

**COTEC HOLDINGS CORP.**  
**MANAGEMENT DISCUSSION AND ANALYSIS**  
**FOR THE THREE MONTHS ENDED – MARCH 31, 2026**

**INTRODUCTION**

This Management Discussion and Analysis (“MD&A”) of CoTec Holdings Corp (the “Company” or “CoTec”) has been prepared by management as of May 28, 2026. Information herein is provided as of May 28, 2026, unless otherwise noted. The following discussion of performance, financial condition and outlook should be read in conjunction with the Company’s audited consolidated financial statements for the year ended December 31, 2025 (“Financial Statements”) and the notes thereto, prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (“IFRS Accounting Standards”) and the unaudited condensed consolidated interim financial statements for the three months ended March 31, 2026 and 2025 (“Interim Financial Statements”) and notes thereto prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (“IFRS Accounting Standards”) applicable to the preparation of Interim Financial Statements, including International Accounting Standards (“IAS”) 34, Interim Financial Reporting. These statements are filed with the relevant regulatory authorities in Canada. All amounts herein are expressed in thousands of Canadian dollars, unless otherwise indicated.

The information contained herein is not intended to be a comprehensive review of all matters and developments concerning the Company. The Company is a “Venture Issuer” as defined in NI 51-102. For more information on the Company, investors should review the Company’s continuous disclosure filings that are available under the Company’s profile at [www.sedarplus.com](http://www.sedarplus.com).

Readers are cautioned that this MD&A contains forward-looking statements. All information, other than historical facts included herein, including, without limitation potential value of investments, availability of funding, results and future plans and objectives of CoTec is forward-looking information that involves various risks and uncertainties. There can be no assurance that such information will prove to be accurate and future events and actual results could differ materially from those anticipated in the forward-looking information.

The Independent Qualified Person as defined by NI 43-101 for the Lac Jeannine Mineral Resource, Mr. Christian Beaulieu, P.Geo., is a member of l’Ordre des géologues du Québec (#1072). The Qualified Person has reviewed and approved the scientific and technical content of this MD&A relating to the Lac Jeannine Mineral Resource.

**BUSINESS OVERVIEW**

CoTec is a publicly traded investment issuer listed on the Toronto Venture Stock Exchange (“TSX- V”) and the OTCQX and trades under the symbols CTH and CTHCF respectively. CoTec Holdings Corp. 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 and
- 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.

## HIGHLIGHTS, RECENT DEVELOPMENTS AND OUTLOOK

### Highlights for the Quarter

#### *Operational*

- Net loss for the three months ended March 31, 2026 of \$2,634 was mainly driven by G&A expenses and professional fees of \$1,208 and \$1,410 provision for proportionate share of loss of associate and joint venture accounted for using the equity method of accounting, with the balance due to net non-cash accounting provisions of \$16 related to Net finance expense, Gain on equity investments, Share-based compensation, and Foreign exchange (loss).
- Projects in Execution:
  - HyProMag USA LLC (“HyProMag USA”) :
    - Intelligent Lifecycle Solutions Ltd. (“ILS”) continued stockpiling of electronic waste and establishing relationships with potential suppliers of feedstock
    - Purchased three Inserma pre-processing and printed circuit board (“PCB”) separation units which were delivered at the ILS facilities in February 2026
    - Advanced financing discussions with commercial banks
    - Completed concept study to evaluate the expansion of its operations into Nevada and South Carolina supporting a path to triple US rare earth magnet capacity by 2029, with conceptual valuations of \$1,143 million post-tax NPV and 27.6% internal rate of return (“IRR”) based on current market prices; and \$2,180 million post-tax NPV and 38.7% real IRR based on forecast market prices
  - MagIron LLC (“MagIron”)
    - Invested US\$70,988 into MagIron on January 6, 2026 at \$5.21/share, and exercised 120,773 warrants at \$0.66/share for US\$80,000 on February 28, 2026, respectively to maintain the Company’s undiluted equity interest
    - Completion of an independent Definitive Feasibility Study and Reserve and Resource Statement for the restart of MagIron’s Plant 4 facility in Minnesota and the Reynolds Pellet Plant in Indiana to produce direct-reduced (“DR”) grade pellets, prepared by Behre Dolbear & Company (USA), Inc. (“Behre Dolbear”). Base case after-tax NPV (4.9%) of approximately US\$1.598 billion and an IRR of 27.6%
  - Lac Jeannine Project:

