

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

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VANCOUVER, July 3, 2025 - [CoTec Holdings Corp.](#) (TSXV:CTH)(OTCQB:CTHCF) (the "Corporation") is pleased to announce that it has completed a second closing (the "Second Closing") of its previously announced financing pursuant to the listed issuer financing exemption under Part 5A of National Instrument 45-106 - Prospectus Exemptions (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.

CoTec is also pleased to note that the aggregate target of \$10,000,000 under the Offerings are now fully subscribed for and that the Corporation will be closing the financing on or around July 9, 2025 to allow for subscription agreements received but not yet finalised to be processed.

Pursuant to the Second Closing, the Corporation issued a total of 2,306,753 Units for aggregate gross proceeds of \$1,799,270.36 under the LIFE Offering and 1,080,723 Units for aggregate gross proceeds of \$842,964.90 under the Private Placement. Together with the initial closing under the Offerings, the Corporation has issued an aggregate total of 5,039,065 Units for aggregate gross proceeds of \$3,930,474.27 under the LIFE Offering and 5,027,854 Units for aggregate gross proceeds of \$3,921,728.72 under the Private Placement. The Corporation will use the net proceeds of the Offerings 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.

In connection with the Second Closing, the Corporation paid cash fees and compensation warrants ("Compensation Warrants") to certain agents and finders as follows: \$70,540.47 and 90,437 Compensation Warrants to ECM Capital Advisors Ltd.; \$6,000.00 and 7,692 Compensation Warrants to Odeon Capital Group LLC; \$40,799.91 and 52,308 Compensation Warrants to Integrity Capital Group Inc.; and \$12,237.12 and 15,689 Compensation Warrants to INTE Securities LLC.

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.

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 Statement

Statements in this press release regarding the Company, its expectations regarding the final closing of the Offerings, 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. 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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