

# Nexcel Announces Flow-Through and Non-Flow Through Unit Private Placement

08.11.2025 | [Newsfile](#)

Vancouver, November 7, 2025 - [Nexcel Metals Corp.](#) (CSE: NEXX) (OTCQB: NXXCF) (FSE: 2OH) ("Nexcel" or the "Company") is pleased to announce a non-brokered private placement (the "Private Placement") for aggregate gross proceeds of up to \$3,500,000 that will consist of the issuance of a combination of:

- up to 1,190,476 flow-through units of the Company ("FT Units") at a price of \$0.42 per FT Unit; and
- up to 8,571,428 non-flow-through units of the Company ("NFT Units") at a price of \$0.35 per NFT Unit.

Each FT Unit shall consist of one flow-through common share of the Company (a "FT Unit Share") and one common share purchase warrant (a "FT Unit Warrant"). Each FT Unit Warrant will entitle the holder thereof to purchase one non-flow-through common share of the Company at an exercise price of \$0.50 for a period of 24 months from the date of issuance.

Each NFT Unit shall consist of one non-flow-through common share of the Company and one common share purchase warrant (a "NFT Unit Warrant"). Each NFT Unit Warrant will entitle the holder thereof to purchase one non-flow-through common share of the Company at an exercise price of \$0.45 for a period of 24 months from the date of issuance.

Each FT Unit Share will qualify as a "flow-through share" within the meaning of the Income Tax Act (Canada) (the "Tax Act"). The gross proceeds from the sale of the FT Units will be used to incur "Canadian exploration expenses" on any of the Lac Ducharme Property located in Quebec and the Burnt Hill Property located in New Brunswick which will qualify as "flow-through mining expenditures" as those terms are defined in the Tax Act, and which the Company intends to renounce to the subscribers of the FT Units.

The sale of the maximum number of FT Units and the HD Units under the Private Placement, and the common shares of the Company ("Common Shares") to be issued thereunder and issuable upon exercise of the FT Unit Warrants and the NFT Unit Warrants thereunder, will result in the issuance of more than 100% of the current number of issued and outstanding Common Shares, which will require approval by shareholders of the Company ("Shareholders") under Policy 4 of the Canadian Securities Exchange (the "CSE"). In accordance with Section 4.6(1)(b) of Policy 4 of the CSE, the Company will be seeking approval of Shareholders holding more than 50% of the outstanding Common Shares at November 7, 2025 by written consent.

The net proceeds from the sale of the NFT Units will be used for additional exploration work on the Company's properties and for general and administrative expenses and working capital purposes.

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

Closing of the Private Placement is anticipated to occur on or about December 5, 2025 (the "Closing Date") and is subject to customary conditions. All securities issued pursuant to and in connection with the 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 news 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 and the Burnt Hill Property located in the Province of New Brunswick.

## ON BEHALF OF THE BOARD OF DIRECTORS

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## 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 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 (including negative and grammatical variations), or that events or conditions "will," "would," "may," "could" or "should" occur. 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 Private Placement; the anticipated Closing Date; the proposed use and anticipated benefits of the proceeds of the Private Placement; the tax treatment of the FT Unit 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 Private Placement by the anticipated Closing Date or at all, use the proceeds of the Private Placement as proposed and renounce the applicable expenditures; the availability of the proposed tax treatment of the FT Unit Shares; and the risks detailed in filings on the Company's SEDAR+ profile on [sedarplus.ca](http://sedarplus.ca).

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. The Company undertakes no obligation to update these forward-looking statements, except as required by applicable securities laws, in the event that management's beliefs, estimates or opinions, or other factors, should change.

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 news release.

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