

Nexcel Metals Corp. Announces Flow-Through Private Placement

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[Nexcel Metals Corp.](#) (CSE: NEXX) ("Nexcel" or the "Company") is pleased to announce a non-brokered private placement (the "FT Private Placement") of up to 220,000 units of the Company ("FT Units") at a price of \$0.50 per FT Unit for aggregate gross proceeds of up to \$110,000.

Each FT Unit shall consist of one common share of the Company ("FT Share") and one common share purchase warrant ("FT Warrant"). Each whole FT Warrant will entitle the holder thereof to purchase one common share of the Company at an exercise price of \$0.75 for a period of 24 months from the date of issuance.

Each of the FT Shares will qualify as a "flow-through share" within the meaning of the Income Tax Act (Canada) (the "Tax Act"). The gross proceeds from the FT Private Placement will be used to incur "Canadian exploration expenses" on the Lac Ducharme Property in Québec which will qualify as "flow-through critical mineral mining expenditures" as those terms are defined in the Tax Act, and which the Company intends to renounce to the subscribers of the FT Private Placement.

The Company may issue cash and/or securities as finder's fees in connection with the FT Private Placement in accordance with applicable securities laws and the policies of the Canadian Securities Exchange.

Closing of the FT Private Placement is anticipated to occur on or about July 18, 2025 (the "Closing Date") and is subject to customary conditions. All securities issued pursuant to and in connection with the FT Private Placement will be subject to a statutory hold period of four months and one day from the Closing Date.

The securities described herein have not been and will not be registered under the United States Securities Act of 1933, as amended, or any U.S. state securities laws, and may not be offered or sold in the United States absent registration or available exemptions from such registration requirements. This press release does not constitute an offer to sell or a solicitation of an offer to buy any securities in the United States, or in any jurisdiction in which such offer, solicitation or sale would be unlawful.

About Nexcel Metals Corp.

Nexcel is a junior mining company engaged in the acquisition, exploration and development of mineral properties. The Company is currently focused on the Lac Ducharme Property located in the Province of Québec.

ON BEHALF OF THE BOARD OF DIRECTORS

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CEO

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Forward-Looking Statements

This news release contains forward-looking statements and other statements that are not historical facts.

Forward-looking statements are often identified by terms such as "will", "may", "should", "anticipate", "expects" and similar expressions. All statements other than statements of historical fact in this news release are forward-looking statements that involve risks and uncertainties. These forward-looking statements relate to, among other things, the completion of the FT Private Placement; the anticipated Closing Date; the proposed use of proceeds of the FT Private Placement; the tax treatment of the FT Shares; the renouncement of applicable expenditures and the exploration and development of the Company's properties. There can be no assurance that such statements will prove to be accurate. Actual results and future events could differ materially. Factors that could cause actual results to vary include the Company's ability to complete the FT Private Placement by the anticipated Closing Date or at all, use the proceeds of the FT Private Placement as proposed and renounce applicable expenditures; the availability of the proposed tax treatment of the FT Shares; and the risks detailed in filings with securities regulators. Forward-looking statements are made as of the date of this new release and are qualified by this cautionary statement

The Canadian Securities Exchange and the Market Regulator (as defined in the policies of the Canadian Securities Exchange) have not reviewed, approved, disapproved or accepted responsibility for the contents, adequacy or accuracy of this press release.

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