



COTEC HOLDINGS CORP. ANNOUNCES CONVERSION OF AMENDED AND RESTATED CONVERTIBLE LOANS

Vancouver, British Columbia – June 11, 2026 – CoTec Holdings Corp. (TSXV: CTH; OTCQX: CTHCF) (“CoTec” or the “Company”) is pleased to announce that, further to its news release dated June 8, 2026, having received final approval from the TSX Venture Exchange, it has exercised its right to convert the full \$4,000,000 outstanding principal amount of its 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”) into common shares of the Company (“Common Shares”).

Pursuant to the conversion, at a conversion price of \$1.33 per Common Share, the Company has issued an aggregate of 3,007,518 Common Shares to the Lenders, comprised of 2,255,639 Common Shares issued to Kings Chapel and 751,879 Common Shares issued to Epic Capital. Following the conversion, no principal amount remains outstanding under the Amended and Restated Convertible Loans.

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 conversion of the Amended and Restated Convertible 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 conversion of the Amended and Restated Convertible Loan 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 OTCQX, 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 the fair market value of the Common Shares issued to Kings Chapel upon the conversion does not exceed 25% of the Company’s market capitalization as determined in accordance with MI 61-101.

All Common Shares issued upon the conversion of the Amended and Restated Convertible Loans are subject to a statutory hold period of four months plus a day from the date of the Amended and Restated Convertible Loan agreement, 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

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. 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