

CoTec Holdings Corp. Announces TSXV Approval Of Convertible Loan With Kings Chapel International Limited

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VANCOUVER, June 2, 2025 - [CoTec Holdings Corp.](#) (TSXV:CTH) ("CoTec" or the "Company") today announces that it has received the approval of the TSX Venture Exchange (the "TSXV") for the conversion component of its convertible loan agreement dated November 25, 2024 (as amended, the "Convertible Loan Agreement") with Kings Chapel International Limited ("Kings Chapel"), previously disclosed in the Company's news releases dated November 25, 2024 and February 28, 2025.

The outstanding principal amount under the Convertible Loan Agreement as at May 30, 2025 is \$6,351,387 and \$664,668 in interest has accrued thereunder.

The outstanding principal amount under the Convertible Loan Agreement will be converted into common shares of the Company ("Common Shares") (i) at any time at Kings Chapel's election, at a price of CAD\$0.75 per Common Share, and (ii) automatically at a price of CAD\$0.75 per Common 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 CAD\$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 Company. Julian Treger, a director of the Company 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 was a related party transaction subject to Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI61-101"). The execution of the Convertible Loan Agreement was 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 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 Company's market capitalization as determined in accordance with MI 61-101.

All securities issuable 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 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.

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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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