- Engaged Quebec-based BBA Inc. (“BBA”) to complete a bankable Feasibility Study on the project.
- Commenced Environmental Baseline Studies and appointed Corem to complete the Feasibility Study Metallurgical Testing Program
- Advanced the updated Preliminary Economic Assessment ("2026 PEA") for the Lac Jeannine Project and was announced in May 2026. The 2026 PEA, prepared by an independent multidisciplinary team, returned an after-tax NPV (7%) of US\$92 million and an after-tax IRR of 29.6%, based solely on the updated 2026 Mineral Resource Estimate, which represents a 41% increase over the resource underlying the 2024 PEA. Life of mine was extended to 15 years (from 11 years), with total life-of-mine concentrate production of 5.4 Mt.

### *Corporate*

- Warrant holders exercised a total of 8,277,268 Warrants, generating gross proceeds of \$9,731 for the Company
- Drew down an additional \$400 under the Convertible Loan Agreement on January 30, 2026
- Converted the principal of \$2,600 drawn down to date under the Convertible Loan Agreement into 2,260,869 common shares of the Company at \$1.15 per share subsequent to quarter-end
- Graduated to the OTCQX Best Market operated by OTC Markets Group Inc., from the OTCQB Venture Market subsequent to quarter-end
- Signed a term sheet to form an early-stage exploration joint venture with U.S. based Copper Intelligence Inc. (“Copper Intelligence”) to target historical copper tailings opportunities in the Democratic Republic of Congo subsequent to quarter-end

### **Recent Developments and Outlook**

Operationally, CoTec’s key focus is the continued roll-out of HyProMag USA’s first production hub in Texas, commencement of stockpiling of feedstock, securing offtake, ongoing discussions with potential financiers, ordering of long-lead items underway and commissioning of expansion studies to increase the business to three hubs. At Lac Jeannine, CoTec received results from an updated PEA on the Lac Jeannine iron ore tailings property by an independent multidisciplinary team and has engaged Québec-based BBA to complete the bankable feasibility study for the project.

MagIron continued to make steady progress towards the completion of its Independent Definitive Feasibility Study and Reserve and Resource Statement which was announced in January 2026. After quarter-end, the Company also announced that it has signed a terms sheet with Copper Intelligence and a third-party investment vehicle associated with the Company’s CEO and Chairman, to form an early stage exploration joint venture that will focus on the processing of historical copper tailings in the Democratic Republic of Congo.

After quarter-end, the Company also announced that it signed a term sheet to form a Joint Venture with U.S. based Copper Intelligence Inc. (“Copper Intelligence”) (OTC: AFDG) and third-party investment vehicles associated with the Company’s CEO and Chairman. The Joint Venture will establish a framework

for the joint pursuit of copper tailings opportunities in the historical copper districts of the Democratic Republic of Congo. Opportunities identified will be subject to detailed legal and technical due diligence and binding agreements on an asset-by-asset basis with approval by the independent members of the CoTec Board of Directors in this matter, prior to resources being committed to development.

***Maginito (20.6%) and HyProMag USA Joint Venture (60.3% flowthrough ownership) Investments***

Maginito and HyProMag USA Joint Venture (“HyProMag USA” or the “Project”) represent the Company’s investment in the rare earth elements (“REE”) sector. HyProMag USA joint venture was formally incorporated at the start of 2024 and is owned on a 50:50 basis between CoTec and Maginito, providing CoTec with a 50% direct equity interest and a further 10.3% indirect interest through its 20.6% equity interest in Maginito.

HyProMag USA plans to roll out HyProMag’s revolutionary patented Hydrogen Processing of Magnetic Scrap (“HPMS”) in the USA which recovers REE containing powder from permanent magnets and will use the recovered powder in the production of new permanent magnets. Key advantages of the HPMS include very low carbon footprint, reduced recycling time, avoidance of extensive chemical use and a very competitive cost profile.

