

Velocity Provides Additional Transaction Update On Sale of Bulgarian Assets

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Vancouver, British Columbia--(Newsfile Corp. - December 17, 2024) - Velocity Minerals Ltd. (TSXV: VLC) (OTCQB: VLCJF) ("**Velocity**" or the "**Company**") is pleased to provide an update regarding the sale of the Rozino gold project and the Company's other Bulgarian assets for USD \$59.0 million cash (the "**Transaction**"), as previously announced on October 1, 2024. Following in-person meetings in Ankara, Türkiye, Velocity has signed an amendment to the binding letter agreement (the "**Amended Letter Agreement**") which specifies Türker Global Madencilik Sanayi ve Ticaret A.Ş. (a subsidiary of Türkerler İnşaat Turizm Madencilik Enerji Üretim Ticaret ve Sanayi A.Ş.), as the purchaser ("**Türker Mining**") (together with Velocity, the "**Parties**").

Under the Amended Agreement, Velocity has agreed to extend Türker Mining's exclusivity period from December 15, 2024 to January 17, 2025, which date has been established as the deadline for the execution of the definitive agreement (the "**Definitive Agreement**"), allowing additional drafting time during the holiday season in Canada and Türkiye.

Regarding the US\$59.0 million consideration, the Amended Letter Agreement increases the amount of the first tranche payment (the "**Initial Deposit**") from US\$15.0 million to US\$16.5 million, with the commensurate adjustment of the second tranche payment on the closing of the Transaction ("**Closing**").

The Amended Letter Agreement introduces a US\$1.0 million fee payable to Velocity (the "**Transaction Fee**"), of which US\$0.5 million will be payable to Velocity at the time of the Initial Deposit, and the remaining US\$0.5 million will be payable on Closing. A US\$2.95 million break fee will be paid to escrow upon execution of the Definitive Agreement. Following receipt by Velocity of the US\$16.5 million Initial Deposit, the break fee will be reduced to US\$1.45 million and will be held in escrow through to Closing.

The Company's previously estimated timeline for holding a special meeting of shareholders to consider the Transaction (the "**Meeting**") will be revised in conjunction with the execution of the Definitive Agreement, and the Company will provide a future update regarding the Meeting schedule. Closing will be subject to customary conditions precedent, including, receipt of all necessary shareholder, board and regulatory (including TSXV) consents and approvals.

On Behalf of the Board of Directors

"Keith Henderson"
President & CEO

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This news release contains forward-looking statements and forward-looking information (collectively, "forward-looking statements") within the meaning of applicable Canadian and U.S. securities legislation. All statements, other than statements of historical fact, included herein including, without limitation, statements regarding the completion of the Transaction, the completion of the conditions precedent to the Transaction, the holding

of the Meeting to approve the Transaction, and the anticipated business plans and timing of future activities of the Company, are forward-looking statements. Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Often, but not always, forward looking information can be identified by words such as "pro forma", "plans", "expects", "may", "will", "should", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", "believes", "potential" or variations of such words including negative variations thereof, and phrases that refer to certain actions, events or results that may, could, would, might or will occur or be taken or achieved. In making the forward-looking statements in this news release, the Company has applied several material assumptions, including without limitation, that market fundamentals will result in sustained precious metals demand and prices, the receipt of any necessary permits, licenses and regulatory approvals in connection with the Transaction in a timely manner, the availability of financing on suitable terms for the continued operation of the Company's business, and the Company's ability to comply with environmental, health and safety laws.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to differ materially from any future results, performance or achievements expressed or implied by the forward-looking information. Such risks and other factors include, among others, operating and technical difficulties in connection with mineral exploration and development and mine development activities at the Company's properties, estimation or realization of mineral reserves and mineral resources, requirements for additional capital, future prices of precious metals and copper, changes in general economic conditions, changes in the financial markets and in the demand and market price for commodities, possible variations in ore grade or recovery rates, possible failures of plants, equipment or processes to operate as anticipated, accidents, labour disputes and other risks of the mining industry, delays or the inability of the Company to obtain any necessary permits, consents or authorizations required, including TSXV acceptance of the Transaction, financing or other planned activities, changes in laws, regulations and policies affecting mining operations, currency fluctuations, title disputes or claims limitations on insurance coverage and the timing and possible outcome of pending litigation, environmental issues and liabilities, risks relating to epidemics or pandemics such as COVID-19, including the impact of COVID-19 on the Company's business, risks related to joint venture operations, and risks related to the integration of acquisitions, as well as those factors discussed under the heading "Risk Factors" in the Company's latest Management Discussion and Analysis and other filings of the Company with the Canadian Securities Authorities, copies of which can be found under the Company's profile on the SEDAR+ website at [www.sedarplus.ca \(https://api.newsfilecorp.com/redirect/ZAbr0ixw8R\)](https://api.newsfilecorp.com/redirect/ZAbr0ixw8R).

Readers are cautioned not to place undue reliance on forward looking statements. Except as otherwise required by law, the Company undertakes no obligation to update any of the forward-looking information in this news release or incorporated by reference herein.

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