

CoTec Holdings Corp. Announces Final Closing of Private Placement, Total Raise of \$13.5 Million

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VANCOUVER, July 22, 2025 - [CoTec Holdings Corp.](#) (TSXV:CTH)(OTCQB:CTHCF) ("CoTec" or the "Corporation") is pleased to announce that it has completed a third and final closing (the "Final Closing") under its previously announced private placement (the "Private Placement"). As previously announced, the Private Placement was conducted together with a concurrent, upsized offering under the listed issuer financing exemption under Part 5A of National Instrument 45-106 - Prospectus Exemptions (the "LIFE Offering" and together with the Private Placement, the "Offering") of up to an aggregate of 17,948,717 units (each, a "Unit") at a price of \$0.78 per Unit for aggregate gross proceeds of up to \$14,000,000 (comprised of \$9,000,000 under the LIFE Offering and \$5,000,000 under the Private Placement). The Corporation raised aggregate gross proceeds of \$13,524,682.08 under the Offering through the issuance of 17,339,336 Units at a price of \$0.78 per Unit.

Each Unit issued pursuant to the Offering consists 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 entitles the holder to purchase one Common Share at an exercise price of \$1.20 for a period of 18 months following the issuance of the Units, subject to acceleration.

Pursuant to the Final Closing, the Company raised gross proceeds of \$1,097,941.26 through the issuance of 1,407,617 Units at a price of \$0.78 per Unit. Together with the initial closings under the Private Placement, the Corporation has issued an aggregate of 6,435,471 Units for aggregate gross proceeds of \$5,019,667.38, compared to the Company's initial target of \$5 million. Including the \$12,426,740.82 raised under the initial closings of the Offering, CoTec raised an aggregate of \$13,524,682.08 under the Offering.

The Corporation intends to use the net proceeds from the Offering to fund the detailed design and engineering of its HyProMag USA rare earth magnet recycling facility, the upcoming drill program at its Lac Jeannine iron tailings property, additional investment obligations, and for general corporate purposes.

Julian Treger, CoTec CEO, commented, "Being oversubscribed by 35% is a fantastic conclusion to the Offering, and we welcome all our new shareholders. At CoTec, we are working hard to execute on our high-impact critical minerals pipeline to unlock the significant amount of value created to date. We have noticed the support our share price has received in the market over the past few weeks and hope this is the start of a broader market recognition of both CoTec's value proposition and its strategic positioning in the critical minerals supply chain."

Kings Chapel International Ltd. ("Kings Chapel") purchased 192,307 Units and Mr. Treger purchased 230,769 Units in the Final Closing. Kings Chapel is an existing insider and Control Person (as defined by TSX Venture Exchange Rules) of the Corporation. Mr. 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 Offering is a related party transaction subject to Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Offering 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 5.5(a) thereof, 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 Offering exceeds 25% of the Corporation's market capitalization as determined in accordance with MI 61-101. The Corporation did not file a material change report more than 21 days before the expected date of the Final Closing as the participation therein by related parties was not settled until shortly prior to the Final Closing.

In connection with the Final Closing, the Corporation paid cash fees and compensation warrants

("Compensation Warrants") to certain agents and finders as follows: \$22,579.17 and 28,948 Compensation Warrants to ECM Capital Advisors Ltd.; and \$27,169.34 and 34,832 Compensation Warrants to INTE Securities LLC.

Together with the initial closings of the Offering, the Corporation paid aggregate cash fees and Compensation Warrants as follows: \$163,957.60 and 210,202 Compensation Warrants to ECM Capital Advisors Ltd.; \$193,105.06 and 247,570 Compensation Warrants to Odeon Capital Group LLC; \$210,179.61 and 269,461 Compensation Warrants to Integrity Capital Group Inc.; \$130,278.35 and 167,024 Compensation Warrants to INTE Securities LLC; \$10,744.70 and 13,775 Compensation Warrants to Canaccord Genuity Corp.; \$1,638.00 and 2,100 Compensation Warrants to Research Capital Corporation; \$1,560.00 and 2,000 Compensation Warrants to Haywood Securities Inc.; and \$733.20 and 940 Compensation Warrants to Leede Financial Inc.

