

Orecap Announces Interest Free, Unsecured Loan Transaction

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- Orecap has entered into a loan agreement for \$833,333 for general corporate purposes
- The Loan is unsecured and non-interest bearing
- The lender is a company owned and controlled by Stephen Stewart, CEO and director of Orecap

Toronto, May 22, 2026 - [Orecap Invest Corp.](#) (TSXV: OCI) (OTCQB: ORFDF) ("Orecap" or the "Company") announces that it has entered into a loan agreement with a non-arm's length lender for the principal sum of \$833,333 (the "Loan"). Orecap will use the proceeds from the Loan for general corporate purposes. The Loan is evidenced by a promissory note and is payable on demand with a term of six months, unsecured and non-interest bearing except upon the occurrence of an event of default in which case the outstanding principal amount will bear a default interest rate of ten percent (10%) per annum.

The lender is a company owned and controlled by Stephen Stewart, the Chief Executive Officer and director of Orecap. Accordingly, the Loan constitutes a "related party transaction" pursuant to Multilateral Instrument 61-101 - [Protection of Minority Security Holders in Special Transactions](#) ("MI 61-101"). The Loan is exempt from the formal valuation and minority shareholder approval requirements of 61-101. The Company is exempt from the formal valuation requirement contained in section 5.5(b) of MI 61-101 as the Company does not have securities listed on a specified stock exchange. The Loan is further exempt from the minority shareholder approval requirement pursuant to section 5.7(1)(a) of MI 61-101 as the fair market value of Loan is less than 25% of the Company's market capitalization.

About Orecap Invest Corp.

Orecap seeks special situation investments in the natural resource sector that offer shareholders diverse exposure to high returns on precious and critical metal assets and businesses. For more information, please visit www.orecap.ca.

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Forward-Looking Statements

This news release contains statements that may constitute "forward-looking information" or "forward-looking statements" within the meaning of applicable Canadian securities legislation. Forward-looking information and statements may include, among others, statements regarding future plans, costs, objectives or performance of the Corporation, or the assumptions underlying any of the foregoing. In this news release, words such as "may", "would", "could", "will", "likely", "believe", "expect", "anticipate", "intend", "plan", "estimate", "target" and similar words and the negative form thereof are used to identify forward-looking statements. Forward-looking statements should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether, or the times at or by which, such future performance will be achieved. No assurance can be given that any events anticipated by the forward-looking information will transpire or occur, including the Company's ability to abide by the terms of the Loan. Forward-looking statements and information are based on information available at the time and/or management's good-faith belief with respect to future events and are subject to known or unknown risks, uncertainties, assumptions and other unpredictable factors, many of which are beyond the Corporation's control. These risks, uncertainties and assumptions include, but are not limited to, those described under "Risk Factors" in the Corporation's management's discussion and analysis for the fiscal year ended October

31, 2025, which is available on SEDAR+ at www.sedarplus.ca; they could cause actual events or results to differ materially from those projected in any forward-looking statements. The Corporation does not intend, nor does the Corporation undertake any obligation, to update or revise any forward-looking information or statements contained in this news release to reflect subsequent information, events or circumstances or otherwise, except if required by applicable laws.

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