

CoTec Holdings Corp. Announces Non-Brokered Private Placement

30.11.2023 | [ACCESS Newswire](#)

VANCOUVER, November 30, 2023 - [CoTec Holdings Corp.](#) (TSXV:CTH)(OTCQB:CTHCF) (the "Corporation") is pleased to announce that it intends to complete a non-brokered private placement of up to 3,333,333 units (each, a "Unit") at a price of \$0.75 per Unit for gross proceeds of up to \$2,500,000 (the "Private Placement"). Each Unit will consist of one common share in the capital of the Corporation (each a "Common Share") and one Common Share purchase warrant (each a "Warrant"). Each Warrant will entitle the holder to purchase one Common Share at an exercise price of \$1.25 for a period of 12 months following the issuance of the Units. The Corporation will use the gross proceeds of the Private Placement to fund pending investment commitments, to repay part of the amount owing to Kings Chapel International Limited and for working capital purposes.

Certain directors and officers of the Corporation are expected to participate in the Private Placement. As a result, the Private Placement is expected to be a related party transaction subject to Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Private Placement will be exempt from the formal valuation requirements of MI 61-101 pursuant to subsection 5.5(b) of MI-61-101 because the Common Shares are listed only on the TSX Venture Exchange (the "TSXV") and is exempt from the minority shareholder approval requirements of MI 61-101 pursuant to subsection 5.7(1)(a) of MI 61-101 because neither the fair market value of the Units to be issued to related parties nor the consideration to be paid by related parties pursuant to the Private Placement is expected to exceed 25% of the Corporation's market capitalization as determined in accordance with MI 61-101.

Closing of the Private Placement is subject to the Corporation obtaining all necessary corporate and regulatory approvals, including approval of the TSXV. All securities issued to Canadian investors in connection with the Private Placement will be subject to a statutory hold period of four months plus a day from the date of issuance in accordance with applicable securities legislation in Canada. The Corporation may pay finders' fees in connection with a Private Placement and in accordance with the policies of the TSX Venture Exchange.

About CoTec

CoTec is a publicly traded investment issuer listed on the Toronto Venture Stock Exchange ("TSX- V") and the OTCQB and trades under the symbol CTH and CTHCF respectively. The Company is an environment, social, and governance ("ESG")-focused company investing in innovative technologies that have the potential to fundamentally change the way metals and minerals can be extracted and processed for the purpose of applying those technologies to undervalued operating assets and recycling opportunities, as the Company transitions into a mid- tier mineral resource producer.

CoTec is committed to supporting the transition to a lower carbon future for the extraction industry, a sector on the cusp of a green revolution as it embraces technology and innovation. The Company has made four investments to date and is actively pursuing operating opportunities where current technology investments could be deployed.

For further information, please contact:

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Forward-Looking Information Cautionary Statement

Statements in this press release regarding the Corporation's business which are not historical facts are

"forward-looking statements" that involve risks and uncertainties, including statements relating to management's expectations with respect to the adoption of new technologies across the mineral extraction industry and the benefits to the Corporation which may be implied from such statements. Since forward-looking statements address future events and conditions, by their very nature, they involve inherent risks and uncertainties. Actual results in each case could differ materially from those currently anticipated in such statements.

Neither 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 news release.

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