2024 Bankable Feasibility Study and 2025 Update

The HyProMag USA independent Feasibility Study (“Feasibility Study”) was completed by BBA, PegasusTSI and Weston during November 2024 on time and within budget. The study is based on three pre-processing plants - Nevada, South Carolina and Texas - and one end-to-end recycling and neodymium iron boron (“NdFeB”) magnet production facility in Texas (“Texas Hub”). During the fourth quarter of 2025, HyProMag USA issued an update to the project’s valuation (the “Update”). The results of the Feasibility Study and the Update are summarized below:

	<b><u>Feasibility Study</u></b>	<b><u>Update</u></b>
HPMS vessels	2	3
Target annual production		
- NdFeB magnets	750 metric tons per annum	941 metric tons per annum
- NdFeB co-products	291 metric tons per annum	611 metric tons per annum
NPV7% based on prevailing market price – post tax	US\$262 million	US\$409 million
Real IRR based on prevailing market price	23%	27.6%
NPV7% based on forecast pricing – post tax	US\$503 million	US\$780 million
Real IRR based on forecast pricing	31%	38.7%
Operating life	40 years	40 years
Average market price	US\$55 per kilogram	US\$56.8 per kilogram
All-in sustaining cost	US\$19.6 per kilogram	US\$22.3 per kilogram

Capital cost	US\$125 million	US\$142 million
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Other key aspects of the Update include optimized layout that allows for the inclusion of an additional furnace within three years following commissioning for an additional capital cost of approximately US\$3 million; increase in up-front capital cost from US\$125 million to US\$142 million (inclusive of an 8.2% contingency margin and Class 2 AACE estimated detailed design study and engineering costs) over a one-year construction phase; and payback at current market prices in 3.1 years and 2.2 years at forecast market prices.

### Operational Update

During December 2025, HyProMag USA finalized the lease for 50% of Building 1 Ironhead Commerce Center, approximately 128,000 square feet, to house the proposed Texas Hub. The facility is strategically located next to critical infrastructure, the BNSF intermodal rail link and the Alliance Airport. The facility is a new build and is expected to be delivered by July 2026. The facility is currently completing civil works focusing on construction of the dividing wall.

The Company is evaluating the further expansion of the project through the placement of two additional HPMS recycling and magnet manufacturing facilities in South Carolina and Nevada respectively to triple the capacity of the Project.

During the third quarter 2025, HyProMag USA entered a feedstock supply and pre-processing site share agreement with global electronics recycling company, ILS. In terms of the agreement, the Project's pre-processing facilities will be based on the ILS sites in South Carolina and Nevada and ILS will provide hard disk drive ("HDD") feedstock to HyProMag USA. During the fourth quarter 2025, this arrangement was extended to bulk NdFeB feedstock including rotors from electric motors, wind turbine magnets, speakers and MRI machines. A joint Technical Procurement team was set up between ILS and HyProMag USA to oversee the procurement process. Stockpiling of end-of-life electronic scrap has commenced and to date, ILS has engaged with several potential suppliers to establish consistent feed of magnet scrap. HyProMag USA is also pursuing other feedstock supply opportunities in the U.S. HyProMag USA has purchased three Inserma machines for pre-processing of the end-of-life electronic scrap material. The machines, currently located in South Carolina and Nevada, were delivered early 2026 and are ready for use. Initial challenges identifying compatible air compressor equipment are now resolved and the machines are expected to accelerate the stockpiling of HDDs by ILS.

HyProMag USA has commenced pre-engineering and negotiations for the delivery of other long lead critical equipment, the first of which was ordered during the quarter.

Engagement with potential customers is ongoing and the Company is hopeful that significant progress will be made on this front over the coming quarter.

The Project has received a Make More in America (MMIA) domestic finance letter of interest ("LOI") from the U.S. Export-Import ("EXIM") Bank for its first integrated rare earth recycling and magnet-making facility in Dallas-Fort Worth, Texas. In terms of the letter, EXIM may be able to consider potential financing of up to \$92 million of the project's costs with a repayment tenor of 10 years. Discussions with EXIM are ongoing.

In addition to the EXIM LOI, discussions with two commercial banks in relation to potential project finance for the Project are progressing well and are in due diligence phase.

### Maginito Update

Maginito announced first production runs of recycled rare earth alloy from the commercial-scale HPMS vessel at Tyseley Energy Park in Birmingham, UK were announced in July 2025. The German plant was officially opened in April 2026, with first commissioning runs for the HPMS completed and the rest of the equipment to be commissioned sequentially.

