

CoTec Holdings Corp. Announces Partial Settlement and Amendment and Restatement of Convertible Loan Facilities

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VANCOUVER, April 30, 2026 - [CoTec Holdings Corp.](#) (TSXV:CTH)(OTCQB:CTHCF) ("CoTec" or the "Corporation") is pleased to announce the repayment of the currently outstanding principal amounts under its \$6.6 million convertible loan facilities (the "Convertible Loans") dated August 11, 2025 with Kings Chapel International Limited ("Kings Chapel") and certain funds managed by Epic Capital Management Inc. ("Epic Capital", and together with Epic Capital, the "Lenders").

To date, the Company has drawn a total of \$2.6 million under the convertible loan facility with Kings Chapel and Epic Capital (\$2.0 million drawn on December 18, 2025, \$200,000 on December 22, 2025 and \$400,000 on January 29, 2026). In accordance with the terms of the of the Convertible Loans, the Corporation is repaying this amount in full by issuing to the Lenders a total of 2,260,869 common shares of the Corporation ("Common Shares") based on a conversion price of \$1.15 per share.

In addition, the Corporation and the Lenders have agreed to amend and restate the terms of the Convertible Loans with respect to the remaining \$4,000,000 principal amount of the Convertible Loans (the "Amended and Restated Convertible Loans"). Under the terms of the Amended and Restated Convertible Loans, Kings Chapel and Epic Capital have agreed to make available to the Corporation loans in the aggregate principal amounts of up to \$3,000,000 and up to \$1,000,000, respectively. The Corporation is entitled to draw upon the Amended and Restated Convertible Loans until June 12, 2026.

The outstanding principal amount of the Amended and Restated Convertible Loans will bear interest at an annual rate of 10% and is repayable, together with accrued and outstanding interest, on December 31, 2028. The undrawn principal amounts under the Amended and Restated Convertible Loans also bear a stand-by fee of 2.5% per annum, which shall be calculated and accrue daily and compounded annually. The Corporation's obligations under the Amended and Restated Convertible Loans are unsecured. No amounts have been drawn under the Amended and Restated Convertible Loans as of the date hereof but the Corporation currently anticipates drawing down on the full principal amount of the Amended and Restated Convertible Loans prior to the deadline for doing so. The proceeds of the Amended and Restated Convertible Loans will be used for general working capital purposes.

The outstanding principal amount under each of the New Convertible Loans will be convertible into Common Shares at a price of \$1.33 per Common Share (the "Conversion Price") at any time at the election of either the Corporation or the Lenders. No conversion of the outstanding principal amount under the New Convertible Loan Agreements will occur to the extent that, after giving effect to the conversion, the applicable Lender, its affiliates and any person with whom such Lender or its affiliates act jointly or in concert would own more than 49% of the outstanding Common Shares.

In consideration of the Lenders making the Amended and Restated Convertible Loans available to the Corporation, the Corporation has agreed to issue to the Lenders, concurrent with each draw under the Amended and Restated Convertible Loans, non-transferrable warrants to purchase that number of Common Shares equal to (i) 50% of the principal amount drawn divided by (ii) the Conversion Price (the "Warrants"). Each Warrant will entitle the holder to purchase one Common Share at a price equal to the Conversion Price for one year from the date of issuance.

Kings Chapel is an existing insider and Control Person (as defined by the TSXV 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 entry into an Amended and Restated Loan with Kings Chapel is a related party transaction subject to Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Amended and Restated Convertible Loans with Kings

Chapel 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 TSXV and OTCQB 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 neither the fair market value of the Amended and Restated Convertible Loan with Kings Chapel (and the Common Shares issuable pursuant to the conversion of the outstanding principal amount of the Amended and Restated Convertible Loans with Kings Chapel and the exercise of Warrants to be issued to Kings Chapel) exceeds 25% of the Corporation's market capitalization as determined in accordance with MI 61-101.

The issuance of Common Shares upon any conversion of the outstanding principal amount under the Amended and Restated Convertible Loans and the issuance of the Warrants is subject to the Corporation obtaining all necessary TSXV approvals. All securities listed in connection with the Amended and Restated Convertible Loans and the Warrants will be subject to a statutory hold period of four months plus a day from the date of the Amended and Restated Convertible Loan agreement or the issuance of the Warrants, as applicable, in accordance with applicable securities legislation in Canada.

Early Warning Disclosure

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.

Prior to the conversion of the amounts outstanding under the Convertible Loans, (i) Kings Chapel owned or controlled 43,088,153 Common Shares representing approximately 37.42% of the 115,136,805 issued and outstanding Common Shares, and (ii) Mr. Treger owned or controlled 3,453,038 Common Shares representing approximately 3.00% of the issued and outstanding Common Shares as well as 3,853,971 options to purchase Common Shares.

Immediately following conversion of the amounts outstanding under the Convertible Loans, (i) Kings Chapel owned or controlled 44,827,283 Common Shares representing approximately 38.18% of the 117,397,674 issued and outstanding Common Shares, and (ii) Mr. Treger owned or controlled 3,453,038 Common Shares representing approximately 2.94% of the issued and outstanding Common Shares as well as 3,453,038 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 Corporation'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.

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.

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 the Corporation's expectations with respect to its drawdown of the Amended and Restated Convertible Loans and the use of proceeds therefrom. 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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