All securities issued to 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.

Early Warning Report

This press release is also being disseminated as required by National Instrument 62-103 - The Early Warning System and Related Take Over Bids and Insider Reporting Issues in connection with the filing of an early warning report by Kings Chapel and Mr. Treger in respect of their ownership positions in the Corporation.

Kings Chapel and Mr. Treger participated in the Final Closing and purchased 192,307 Units and 230,769 Units, respectively. Prior to the Final Closing, (i) Kings Chapel owned or controlled 32,927,332 Common Shares representing approximately 37.62% of the 87,530,411 issued and outstanding Common Shares as well as 641,025 warrants to purchase Common Shares, and (ii) Mr. Treger owned or controlled 2,708,500 Common Shares representing approximately 3.09% of the issued and outstanding Common Shares as well as 3,608,626 options to purchase Common Shares.

Immediately following the Final Closing, (i) Kings Chapel owned or controlled 33,119,639 Common Shares representing approximately 37.24% of the 88,938,028 issued and outstanding Common Shares as well as 833,332 warrants to purchase Common Shares, and (ii) Mr. Treger owned or controlled 2,939,269 Common Shares representing approximately 3.30% of the issued and outstanding Common Shares as well as 3,608,626 options to purchase Common Shares and 230,769 warrants to purchase Common Shares.

Kings Chapel and Mr. Treger hold Common Shares for investment purposes. Each of them has a long-term view of the investment and may acquire additional securities including on the open market or through private acquisitions or sell the securities including on the open market or through private dispositions in the future depending on market conditions, reformulation of plans and/or other relevant factors. Depending on market conditions, general economic, and industry conditions, the Company's business and financial condition, and/or other relevant factors, each such shareholder may develop such plans or intentions in the future.

A copy of the Early Warning Report to be filed by Kings Chapel in connection with the transactions described above will be available on the Corporation's SEDAR+ profile at www.sedarplus.ca.

The head office of the Corporation is located at Suite 428, 755 Burrard Street, Vancouver, BC V6Z 1X6. Kings Chapel's address is No. 2 The Forum, Grenville Street, St. Helier, Jersey JE1 4HH.

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 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.

For more information, please visit www.cotec.ca.

Forward-Looking Information Cautionary Statement

Statements in this press release regarding the Company, its investments and the Offerings 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, due to known and unknown risks and uncertainties affecting the Company, including but not limited to: general economic, political and market factors in North America and internationally, interest and foreign exchange rates, changes in costs of goods and services, global equity and capital markets, business competition, technological change, changes in government relations, industry conditions, unexpected judicial or regulatory proceedings and catastrophic events. The Company's investments are being made in mineral extraction related assets and technologies which are subject to their own inherent risks and the success of such investments may be adversely impacted by, among other things: environmental risks and costs; labor costs and shortages; uncertain supply and price fluctuations in materials; increases in energy costs; labor disputes and work stoppages; leasing costs and the availability of equipment; heavy equipment demand and availability; contractor and subcontractor performance issues; worksite safety issues; project delays and cost overruns; extreme weather conditions; and social disruptions. As the investments are being made in mineral extraction technology, such investments will also be subject to risks of successful application, scaling and deployment of technology, acceptability of technology within the industry, availability of assets where technology could be applied, protection of intellectual property in relation to such technology, successful promotion of technology and success of competitor technology. Any material adverse change in the Company's financial position or a failure by the Company to successfully make investments in the manner currently contemplated, could have a corresponding material adverse change on the investments and, by extension, the Company.

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 and its other continuous disclosure documents, copies of which may be found under the Company's SEDAR+ profile at www.sedarplus.com. The Company assumes no responsibility to update forward-looking statements in this press release except as required by law. Readers should not place undue reliance on the forward-looking statements and information contained in this press release and are encouraged to read the Company's continuous disclosure documents, which are available on SEDAR+ at www.sedarplus.ca.

For further information, please contact:

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