

FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1. Reporting Issuer

PTX Metals Inc.
82 Richmond Street East
Toronto, Ontario M5C 1P1

ITEM 2. Date of Material Change

October 14, 2025

ITEM 3. Press Releases

The news release attached hereto as Schedule "A" was disseminated on October 14, 2025 via Newsfile Corp. and was subsequently filed on the System for Electronical Document Analysis and Retrieval+ (www.sedarplus.ca).

ITEM 4. Summary of Material Change

PTX Metals Inc. (TSXV: PTX) ("**PTX**" or the "**Company**") announced the closing of the fourth and final tranche of its previously disclosed non-brokered private placement of flow-through, hard dollar and charity flow-through units (see news releases dated [September 8, 2025](#), [September 16, 2025](#), [September 28, 2025](#), [September 30, 2025](#), [October 2, 2025](#), and [October 7, 2025](#)). In the fourth and final closing, the Company issued a total of 529,185 flow-through units ("**FT Units**") at a price of \$0.135 per FT Unit for aggregate gross proceeds of \$71,439.98. In addition, the Company issued 3,419,500 hard dollar units at a price of \$0.10 per HD Unit ("**HD Units**" or "**Units**") for aggregate gross proceeds of \$341,950, bringing the total proceeds raised in the fourth and final tranche to \$413,389.98. When combined with the proceeds raised in the preceding closings (together with the fourth and final tranche, the "**Private Placement**"), the Company raised a total of \$6,649,604.80 from the issuance of (i) 15,000,000 charity flow-through units (the "**CFT Units**"); (ii) 10,367,434 FT Units; and (iii) 30,000,000 HD Units.

ITEM 5. Full Description of Material Change

5.1 Full Description of Material Change

See Schedule "A" attached hereto.

5.2 Disclosure for Restructuring Transactions

Not applicable.

ITEM 6. Reliance on subsection 7.1(2) of National Instrument 51-102

The report is not being filed on a confidential basis.

ITEM 7. Omitted Information

No significant facts have been omitted from this report.

ITEM 8. Executive Officer

Greg Ferron, President and Chief Executive Officer

Phone: 416-270-5042

Email: gferron@ptxmetals.com

ITEM 9. Date of Report

This report is dated this 29th day of October, 2025.

SCHEDULE "A"



PTX Metals Inc. Announces Final Closing of Private Placement

Toronto, Ontario – (Newsfile Corp. – October 14, 2025) – PTX Metals Inc. (TSXV: PTX) ("**PTX**" or the "**Company**") is pleased to announce the closing of the fourth and final tranche of its previously disclosed non-brokered private placement of flow-through, hard dollar and charity flow-through units (see news releases dated September 8, 2025, September 16, 2025, September 28, 2025, September 30, 2025, October 2, 2025, and October 7, 2025). In the fourth and final closing, the Company issued a total of 529,185 flow-through units ("**FT Units**") at a price of \$0.135 per FT Unit for aggregate gross proceeds of \$71,439.98. In addition, the Company issued 3,419,500 hard dollar units at a price of \$0.10 per HD Unit ("**HD Units**" or "**Units**") for aggregate gross proceeds of \$341,950, bringing the total proceeds raised in the fourth and final tranche to \$413,389.98. When combined with the proceeds raised in the preceding closings (together with the fourth and final tranche, the "**Private Placement**"), the Company raised a total of \$6,649,604.80 from the issuance of (i) 15,000,000 charity flow-through units (the "**CFT Units**"); (ii) 10,367,434 FT Units; and (iii) 30,000,000 HD Units.

The Company paid \$52,534.55 in finders fees and issued 966,251 finder warrants ("**Finders Warrants**") to eligible finders in the fourth and final closing. Each Finders Warrant entitles the holder thereof to purchase one common share at a price of \$0.14 (subject to adjustment) for a period of two (2) years following the issuance of the Finders Warrants. The Finders Warrants are subject to a statutory hold period in Canada of four (4) months and one (1) day after the issuance of the Finders Warrants.

The HD Units and CFT Units were issued pursuant to the Listed Issuer Financing Exemption (the "**LIFE Exemption**") under Part 5A of National Instrument 45-106 – *Prospectus Exemptions*, and as modified by Coordinated Blanket Order 45-935 – *Exemptions from Certain Conditions of the Listed Issuer Financing Exemption*. Pursuant to the LIFE Exemption, the securities underlying the HD Units and CFT Units are not subject to a hold period under Canadian securities laws. The FT Units were sold to investors pursuant to exemptions from the prospectus requirements other than the LIFE Exemption and are subject to a hold period of four months and one day following issuance.

