

# Total Metals Corp. Announces Flow-Through Financing

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[Total Metals Corp.](#) ("Total Metals" or the "Company") (TSX-V: TT) (OTCQB: TTTMF) (FSE: O4N) is pleased to announce a non-brokered private placement (the "Offering") consisting of Critical Minerals Flow-Through Units, National Flow-Through Units, and Manitoba Flow-Through Units, for aggregate gross proceeds of up to C\$6.0 million.

The Critical Minerals Flow-Through Units will be offered for gross proceeds of up to C\$3,500,000 at a price of \$1.15 per unit (each, a "CMFT Unit"). Each CMFT Unit will comprise one common share of the Company (each, a "Common Share") issued as a flow-through share designated as a "critical mineral flow-through share" within the meaning of the Income Tax Act (Canada), and one-half of one common share purchase warrant (each, a "CMFT Warrant"). Each whole CMFT Warrant will entitle the holder to acquire one Common Share at a price of \$1.15 for a period of 36 months from the date of issuance.

The Flow-Through Units will be offered for gross proceeds of up to C\$2,000,000 at a price of \$1.05 per unit (each, a "FT Unit"), with each unit consisting of one flow-through Common Share issued as a flow-through share designated as a "flow-through share" within the meaning of the Income Tax Act (Canada), and one-half of one warrant (each, a "FT Warrant"), with each whole FT Warrant exercisable to acquire one Common Share at \$1.15 for 36 months following issuance.

The Manitoba Flow-Through Units will be offered for gross proceeds of up to C\$500,000 at a price of \$1.15 per unit (each, a "MFT Unit" and, collectively with the CMFT Units and the FT Units, the "Units"), with each MFT Unit consisting of one flow-through share qualifying as a "Manitoba flow-through mining expenditure" under The Income Tax Act (Manitoba), and one-half of one warrant (each, a "MFT Warrant"), each whole MFT Warrant exercisable at \$1.15 for 36 months.

The gross proceeds from the issuance of the Units will be used to incur eligible "flow-through critical mineral mining expenditures," "flow-through mining expenditures," and "Manitoba flow-through mining expenditures," respectively, which will be renounced to subscribers with an effective date no later than December 31, 2026, all in accordance with the Income Tax Act (Canada) and applicable provincial legislation.

The Company will (i) pay a cash finder's fee to certain finders (each a "Finder") of up to 6% of the aggregate gross proceeds of subscriptions facilitated by such Finders; and (ii) issue such number of finder's warrants (a "Finder's Warrant") that is equal to up to 6% of the number of FT Units sourced by the Finder, with each Finder's Warrant entitling the holder thereof to purchase one Share (a "Finder's Warrant Share") at an exercise price of C\$1.10 per Finder's Warrant Share for a period of 36 months following the closing date of the Offering, as applicable.

The Company plans to use the net proceeds from the Offering for the advancement of the Company's wholly owned Electrolode Project, High Lake and West Hawk Lake Projects. The payment of any finder's fees remains subject to applicable regulatory approvals, including the TSX Venture Exchange.

Offering is scheduled to close on or before December 5, 2025 and are subject to certain conditions including, but not limited to the approval of the TSX Venture Exchange (the "TSX-V"), and the receipt of all necessary approvals including the approval of the TSX-V and the applicable securities regulatory authorities.

The Units will be offered: (a) by way of private placement in all of the provinces of Canada pursuant to applicable exemptions from the prospectus requirements under applicable Canadian securities laws; (b) in the United States or to, or for the account or benefit of, U.S. persons, by way of private placement pursuant to the exemptions from the registration requirements provided for under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"); and (c) in jurisdictions outside of Canada and the United

States on a private placement or equivalent basis, in each case in accordance with all applicable laws, provided that no prospectus, registration statement or other similar document is required to be filed in such jurisdiction.

#### About Total Metals Corp.

Total Metals Corp. is focused on its 100% owned Electrolode project covering 3,000 contiguous hectares. The Electrolode project is targeting high-potential mineral resources in three favorable geologic trends, located near major mines in the Red Lake Gold camp and is strategically located between Kinross Gold's Great Bear Project and First Mining Gold's Springpole Project. The Electrolode project is fully permitted for exploration drilling and hosts 10 historic mineralized zones with significant expansion potential plus new, untested targets ready for further exploration. Total Metals also owns 100% of the High Lake and West Hawk Lake projects located along the Trans-Canada Highway straddling the Manitoba / Ontario border. The Purex Zone on the High Lake project has significant exploration potential and will be the primary target for initial exploration and potential future mining activities. The West Hawk Lake project is comprised of 23 mining claims totalling 336 hectares, located within Southeastern Manitoba.

[www.totalmetalscorp.com](http://www.totalmetalscorp.com)

#### Cautionary Statements

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

Tyler Thorburn

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#### Forward-Looking Information

This press release includes "forward-looking information" that is subject to assumptions, risks and uncertainties, many of which are beyond the control of the Company. Statements in this news release which are not purely historical are forward looking. Although the Company believes that any forward-looking statements in this news release are reasonable, there can be no assurance that any such forward-looking statements will prove to be accurate. The Company cautions readers that all forward-looking statements, are based on assumptions none of which can be assured and are subject to certain risks and uncertainties that could cause actual events or results to differ materially from those indicated in the forward-looking statements. Such forward-looking statements represent management's best judgment based on information currently available. Readers are advised to rely on their own evaluation of such risks and uncertainties and should not place undue reliance on forward-looking statements.

The forward-looking statements and information contained in this news release are made as of the date hereof and no undertaking is given to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws or the TSX-V. The forward-looking statements or information contained in this news release are expressly qualified by this cautionary statement.

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