### ***Lac Jeannine Property (100% Option to Purchase)***

Lac Jeannine, BSL and MagIron (see below) represents the Company's investments in the steel industry.

During 2023, the Company signed an option agreement to acquire 31 mining claims forming the Lac Jeannine property located in the Côte-Nord region of Quebec, Canada. The property contains historical tailings of the previous Lac Jeannine iron ore mine operated by the Quebec Cartier Mining Company between 1959 and 1985.

### 2025 Drill Program

In Q2 2025, the Company engaged a drilling contractor and obtained all necessary permits to perform the 2025 drill program, which commenced on August 4, 2025, and was successfully completed by 403 Drilling Limited on August 27, 2025. The 2025 drill program was both an infill and expansion drill program following the initial drill program of 2023 which formed the basis of an initial preliminary economic assessment in 2024. Core samples were sent for analysis to Corem, and assays received in Q1 2026 contributed to the updated 2026 Mineral Resource Estimate described below. During Q4 2025, the Company engaged BBA to conduct the Bankable Feasibility Study for the Lac Jeannine project. Additional drilling, planned for 2027, will aim to convert a further 40 Mt from Inferred to Indicated classification, with a target of approximately 70 Mt of total Indicated mineral resources.

### 2026 Mineral Resource Estimate and Preliminary Economic Assessment

In May 2026, the Company received the results of an updated Preliminary Economic Assessment (the "2026 PEA") on the Lac Jeannine property based off the 2025 drill program. The 2026 PEA was prepared by an independent multidisciplinary team comprising Minéralis Consulting Services Inc., Axe Valley Mining Consultants Ltd., JPL GeoServices Inc., Amerston Consulting Ltd., and Addison Mining Services Ltd. (UK). The full NI 43-101 technical report will be filed on SEDAR+ within 45 days of this MD&A.

The 2026 PEA is based solely on an updated 2026 Mineral Resource Estimate ("2026 MRE"), which reflects a 41% increase in total resources relative to the mineral resource estimate underlying the 2024 PEA, with the total FeT grade increasing from 6.7% to 6.8%. The 2026 MRE comprises an Indicated resource of approximately 31 Mt at 6.8% FeT - converted from Inferred classification and underpinning the first four years of projected production - and an Inferred resource of approximately 71 Mt at 6.8% FeT, of which approximately 102.3 Mt is considered mineable from a total of approximately 104 Mt. An additional

exploration target of 28 to 40 Mt has been identified outside the currently drilled area and is treated as waste for purposes of the 2026 PEA financial model.

The 2026 PEA contemplates open-pit extraction of the tailings at a rate of 7 Mtpa. A key change from the 2024 PEA is the replacement of conventional contract mining (trucks and front-end loaders) with a continuous miner and overland conveyor system, with an estimated initial capital cost of US\$6.8 million and an operating cost of US\$0.65 per tonne mined. Average annual concentrate production is estimated at 360 Ktpa of 66.8% FeT concentrate over a life of mine of 15 years (extended from 11 years in the 2024 PEA), yielding total life-of-mine concentrate production of 5.4 Mt, up from 3.8 Mt.

C1 cash costs are estimated at US\$46.8/t of concentrate (excluding transport to port and royalties), compared to US\$53/t in the 2024 PEA. The all-in sustaining cost ("AISC"), inclusive of transport to port and royalties, is estimated at US\$54.5/t, compared to US\$61/t in the 2024 PEA. Initial CAPEX is estimated at US\$69.4 million, inclusive of EPCM costs and a 15% contingency, with total life-of-mine CAPEX of US\$76.8 million. The economic model applies an iron ore price assumption of US\$121/t (CFR China, 65% Fe equivalent).

Discounted at 7% and based solely on the 2026 MRE, the 2026 PEA returns a pre-tax NPV of US\$141.5 million and a pre-tax IRR of 33.8%. On an after-tax basis, the NPV is US\$91.9 million with an IRR of 29.6%, a payback period of 2.3 years, and a profitability index of 1.2. After-tax results exclude any potential benefit from government incentives, tax or otherwise, further upside from additional drilling and the application of the Salter Technology.

