

# CoTec Holdings Corp. Announces Drawdown of Amended and Restated Convertible Loans

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VANCOUVER, June 8, 2026 - [CoTec Holdings Corp.](#) (TSXV:CTH)(OTCQX:CTHCF) ("CoTec" or the "Company") is pleased to announce that it has drawn down the full \$4,000,000 principal amount available under its previously announced amended and restated convertible loan facilities (the "Amended and Restated Convertible Loans") with Kings Chapel International Limited ("Kings Chapel") and certain funds managed by Epic Capital Management Inc. ("Epic Capital", and together with Kings Chapel, the "Lenders").

Pursuant to the Amended and Restated Convertible Loans, the terms of which were announced by the Company on April 30, 2026, Kings Chapel and Epic Capital made available to the Company loans in the aggregate principal amounts of up to \$3,000,000 and up to \$1,000,000, respectively. The Company has now drawn the full \$4,000,000 available under the facilities. The proceeds of the Amended and Restated Convertible Loans will be used by the Company for general working capital purposes.

Pursuant to the terms of the Amended and Restated Convertible Loans, the outstanding principal amount of the loans may be converted into common shares of the Company ("Common Shares") by the Company or the Lenders at any time at a price of \$1.33 per Common Share. Subject to the receipt of final approval from the TSX Venture Exchange of the draw down under the Amended and Restated Convertible Loans, the Company intends to immediately exercise its right to convert the outstanding principal amount into an aggregate of 3,007,518 Common Shares, comprised of 2,255,639 Common Shares to be issued to Kings Chapel and 751,879 Common Shares to be issued to Epic Capital.

In addition, as required by the terms of the Amended and Restated Convertible Loans, in consideration of the Lenders making the Amended and Restated Convertible Loans available to the Company, the Company has issued to the Lenders concurrently with the draw down, an aggregate of 1,503,758 warrants to purchase Common Shares ("Warrants"), comprised of 1,127,819 Warrants issued to Kings Chapel and 375,939 Warrants issued to Epic Capital. Each Warrant entitles the holder to purchase one Common Share at a price of \$1.33 per share 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 Company. Julian Treger, a director of the Company and its Chief Executive Officer, is a beneficiary of a family trust associated with Kings Chapel. As a result, the entry into, and conversion of, the Amended and Restated Convertible Loan with Kings Chapel and the issuance of Warrants to Kings Chapel are 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 Loan with Kings Chapel and the issuance of Warrants to Kings Chapel are 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 OTCQX, and are 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 Warrants issued to Kings Chapel (nor the Common Shares issuable pursuant to the conversion of the outstanding principal amount of the Amended and Restated Convertible Loan with Kings Chapel and the exercise of the Warrants issued to Kings Chapel) exceeds 25% of the Company'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 Company obtaining all necessary TSXV approvals. All securities issued 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.

About CoTec

CoTec is redefining the future of resource extraction and recycling. Focused on rare earth magnets and strategic materials, CoTec integrates breakthrough technologies with strategic assets to unlock secure, sustainable, and low-cost supply chains.

CoTec's mission is clear: accelerate the energy transition while strengthening strategic mineral supply chains for the countries we operate in. By investing in and deploying disruptive technologies, the Company delivers capital-efficient, scalable solutions that transform marginal assets, tailings, waste streams, and recycled products into high-value critical minerals.

From its HyProMag USA magnet recycling joint venture in Texas, to iron tailings reprocessing in Québec, to next-generation copper and iron solutions backed by global majors, CoTec is building a diversified portfolio with long-term growth, rapid cash flow potential, and high barriers to entry. The result is a differentiated platform at the intersection of technology, sustainability, and strategic materials.

For more information, please visit [www.cotec.ca](http://www.cotec.ca)

For further information, please contact:

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#### 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 draw down 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](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)

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