

Orecap Updates on 43-101 Technical Reports and Receives Shareholder Approval for New Spin Outs

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- Updated 43-101 technical reports on McGarry, Mirado and Knight to streamline potential future transactions, including possible spinouts or M&A.
- Shareholders approve spinning out three newly incorporated subsidiaries, closing expected by September 30, 2025.
- Orecap to proactively move forward with creating value from assets, including monetizing current investments to realize value for shareholders.

Toronto, September 22, 2025 - [Orecap Invest Corp.](#) (TSXV: OCI) (OTCQB: ORFDF) ("Orecap" or the "Company") is pleased to announce that it has completed work required to update its McGarry, Mirado and Knight NI 43-101 technical reports (the "Technical Reports"), and expects to file the Technical Reports on SEDAR+ in the near term. The Company would also like to announce that it has received shareholder approval for its previously announced plan of arrangement spinning out three wholly-owned subsidiaries, announced on August 6, 2025.

"These new spinouts will transact on new opportunities and will be independently capitalized, with Orecap taking equity positions in each. Furthermore, this gold price environment has made our physical assets significantly more attractive given each asset is in prolific gold camps, and are central to any consolidation. Having updated 43-101 technical reports for each physical asset provides value creating optionality," said Stephen Stewart, CEO of Orecap.

Orecap's Physical Assets: 43-101 Technical Reports

Orecap has completed work necessary to produce updated independent 43-101 Technical Reports (the "Technical Reports") for its Projects. Orecap anticipates that the Technical Reports will be finalized and filed on SEDAR+ in the coming weeks.

Orecap's Physical Assets, McGarry, Mirado and Knight (the "Projects"), are located in prolific gold camps with significant infrastructure in place, and are considered central to any large-scale consolidation, especially under the context of a rising gold price environment. Accordingly, producing the Technical Reports is an important step in realizing value from the Projects, whether spinning them out as part of a larger consolidation opportunity, or transacting via M&A.

Shareholder Approval of Three Spin Outs

The Company is pleased to announce that all matters presented at the Meeting were approved, including the special resolution approving the previously announced plan of arrangement with its three (3) wholly-owned subsidiaries, whereby the Company intends to complete a spinout of 1540529 B.C. Ltd., 1540538 B.C. Ltd. and 1540542 B.C. Ltd. to the existing shareholders of the Company (the "Arrangement").

The Arrangement remains subject to approval of the Supreme Court of British Columbia (the "Court") and the TSX Venture Exchange, and to the satisfaction of other customary conditions. The Court hearing for the final order is scheduled to take place on September 25, 2025, and closing of the Arrangement is expected to occur by September 30, 2025.

In addition to the existing investments, the three spinouts provide Orecap optionality and a pipeline of future

investments that are primed to become part of its equity portfolio. Each spinout has been structured for a seamless transition to public markets and will be led by strong technical and financial management teams. Furthermore, Orecap will look to invest in people that will advance such new opportunities.

&Irm;About Orecap Invest Corp&Irm;.

Orecap seeks special situation investments in the natural resource sector that offer shareholders diverse exposure to high returns on precious and critical metal assets and businesses. Orecap has significant equity positions in portfolio companies, such as American Eagle Gold (TSXV: AE) (OTCQB: AMEGF), XXIX Metal Corp. (TSXV: XXIX) (OTCQB: QCCUF), Mistango (CSE: MIS), and Awale Resources (TSXV: ARIC), in addition to owning a broad portfolio of land packages focussed on gold, copper and zinc. [Agnico Eagle Mines Ltd.](#) is a 9.9% shareholder.

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