



February 28, 2025

Fitzroy Minerals Provides Update on Ptolemy Acquisition

VANCOUVER, BRITISH COLUMBIA, February 28, 2025 – FITZROY MINERALS INC. (TSXV: FTZ, OTCQB: FTZFF) (“**Fitzroy Minerals**” or the “**Company**”) is pleased to provide an update on its pending acquisition of Ptolemy Mining Limited (“**Ptolemy**”) pursuant to a share exchange agreement (the “**Agreement**”) entered into by the Company, Ptolemy, and Ptolemy’s shareholders dated October 30, 2024 (the “**Acquisition**”).

On February [27], 2025, the Company entered into an amendment to the Agreement, pursuant to which the outside date for the completion of the Acquisition was extended from February 28, 2025 to March 31, 2025.

On November 28, 2024, the Company received conditional approval from the TSX Venture Exchange (the “**Exchange**”) to close the Acquisition, subject to satisfying several conditions, including the completion of the audit on Ptolemy’s financial statements, and completion of the Company’s previously announced non-brokered private placement (the “**Offering**”) of a minimum of 16,666,666 units (each, a “**Unit**”) and a maximum of 20,000,000 Units at a price of \$0.15 per Unit for minimum gross proceeds of \$2,500,000 and maximum gross proceeds of \$3,000,000. Each Unit will consist of one common share of the Company and one-half of one common share purchase warrant. Under the new terms, each whole warrant will entitle the holder thereof to purchase one common share of the Company at a price of \$0.25 for a period of three years.

The Offering is now fully subscribed, and the parties continue to work diligently to complete the remaining legal formalities in relation to the Acquisition. Both the Offering and Acquisition are expected to close concurrently in March, subject to the satisfaction or waiver of certain conditions, including the final approval of the Exchange.

For more information on the Acquisition and the Offering, please refer to the Company’s press releases dated October 30, 2024, November 8, 2024, November 28, 2024 and January 30, 2025.

About Fitzroy Minerals

Fitzroy Minerals is focused on exploring and developing mineral assets with substantial upside potential in the Americas. The Company’s current property portfolio includes the Caballos Copper and Polimet Gold-Copper-Silver projects located in Valparaiso, Chile, and the Taquetren Gold project located in Rio

Negro, Argentina, as well as the Cariboo project in British Columbia, Canada. Fitzroy Minerals' shares are listed on the TSX Venture Exchange under the symbol FTZ and on the OTCQB under the symbol FTZFF.

On behalf of Fitzroy Minerals Inc.

Merlin Marr-Johnson
President and CEO

For further information, please contact:

Merlin Marr-Johnson
mmj@fitzroyminerals.com
+44 7803 712280

For more information on Fitzroy Minerals, please visit the Company's website: www.fitzroyminerals.com

This press 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, or any state securities laws and may not be offered or sold within the United States or to or for the account or benefit of a U.S. person (as defined in Regulation S under the United States Securities Act) unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

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

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This news release includes certain statements and information that constitute forward-looking information within the meaning of applicable Canadian securities laws. All statements in this news release, other than statements of historical facts are forward-looking statements. Such forward-looking statements and forward-looking information specifically include, but are not limited to, statements that relate to the completion of the Acquisition and the Offering, and timely receipt of all necessary approvals, including any requisite approval of the Exchange.

Statements contained in this release that are not historical facts are forward-looking statements that involve various risks and uncertainty affecting the business of the Company. Such statements can generally, but not always, be identified by words such as "expects", "plans", "anticipates", "intends", "estimates", "forecasts", "schedules", "prepares", "potential" and similar expressions, or that events or conditions "will", "would", "may", "could" or "should" occur. All statements that describe the Company's plans relating to operations and potential strategic opportunities are forward-looking statements under

applicable securities laws. These statements address future events and conditions and are reliant on assumptions made by the Company's management, and so involve inherent risks and uncertainties, as disclosed in the Company's periodic filings with Canadian securities regulators. As a result of these risks and uncertainties, and the assumptions underlying the forward-looking information, actual results could materially differ from those currently projected, and there is no representation by the Company that the actual results realized in the future will be the same in whole or in part as those presented herein. the Company disclaims any intent or obligation to update forward-looking statements or information except as required by law. Readers are referred to the additional information regarding the Company's business contained in the Company's reports filed with the securities regulatory authorities in Canada. Although the Company has attempted to identify important factors that could cause actual actions, events, or results to differ materially from those described in forward-looking statements, there may be other factors that could cause actions, events or results not to be as anticipated, estimated or intended. For more information on the Company and the risks and challenges of its business, investors should review the Company's filings that are available at www.sedar.com.

The Company provides no assurance that forward-looking statements and information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements or information. Accordingly, readers should not place undue reliance on forward-looking statements or information. The Company does not undertake to update any for-ward looking statements, other than as required by law.