

Terra Clean Energy Corp. Announces Amendment to Option Agreement and Debt Settlement

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[Terra Clean Energy Corp.](#) ("Terra" or the "Company") (CSE: TCEC, OTCQB: TCEFF, FSE: 9O0, is pleased to announce that the proposed issuance of common shares pursuant to the Company's option agreement (the "Option Agreement") with [Skyharbour Resources Ltd.](#) ("Skyharbour") whereby the Company can earn up to a 75% interest in the South Falcon East uranium project, Athabasca Basin, Saskatchewan, Canada (the "Property").

Under the terms of the Option Agreement, on or before May 31, 2025, the Company was to issue Skyharbour \$820,000 in common shares to Skyharbour based on the VWAP calculated on the day of issuance. In the event that such issuance would result in Skyharbour owning more than 9.9% of the Company's issued and outstanding number of common shares at the time of the issuance, the amount of common shares to be issued would be reduced so that the issuance would result in Skyharbour owning no more than 9.9% of the Company's issued and outstanding number of common shares at the time of the issuance (and the amount of such reduction in the amount of common shares to be issued to satisfy the \$820,000 would be satisfied through the issuance of common shares on or before February 28, 2026).

Using a VWAP of \$0.12, the Company proposes to issue Skyharbour a total of 2,694,335 common shares (with a deemed value of \$323,320.20). Under the terms of the Option Agreement, the balance of \$496,679.80 in common shares will be deferred for issuance until on or before February 28, 2026.

The issuance to Skyharbour remains subject to the receipt of all regulatory approvals, including the approval of the Canadian Securities Exchange.

All securities issued in connection with the issuance to Skyharbour would be subject to a four month plus one day hold period from the date of issuance in accordance with applicable securities laws.

About Terra Clean Energy Corp.

Terra Clean Energy (formerly Tisdale 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 Uranium Deposit, located in the Athabasca Basin region, Saskatchewan, Canada.

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 ability of the Company to satisfy regulatory, stock exchange and commercial closing conditions of the issuance of common shares to Skyharbour, 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.

For further information please contact:

Greg Cameron, CEO

info@tcec.energy

Terra Clean Energy Corp

Suite 303, 750 West Pender Street
Vancouver, BC V6C 2T7

www.tcec.energy

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