

# CoTec Holdings Corp. Announces Initial Closing of Life Offering and Concurrent Private Placement

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VANCOUVER, June 18, 2025 - [CoTec Holdings Corp.](#) (TSXV:CTH)(OTCQB:CTHCF) (the "Corporation") is pleased to announce that it has completed an initial closing (the "Initial Closing") of its previously announced financing under the Listed Issuer Financing Exemption (as defined below) (the "LIFE Offering") and concurrent private placement (the "Private Placement" and together with the LIFE Offering, the "Offerings") of up to an aggregate of 12,820,512 units (each, a "Unit") at a price of \$0.78 per Unit for aggregate gross proceeds of up to \$10,000,000 (comprised of \$5,000,000 under the LIFE Offering and \$5,000,000 under the Private Placement). Each Unit consists of one common share in the capital of the Corporation (each a "Common Share") and one Common Share purchase warrant (each a "Warrant"). Each Warrant entitles 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.

Pursuant to the Initial Closing, the Corporation issued a total of 2,732,312 Units for aggregate gross proceeds of \$2,131,203.91 under the LIFE Offering and 3,947,131 Units for aggregate gross proceeds of \$3,078,763.82 under the Private Placement. The Corporation expects to complete a second and final closing of the Offerings prior to the end of June 2025. The Corporation will use the net proceeds of the private placement to fund the detailed design and engineering at HyProMag USA LLC, the Corporation's drilling program at its Lac Jeannine property, further investment obligations and for general corporate purposes.

Certain directors of the Corporation and Kings Chapel International Ltd. ("Kings Chapel") purchased an aggregate of 864,316 Units in the Initial Closing. Kings Chapel is an existing insider and Control Person (as defined by TSX Venture Exchange Rules) of the Corporation. Julian Treger, a director of the Corporation and its Chief Executive Officer, is a beneficiary of a family trust associated with Kings Chapel. As a result, the Private Placement is a related party transaction subject to Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Private Placement is 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 TSX Venture Exchange (the "TSXV") and is exempt from the minority shareholder approval requirements of MI 61-101 pursuant to subsection 5.5(a) thereof, because neither the fair market value of the Units to be issued to related parties nor the consideration to be paid by related parties pursuant to the Private Placement exceeds 25% of the Corporation's market capitalization as determined in accordance with MI 61-101. The Corporation did not file a material change report more than 21 days before the expected date of the Initial Closing as the participation therein by related parties was not settled until shortly prior to the closing of the Offerings.

In connection with the Initial Closing, the Corporation paid cash fees and compensation warrants ("Compensation Warrants") to certain agents and finders as follows: \$65,142.72 and 83,516 Compensation Warrants to ECM Capital Advisors Ltd.; \$90,599.40 and 116,153 Compensation Warrants to Odeon Capital Group LLC; \$90,386.40 and 115,880 Compensation Warrants to Integrity Capital Group Inc.; \$14,759.83 and 18,923 Compensation Warrants to INTE Securities LLC; \$733.20 and 940 Compensation Warrants to Leede Financial Inc.; \$1,872.00 and 2,400 Compensation Warrants to Canaccord Genuity Corp.; \$1,014 and 1,300 Compensation Warrants to Research Capital Corporation; and \$1,560 and 2,000 Compensation Warrants to Haywood Securities Inc.

All securities issued to investors in connection with the Private Placement will be subject to a statutory hold period of four months plus a day from the date of issuance in accordance with applicable securities legislation in Canada.

Early Warning Report

This press release is also being disseminated as required by National Instrument 62-103 - The Early

Warning System and Related Take Over Bids and Insider Reporting Issues in connection with the filing of an early warning report by Kings Chapel in respect of its ownership position in the Corporation.

Kings Chapel participated in the Initial Closing and purchased an aggregate of 641,025 Units. Prior to the Initial Closing, (i) Kings Chapel owned or controlled 32,286,307 Common Shares representing approximately 45.09% of the 71,598,692 issued and outstanding Common Shares, and (ii) Julian Treger owned or controlled 2,708,500 Common Shares representing approximately 3.78% of the issued and outstanding Common Shares as well as 3,608,626 options to purchase Common Shares.

Immediately following the Initial Closing, (i) Kings Chapel owned or controlled 32,927,332 Common Shares representing approximately 42.06% of the 78,278,135 issued and outstanding Common Shares as well as 641,025 warrants to purchase Common Shares, and (ii) Julian Treger owned or controlled 2,708,500 Common Shares representing approximately 3.46% of the issued and outstanding Common Shares as well as 3,608,626 options to purchase Common Shares.

Kings Chapel and Mr. Treger hold Common Shares for investment purposes. Each of them has a long-term view of the investment and may acquire additional securities including on the open market or through private acquisitions or sell the securities including on the open market or through private dispositions in the future depending on market conditions, reformulation of plans and/or other relevant factors. Depending on market conditions, general economic, and industry conditions, the Company's business and financial condition, and/or other relevant factors, each such shareholder may develop such plans or intentions in the future.

A copy of the Early Warning Report to be filed by Kings Chapel in connection with the transactions described above will be available on the Corporation's SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca).

The head office of the Corporation is located at Suite 428, 755 Burrard Street, Vancouver, BC V6Z 1X6. Kings Chapel's address is No. 2 The Forum, Grenville Street, St. Helier, Jersey JE1 4HH.

#### 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](http://www.cotec.ca).

#### Forward-Looking Information Cautionary Statement

Statements in this press release regarding the Company, its investments and the Offerings 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 and its other continuous disclosure documents, copies of which may be found under the Company's SEDAR+ profile at [www.sedarplus.com](http://www.sedarplus.com). 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](http://www.sedarplus.ca).

For further information, please contact:

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