

Terra Clean Energy Corp. Announces Life Offering

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[Terra Clean Energy Corp.](#) ("Terra" or the "Company") (CSE: TCEC, OTCQB: TCEFF, FSE: C900) is pleased to announce a non-brokered private placement of a minimum of 10,000,000 units of the Company (each, a "Unit") and up to 19,520,350 Units at a price of C\$0.14 per Unit (the "Issue Price") for aggregate minimum gross proceeds of C\$1,400,000 and up to C\$2,732,849 (the "Offering"). Each Unit will consist of one common share in the capital of the Company (a "Common Share") and one-half of one common share purchase warrant (each whole warrant, a "Warrant"). Each Warrant will entitle the holder thereof to purchase one Common Share at an exercise price of C\$0.17 for a period commencing 60 days following completion of the Offering until the date that is 36 months following the completion of the Offering.

The Company intends to use the net proceeds of the Offering to fund a portion of the purchase price of the Utah claims, for future exploration and development costs and general working capital and corporate purposes.

The Offering is expected to close on or about November 4, 2025 and is subject to customary closing conditions of this nature, including but not limited to, the Company receiving all necessary regulatory approvals, including the conditional approval from the Canadian Securities Exchange.

Subject to compliance with applicable regulatory requirements and in accordance with National Instrument 45-106 - *Prospectus Exemptions* ("NI 45-106"), the Units will be offered for sale to purchasers resident in each of the provinces and territories of Canada, except Quebec, and/or other qualifying jurisdictions pursuant to the listed issuer financing exemption under Part 5A of NI 45-106, as amended by Coordinated Blanket Order 45-935 - *Exemptions from Certain Conditions of the Listed Issuer Financing Exemption* (collectively, the "Listed Issuer Financing Exemption"). As the Offering is being completed pursuant to the Listed Issuer Financing Exemption, the Units issued pursuant to the Offering will not be subject to a hold period pursuant to applicable Canadian securities laws. There is an offering document related to the Offering that can be accessed under the Company's profile on SEDAR+ at www.sedarplus.ca and on the Company's website at <https://www.tcec.energy>. Prospective investors should read this offering document before making an investment decision.

The Company may pay a finder's fee to certain arm's length finders comprising of: (i) a cash commission up to 7% of the aggregate proceeds of the Offering payable in cash; and (ii) non-transferrable finder warrants of the Company exercisable to acquire a number of Common Shares equal to 7% of the number of Units issued pursuant to the Offering, at an exercise price of C\$0.14 per Common Share for a period of 36 months from the Closing Date.

No U.S. Offering or Registration

This news release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful, including any of the securities in the United States. The securities described herein have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "1933 Act") or any state securities laws and may not be offered or sold within the United States or to, or for account or benefit of, U.S. Persons (as defined in Regulation S under the 1933 Act) unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration requirements is available.

About Terra Clean Energy Corp.

Terra Clean Energy Corp. is a Canadian-based uranium exploration and development company. The Company is currently developing the South Falcon East uranium project, which holds a 6.96M pound inferred

uranium resource within the Fraser Lakes B Deposit, located in the Athabasca Basin region, Saskatchewan, Canada as well as past producing uranium mines in Utah, United States.

ON BEHALF OF THE BOARD OF TERRA CLEAN ENERGY CORP.

"Greg Cameron"
Greg Cameron, CEO
Qualified Person

The technical information in this news release has been prepared in accordance with the Canadian regulatory requirements set out in National Instrument 43-101, reviewed and approved on behalf of the company by C. Trevor Perkins, P.Geo., the Company's Vice President, Exploration, and a Qualified Person as defined by National Instrument 43-101.

*The historical resource is described in the Technical Report on the South Falcon East Property, filed on sedarplus.ca on February 9, 2023. The Company is not treating the resource as current and has not completed sufficient work to classify the resource as a current mineral resource. While the Company is not treating the historical resource as current, it does believe the work conducted is reliable and the information may be of assistance to readers.

Forward-Looking Information

This news release contains forward-looking information which is not comprised of historical facts. Forward-looking information is characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "estimate" and other similar words, or statements that certain events or conditions "may" or "will" occur. Forward-looking information involves risks, uncertainties and other factors that could cause actual events, results, and opportunities to differ materially from those expressed or implied by such forward-looking information, including statements regarding the Offering and the potential development of mineral resources and mineral reserves which may or may not occur. Factors that could cause actual results to differ materially from such forward-looking information include, but are not limited to, changes in the state of equity and debt markets, fluctuations in commodity prices, delays in obtaining required regulatory or governmental approvals, and general economic and political conditions. Forward-looking information in this news release is based on the opinions and assumptions of management considered reasonable as of the date hereof, including that all necessary approvals, including governmental and regulatory approvals will be received as and when expected. Although the Company believes that the assumptions and factors used in preparing the forward-looking information in this news release are reasonable, undue reliance should not be placed on such information. The Company disclaims any intention or obligation to update or revise any forward-looking information, whether because of new information, future events or otherwise, other than as required by applicable laws. For more information on the risks, uncertainties and assumptions that could cause our actual results to differ from current expectations, please refer to the Company's public filings available under the Company's profile at www.sedarplus.ca.

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

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