

CoTec Holdings Corp. Announces Life Offering and Concurrent Private Placement

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VANCOUVER, May 20, 2025 - [CoTec Holdings Corp.](#) (TSXV:CTH)(OTCQB:CTHCF) ("CoTec" or the "Company") is pleased to announce a financing under the Listed Issuer Financing Exemption (as defined below), whereby the Company intends to raise up to \$5 million through an offering of up to 6,410,256 units (each, a "Unit") at a price of \$0.78 per Unit (the "LIFE Offering"). Each Unit will consist of one common share in the capital of the Company (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 \$1.20 for a period of 18 months following the issuance of the Units. The Common Shares offered under the LIFE Offering will not be subject to a hold period in accordance with applicable Canadian securities laws. The Warrants will be subject to an accelerated expiry provision such that if, for any 15 consecutive trading days (the "Premium Trading Days") during the unexpired term of the Warrants, the closing price of the Common Shares exceeds \$1.35, the expiry date will be accelerated to 30 calendar days (the "Acceleration Clause"). The activation of the Acceleration Clause will be announced by press release and the 30-day period will commence 7 days after the last Premium Trading Day.

Concurrently with the LIFE Offering, the Company also intends to complete a private placement financing whereby the Company intends to raise up to \$5,000,000 through an offering of up to 6,410,257 Units to be priced at \$0.78 per Unit (the "Concurrent Offering" and together with the LIFE Offering, the "Offering"). The Common Shares offered under the Concurrent Offering will be subject to a four month and one day hold period in accordance with applicable Canadian securities laws.

The Company intends to use the net proceeds of the Offering to fund the detailed design and engineering at HyProMag USA LLC, the Company's drilling program at its Lac Jeannine property, further investment obligations and for general corporate purposes. The Offering will be non-brokered in Canada and the Company has retained ECM Capital Advisors Ltd. as international placement agent and Odeon Capital Group LLC as U.S. placement agent (collectively, the "Agents"). The Company anticipates paying a commission to the Agents in connection with the Offering as well as a finder's fee to Integrity Capital Group Inc. ("ICG") in connection with purchasers that may be introduced by ICG to the Offering. Any commissions or finder's fees payable will be in accordance with the policies of the TSX Venture Exchange (the "TSXV").

The Offering is expected to close on or about June 15, 2025 or such other date or dates as the Company may determine, and is subject to certain conditions including, but not limited to, the receipt of all necessary approvals including the approval of the TSXV. Subject to compliance with applicable regulatory requirements and in accordance with National Instrument 45-106 - Prospectus Exemptions ("NI 45-106"), the LIFE Offering is being made pursuant to the listed issuer financing exemption under Part 5A of NI 45-106 (the "Listed Issuer Financing Exemption"). The Concurrent Offering is made pursuant to prospectus exemptions under NI 45-106 including, but not limited to, the accredited investor exemption.

Certain insiders of the Company are expected to participate in the Offering, making the Offering a "related party transaction" as defined under Multilateral Instrument 61-101 - Protection of Minority Security Holdings in Special Transactions ("MI 61-101"). The Company intends to rely on the exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(b) and 5.7(1)(a) of MI 61-101 as the Company's shares are currently listed only on the TSXV and OTCQB and neither the fair market value (as determined under MI 61-101) of the subject matter of, nor the fair market value of the consideration for, the transaction, insofar as it involves interested parties, is expected to exceed 25% of the Company's market capitalization (as determined under MI 61-101). The material change report in connection with the Offering is not expected to be filed 21 days in advance of the closing of the Offering for the purposes of section 5.2(2) of MI 61-101 on the basis that the subscriptions under the Offerings are not expected to be finalized until shortly before the closing of the Offerings.

The securities being offered have not, nor will they be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any applicable securities laws of any state of the United States and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons absent such registration or an applicable exemption from such registration requirements. This release does not constitute an offer for sale or the solicitation of an offer to buy any of the securities in the United States or to, or for the account or benefit of, a U.S. person. "U.S. Person" and "United States" are as defined in Regulation S under the U.S. Securities Act, or elsewhere.

There is an offering document related to the LIFE Offering that can be accessed under the Company's profile on SEDAR+ at www.sedarplus.ca and on the Company's website at www.cotec.ca. Prospective investors should read this offering document before making an investment decision.

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 Statements

Statements in this press release regarding the Company, the Offerings 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, 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, a copy of which may be found under the Company's SEDAR+ profile at www.sedarplus.ca. 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.

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