Each Unit and FT Unit consists of one (1) common share and one-half of one (1/2) share purchase warrant (each whole such share purchase warrant, a "**Warrant**"). Each Warrant is exercisable to acquire one (1) additional common share in the capital of the Company (each a "**Warrant Share**") at a price of \$0.16 per Warrant Share for a period of 36 months from the date of issuance. The Warrants issued pursuant to the LIFE Exemption are subject to a restriction on exercise expiring 61 days following the date of issuance.

The Company intends to use the proceeds from the issuance of the HD Units for general corporate expenses and working capital purposes. The gross proceeds from the issuance of the CFT Units will be used to incur eligible "Canadian exploration expenses" as defined in subsection 66.1(6) of the *Income Tax Act* (Canada) (the "**Tax Act**") that qualify as "flow-through critical mineral mining expenditures" as defined in subsection 127(9) of the Tax Act (the "**Qualifying Expenditures**") related to the Company's projects in Ontario. The Qualifying Expenditures will be incurred on or before December 31, 2026 and

will be renounced by the Company to the initial purchasers of the CFT Units with an effective date no later than December 31, 2025 in an aggregate amount not less than the gross proceeds raised from the issue of the CFT Units.

Jean-David Moore (150,000 HD Units), a Director of the Company (the "Insider"), purchased an aggregate of 150,000 HD Units as part of the Offering. The issuance of the Units to the Insider constituted a "related party transaction" as this term is defined in Multilateral Instrument 61-101 — Protection of Minority Securityholders in Special Transactions ("MI 61-101"). There has not been a material change in the percentage of the outstanding securities of the Company that are owned by the Insider as a result of their participation in the Offering. The Company is relying on the exemption from the valuation requirement and minority approval requirement pursuant to subsection 5.5(a) and 5.7(1)(a) of MI 61-101, respectively, as the fair market value of the Insiders' participation does not represent more than 25% of the Company's market capitalization, as determined in accordance with MI 61-101.

About PTX Metals Inc.

PTX is a mineral exploration company focused on high-quality strategic metals assets in northern Ontario, allowing exposure for shareholders to Copper, Gold, Nickel, and PGEs discovery. The Province of Ontario is renowned as a first-class mining jurisdiction for its abundance of mineral resources and safe jurisdiction.

Our corporate objective is to advance our assets, and unveil the potential of two Flagship Projects, the W2 Cu-Ni-PGE located in the strategic Ring of Fire region, and the Shining Tree Gold Project neighbor to multi-million ounces gold deposits in the Timmins Gold Camp.

PTX's portfolio of assets was strategically acquired for their geologically favorable attributes, and proximity to established mining companies.

PTX is based in Toronto, Canada. The Company is also listed in Frankfurt under the symbol "9PF" and on the OTCQB in the United States as "PANXF".

For additional information on PTX, please visit the Company's website at www.ptxmetals.com.

Contact Information

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Cautionary Statement Regarding Forward-Looking Information

This news release includes forward-looking information and statements. Such statements include statements relating to the extent of insider participation and the use of proceeds of the offerings. Forward-looking information and statements involve and are subject to assumptions and known and unknown risks, uncertainties, and other factors which may cause actual events, results, performance, or achievements of the Company to be materially different from future events, results, performance, and achievements expressed or implied by forward-looking information and statements herein. The assumptions on which the forward-looking statements contained herein rely include, among others, that the Company will receive the necessary approvals for the offerings from the TSXV, and that the Company will satisfy the terms of the LIFE Exemption. Additional risk factors that may impact the

Company or cause actual results and performance to differ from the forward looking statements contained herein are set forth in the Company's most recent management's discussion and analysis of financial condition (a copy of which can be obtained under the Company's profile on SEDAR+ at www.sedarplus.ca). Although the Company believes that any forward-looking information and statements herein are reasonable, in light of the use of assumptions and the significant risks and uncertainties inherent in such information and statements, there can be no assurance that any such forward-looking information and statements will prove to be accurate, and accordingly readers are advised to rely on their own evaluation of such risks and uncertainties and should not place undue reliance upon such forward-looking information and statements. Any forward-looking information and statements herein are made as of the date hereof, and except as required by applicable laws, the Company assumes no obligation and disclaims any intention to update or revise any forward-looking information and statements herein or to update the reasons that actual events or results could or do differ from those projected in any forward looking information and statements herein, whether as a result of new information, future events or results, or otherwise, except as required by applicable laws.

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