



Valhalla Metals Announces Closing of First Tranche of Over-Subscribed Private Placement

VANCOUVER, British Columbia, May 19, 2026 - Valhalla Metals Inc. (TSXV: VMXX) (OTCQB: VMXXF) (“**Valhalla**” or the “**Company**”) is pleased to announce that the Company has completed the first tranche of its over-subscribed non-brokered private placement (the “**Offering**”) of subscription receipts (the “**Subscription Receipts**”), previously announced on April 30, 2026 and May 4, 2026. Pursuant to the first tranche of the Offering, the Company issued an aggregate of 20,385,368 Subscription Receipts for aggregate gross proceeds of approximately \$13.25 million at a price of \$0.65 per Subscription Receipt, with an order from Teck Resources Limited (“**Teck**”) for \$1.75M. A final tranche of the Offering is expected to close by late May.

The Offering is being undertaken in connection with the Company’s previously announced acquisition of the copper-gold-silver-zinc Smucker Project (the “**Smucker Project**”) from Teck American Incorporated, a subsidiary of Teck (the “**Transaction**”) (see news release dated April 21, 2026). The completion of the first tranche of the Offering satisfies a condition to the closing of the Transaction, which is expected to be completed in late May or early June 2026.

The net proceeds of the Offering are expected to fund exploration expenditures at the Company’s Sun Property, including a drill program, and at the Company’s Smucker Project following completion of the Transaction, for mapping and survey work, plus for general and administrative costs.

In connection with the Offering, the Company has agreed to pay cash finder’s fees to certain finders (the “**Finders**”) equal to 6% of the gross proceeds raised from subscriptions arranged by each such Finder, for an aggregate of \$274,950.86 in Finders fees. The Finders fees will be payable upon conversion of the Subscription Receipts into Shares (as defined below) once the Escrow Release Condition (as defined below) is satisfied.

The Offering is subject to the final approval of the TSX Venture Exchange (the “**TSXV**”). All securities issued pursuant to the Offering are subject to a four-month and one-day hold period from the date of closing the Offering.

Subscription Receipt Terms

The gross proceeds of the Offering will be placed in escrow pending completion, satisfaction or waiver of all conditions precedent to the Transaction (the “**Escrow Release Condition**”). Upon satisfaction of the Escrow Release Condition, the proceeds of the Offering will be released from escrow and the Subscription Receipts will, without any further action by the holder of any Subscription Receipt and for no additional consideration, be automatically converted into subordinate voting shares in the capital of the Company (“**Shares**”). If (i) the Escrow Release Condition is not satisfied on or before the date that is 90 days following the closing of the Offering, (ii) the Company publicly announces that it does not intend to, or cannot satisfy the Escrow Release Condition, or (iii) the Transaction does not proceed, then the Subscription Receipts will be cancelled and the escrowed funds will be returned to the holders. To the extent that the escrowed funds are insufficient to return to holders an amount equal to the original purchase price of the Subscription Receipts, the Company will be responsible for any shortfall.



Insider Participation

Certain insiders of the Company participated in the first tranche of the Offering and subscribed for a total of 206,272 Subscription Receipts for gross proceeds of \$134,076.80. The participation of insiders in the Offering constitutes a “related party transaction”, within the meaning of TSXV Policy 5.9 and Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). The Company has relied on the exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101, in respect of the related party participation in the Offering, as neither the fair market value (as determined under MI 61-101) of the subject matter of, nor the fair market value of the consideration for, the transaction, insofar as it involved the insiders, exceeded 25% of the Company’s market capitalization (as determined under MI 61-101).

The Subscription Receipts offered and the Shares issuable on conversion of the Subscription Receipts have not been and will not be registered under the United States Securities Act of 1933, as amended (“**U.S. Securities Act**”) and may not be offered or sold in the United States or to, or for the account or benefit of, “U.S. persons” (as defined in Regulation S under the U.S. Securities Act) absent registration or an applicable exemption from the registration requirements. This news release will not constitute an offer to sell or the solicitation of an offer to buy nor will there be any sale of the securities in any State in which such offer, solicitation or sale would be unlawful.

About Valhalla Metals

Valhalla Metals Inc. is a mineral exploration and development company focused on the advancement of its mineral projects towards feasibility. Valhalla’s flagship project is the Sun copper-zinc-lead-gold-silver VMS project located in Ambler Mining District, Northwest Alaska. Valhalla Metals Inc. shares trade on the TSXV under the ticker symbol VMXX and OTCQB under the ticker symbol VMXXF. For more information about Valhalla, please visit our website at www.valhallametals.com.

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 United States Securities Act of 1933, as amended (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.

For more information on the Company, please contact Valhalla Metals Inc.

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Forward-Looking Statements:

This news release contains forward-looking statements and forward-looking information within the meaning of applicable securities laws. The use of any of the words “expect”, “anticipate”, “continue”, “estimate”, “objective”,



“ongoing”, “may”, “will”, “project”, “should”, “believe”, “plan”, “plans”, “intends” and similar expressions are intended to identify forward-looking information or statements. Such information or statements in this news release include, but are not limited to: statements with respect to the Offering, including the timing and completion thereof; the anticipated use of proceeds from the Offering, including exposure to seasonal and environmental variables that could impact exploration timelines and planned expenditures and constraints on exploration resources like drilling equipment; the receipt of final approval from the TSXV to the Offering; the closing of further tranches of the Offering; the satisfaction of the Escrow Release Condition; the payment of finder’s fees in connection with the Offering; the conversion of the Subscription Receipts into Shares; the receipt of all required approvals for closing of the Transaction, including approval of the shareholders of Valhalla; and the closing of Transaction.

The forward-looking statements and information are based on certain key expectations and assumptions made by the Company, including that the Company successfully completes further tranches of the Offering and the Transaction, as currently structured, and is able to realize the anticipated benefits from the Transaction and that the Company uses the proceeds from the Offering as currently anticipated. Although the Company believes that the expectations and assumptions on which such forward-looking statements and information are based, are reasonable, undue reliance should not be placed on the forward-looking statements and information because the Company can give no assurance that they will prove to be correct. Since forward-looking statements and information address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks. Such factors include, among others, the following risks: risk that the Offering or the Transaction is delayed or not completed on the terms described herein or at all; one or both of the TSXV and/or the shareholders of the Company may not approve the Transaction; operational risks associated with mineral exploration; fluctuations in commodity prices; title matters; and the additional risks identified in the other reports and filings of the Company with the TSXV and applicable Canadian securities regulators. Readers are cautioned that the foregoing list of factors is not exhaustive. The forward-looking statements included in this news release are expressly qualified by this cautionary statement. The forward-looking statements and information contained in this news release are made as of the date hereof and the Company undertakes no obligation 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.

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