSUs may be settled in shares, cash, or a combination thereof, based on fair market value at the time of settlement.

RSU grants are subject to standard insider and consultant limits, termination provisions and non-transferability, and any unvested RSUs are generally forfeited on termination unless otherwise determined by the Company. The RSU component is subject to disinterested shareholder approval.

About Metallis

Metallis Resources Inc. is a Vancouver-based company focused on the exploration for gold, copper and silver on its flagship 100%-owned Kirkham Property in Canada, situated in northwest British Columbia's Golden Triangle, and on the Greyhound Property, a gold/silver/antimony target in Idaho, USA.

Metallis trades under the symbols MTS on the TSX Venture Exchange, MTLFF on the OTCQB Exchange, and OCVM on the Frankfurt Stock Exchange, and has 85,580,003 common shares outstanding.

On behalf of the Board of Directors:

/s/ "Fiore Aliperti"
Chief Executive Officer, President, and Director

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

This Press Release may contain statements which constitute 'forward-looking' statements, including statements regarding the plans, intentions, beliefs and current expectations of the Company, its directors, or its officers with respect to the future business activities and operating performance of the Company. The words "may", "would", "could", "will", "intend", "plan", "anticipate", "believe", "estimate", "expect" and similar expressions, as they relate to the Company, or its management, are intended to identify such forward-looking statements. Investors are cautioned that any such forward-looking statements are not guarantees of future business activities or performance and involve risks and uncertainties, and that the Company's future business activities may differ materially from those in the forward-looking statements because of numerous factors. Such risks, uncertainties and factors are described in the periodic filings with the Canadian securities' regulatory authorities, including quarterly and annual Management's Discussion and Analysis, which may be viewed on SEDAR 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 intended, planned, anticipated, believed, estimated, or expected. The Company does not intend, and does not assume any obligation, to update these forward-looking statements.

Neither 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. The TSX-V Stock Exchange has neither approved nor disapproved the contents of this news release.

SOURCE Metallis Resources Inc.

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