

VISIONARY

METALS CORP

Visionary Metals Corp. Announces Closing of Second Tranche of Non-Brokered Private Placement

Vancouver, British Columbia – Newsfile Corp. – August 8, 2024 – Visionary Metals Corp. (TSXV:VIZ) ("**Visionary**" or the "**Company**") is pleased to announce that it has closed the second tranche (the "**Second Tranche**") of its previously announced non-brokered private placement (the "**Offering**"), issuing 5,140,000 units of the Company (each, a "**Unit**") at a price of \$0.05 per Unit (the "**Offering Price**") for gross proceeds of \$257,000. Together with the first tranche of the Offering which closed on July 11, Visionary sold a total of 8,176,000 Units for aggregate gross proceeds of \$408,800.

Each Unit is comprised of one common share of the Company (each, a "**Unit Share**") and one half of one common share purchase warrant (each whole warrant, a "**Warrant**"). Each Warrant entitles the holder thereof to acquire one common share of the Company (each, a "**Warrant Share**") at a price of \$0.10 (the "**Exercise Price**") for a period of 48 months from the closing date of the Offering.

The net proceeds from the Offering will be used to fund the Company's 2024 exploration program and for general working capital purposes. The closing of the Offering is subject to receipt of all necessary regulatory approvals, including the approval of the TSX Venture Exchange (the "**TSXV**").

The Offering was completed in accordance with the listed issuer financing exemption (the "**LIFE Exemption**") under NI 45-106 – *Prospectus Exemptions*. The Company issued a total of 500,000 Units pursuant to the LIFE Exemption in the Second Tranche of the Offering. Accordingly, the Unit Shares, Warrants, and Warrant Shares issued to purchasers resident in each of the Provinces of Canada pursuant to the LIFE Exemption, are not subject to a hold period in accordance with applicable Canadian securities laws. There is an offering document related to the Offering that can be accessed under the Company's profile at www.sedarplus.ca and on the Company's website at www.visionarymetalscorp.com. Prospective investors have been directed to read this offering document before making an investment decision.

The Company issued a total of 4,640,000 Units to purchasers not resident in each of the Provinces of Canada. Accordingly, the Unit Shares, Warrants, and Warrant Shares not issued pursuant to the

LIFE Exemption will remain subject to a hold period of four months and one day in accordance with applicable securities laws.

Crescent Global Gold Ltd. ("**Crescent**"), a 10% shareholder of the Company, participated in the Second Tranche for 4,140,000 Units. The issuance of Units to Crescent is considered a "related party transaction" under Multilateral Instrument 61-101 - *Protection of Minority Securityholders in Special Transactions* ("**MI 61-101**"). The Company intends to rely on the exemptions from the valuation and the minority approval requirements of MI 61-101 provided for in subsections 5.5(a) and 5.7(1)(a) of MI 61-101, respectively, as the fair market value of the subject matter of, and the consideration paid in the Offering, in relation to Crescent, does not represent more than 25% of the Company's market capitalization, as determined in accordance with MI 61-101. The Company did not file a material change report more than 21 days before the expected closing of the Offering, as the details of the Offering were not finalized until immediately prior to the closing and the Company wished to close the transaction as soon as practicable for sound business reasons.

This news release does not constitute an offer of securities for sale in the United States. The securities being offered have not been, nor will they be, registered under the *United States Securities Act of 1933*, as amended, and such securities may not be offered or sold within the United States absent U.S. registration or an applicable exemption from U.S. registration requirements.

All \$ amounts herein are in Canadian dollars unless otherwise noted.

About Visionary Metals Corp:

Visionary Metals Corp. is a Vancouver-based mineral exploration company focused on making new electric metals discoveries in Fremont County, Wyoming. Visionary's mission is to explore responsibly and to develop resources in a manner that is beneficial to all stakeholders. While central Wyoming has a strong mining history and favourable geologic conditions to host many types of metal deposits, it has never been systematically explored using modern techniques. The Company now controls a land package greater than 55 square kilometres with numerous drill ready targets, all accessible by road and within a one-hour drive from Visionary's US headquarters in Lander County, Wyoming.

For additional information, please visit:

www.visionarymetalscorp.com

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FORWARD-LOOKING STATEMENTS

This news release contains "forward-looking statements" within the meaning of Canadian securities legislation. These include, without limitation, statements with respect to the receipt of regulatory approvals, including the final approval of the TSXV, the use of proceeds from the Offering and statements with respect to the 2024 exploration program. Forward-looking statements are necessarily based on a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties and other factors which may cause actual results and future events to differ materially from those expressed or implied by such forward-looking statements. Such factors include, but are not limited to the TSXV may refuse to grant final approval of the Offering; the Company may reallocate the proceeds of the Offering for reasons that management believes are in the Company's best interests; the Company may choose to defer, accelerate or abandon its exploration plans; general business, economic and regulatory risks; capital and operating costs varying significantly from management estimates; delays in obtaining or failures to obtain required governmental, environmental or other project approvals; uncertainties relating to the availability and costs of financing needed in the future; inflation; fluctuations in commodity prices; delays in the development of projects; and the other risks involved in the mineral exploration and development industry generally. Although the Company believes that the assumptions and factors used in preparing the forward-looking statements are reasonable, undue reliance should not be placed on these statements, which only apply as of the date of this news release, and no assurance can be given that such events will occur in the disclosed time frames or at all. Except where required by law, the Company disclaims any intention or obligation to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

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

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