

CoTec Holdings Corp. Announces Increase In Convertible Loan

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VANCOUVER, February 28, 2025 - [CoTec Holdings Corp.](#) (TSXV:CTH) (the "Corporation") is pleased to announce an amendment to its convertible loan agreement dated November 19, 2024 (the "Convertible Loan Agreement") with Kings Chapel International Limited ("Kings Chapel").

Pursuant to the amendment, the principal amount available to the Company under the Convertible Loan Agreement has been increased by up to \$2.5 million. The outstanding principal amount of the loan bears interest at an annual rate of 10% and is repayable, together with accrued and outstanding interest, on December 31, 2027. The Corporation's obligations under the Convertible Loan Agreement are unsecured.

The outstanding principal amount under the Convertible Loan Agreement will be converted into common shares of the Corporation ("Common Shares") (i) at any time at Kings Chapel's election, at a price of CAD\$0.75 per share and (ii) automatically at a price of CAD\$0.75 per share, on the first day on which the volume weighted average trading price of the Common Shares on the principal stock exchange on which the Common Shares are then traded over the immediately preceding 15 trading days is equal to or greater than \$1.00. No conversion of the outstanding principal amount will occur to the extent that, after giving effect to the conversion, Kings Chapel, its affiliates and any person with whom Kings Chapel or its affiliates would own more than 49% of the outstanding Common Shares.

Kings Chapel is an existing insider and Control Person (as defined by TSX Venture Exchange ("TSXV") Rules) of the Corporation. Julian Treger, a director of the Corporation and its Chief Executive Officer, is a beneficiary of a family trust associated with Kings Chapel. As a result, the execution of the Convertible Loan Agreement is a related party transaction subject to Multilateral Instrument 61-101 -?Protection of Minority Security Holders in Special Transactions?(("MI 61-101"). The execution of the Convertible Loan Agreement is 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 the fair market value of neither the Convertible Loan Agreement nor the Common Shares issuable pursuant to the conversion of the outstanding principal amount under the Convertible Loan Agreement exceed 25% of the Corporation's market capitalization as determined in accordance with MI 61-101.

The issuance of Common Shares upon any conversion of the outstanding principal amount under the Convertible Loan Agreement is subject to the Corporation obtaining all necessary TSXV approvals. All securities issued in connection with the Convertible Loan Agreement will be subject to a statutory hold period of four months plus a day from the date of the Convertible Loan Agreement in accordance with applicable securities legislation in Canada.

About CoTec

CoTec is a publicly traded investment issuer listed on the TSXV and the OTCQB and trades under the symbol CTH and CTHCF respectively. CoTec Holdings Corp. is a forward-thinking resource extraction company committed to revolutionizing the global metals and minerals industry through innovative, environmentally sustainable technologies and strategic asset acquisitions. With a mission to drive the sector toward a low-carbon future, CoTec employs a dual approach: investing in disruptive mineral extraction technologies that enhance efficiency and sustainability while applying these technologies to undervalued mining assets to unlock their full potential. By focusing on recycling, waste mining, and scalable solutions, the Company accelerates the production of critical minerals, shortens development timelines, and reduces environmental impact. CoTec's strategic model delivers low capital requirements, rapid revenue generation, and high barriers to entry, positioning it as a leading mid-tier disruptor in the commodities sector.

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Forward-Looking Information Cautionary Statement

Statements in this press release regarding the Company and its investments which are not historical facts are "forward-looking statements" that involve risks and uncertainties, including statements relating to management's expectations with respect to its current and potential future investments and the benefits to the Company 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. For further details regarding risks and uncertainties facing the Company please refer to "Risk Factors" in the Company's filing statement dated April 6, 2022, a copy of which may be found under the Company's SEDAR+ profile at www.sedarplus.ca.

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

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