### Salter Technology

The Company entered an exclusivity and collaboration agreement with Salter Cyclones Limited ("Salter") during Q2 2025 for use of its multi-gravity technology for the recovery of ultra-fine iron and manganese ("Salter Technology"). The successful recovery of ultra-fine material from Lac Jeannine could add further significant value to the project. Bulk material was secured as part of the 2025 drill program to test the Salter Technology, and the Company purchased its first commercial-scale multi-gravity separation machine ("MGS") from Salter during Q4 2025. The MGS will be based at Corem's testing laboratory in Québec, Canada, where it will support the Lac Jeannine Feasibility Study as well as testing on future CoTec projects. Metallurgical test work to evaluate integration of the Salter MGS technology into the recovery circuit will commence once the final process flowsheet has been confirmed.

### Stakeholder Engagement

Engagement with the numerous potential stakeholders of the Lac Jeannine property - including the Government of Québec, local stakeholders and First Nation communities - to facilitate the eventual development of the project is ongoing and progressing well.

### ***Binding Solutions Limited ("BSL") (3%)***

Following the successful completion of its Blast Furnace trial with British Steel in Q2, BSL focused on commercializing and refining its product offering as it looks to progress to larger-scale trials.

BSL has made significant improvements in its DR pellet offering with pellet specifications equivalent to seaborne indurated pellets. BSL ran successful basket trials in the Middle East and plans to run further basket trials over the next 6 months, as well as larger scale trials with Salzgitter on its uDral plant.

Following its presentation at the Fastmarkets conference in Barcelona, BSL has seen significant interest in its technology from miners and steel mills around the world. Following its Climate Innovator award from Bloomberg earlier in the year, BSL has been shortlisted by Mining Magazine for awards in Net Zero and Mineral Processing. BSL was also awarded three ISO certificates (ISO 9001, 14001, and 45001) recognizing the quality of the work the BSL team is delivering at its Technology Centre.

BSL remains committed to running larger scale trials at its demonstration plant. BSL signed an MOU with a trading company for the development of Cold Agglomerated Pellets and a pathway to potential funding of a plant. BSL is engaged with several miners and steel mills for supply and offtake agreements, which it plans to sign in the coming months.

Following a successful US\$5m equity fundraising led by existing shareholders including Mitsui Iron Ore Development Pty. Ltd, Champion Iron and other long-standing investors BSL made strong progress in the first quarter of 2026.

BSL has received significant demand from mining and steel companies to participate in its First-of-a-Kind plant and secured MOUs for >1.5Mt of iron ore supply and Cold-Agglomerated Pellet (“CAP”) offtake exceeding the FOAK plant’s initial planned capacity.

BSL has continued to develop its primary iron ore pellet offering for Blast Furnace and Direct Reduction markets and commenced additional test programmes at its Technical Centre for different miners and steel companies.

BSL has also made positive progress in the development of CAPs made from steelmaking by-products. BSL believe there will be increased demand to agglomerate Direct Reduction by-products as the industry transitions away from Blast Furnaces and as sinter plants close due to environmental regulations.

BSL has continued to make good progress in developing CAPs made using ore from Australia’s Pilbara, the world’s largest iron ore producing region. In February, BSL announced the signing of an MOU with Mitsui Iron Ore Development to use its technology to produce CAPs with equivalent specifications to seaborne iron ore pellets using goethitic material produced in the region.

### ***MagIron (16.4%)***

MagIron is the third of CoTec’s steel investments. MagIron is a U.S.-based private company which acquired an iron ore project, including the Plant 4 concentrator, which it intends to refurbish and bring back into production. A significant part of the project’s feedstock will come from existing surface iron-bearing stockpiles, materially reducing the project’s mining footprint. CoTec owns a 16.4% undiluted equity interest in MagIron.

During Q1 2026, CoTec participated in an equity raise for an aggregate amount of US\$70,988 on January 6, 2026, at \$5.21 per share, and exercised 120,773 warrants at US\$0.66 per share for US\$80,000 on February 28, 2026, to maintain its equity interest.

The increase in the share issue price compared to the value at initial investment was driven by the enterprise valuation determined by MagIron's board of managers ("Board of Managers") based on several factors. Operationally MagIron continued to make progress on permitting and expansion of its lease holdings to increase its potential feedstock holdings as it advances on its strategy to restart Plant 4. Plant 4 is fully permitted for the restart of mining and processing activities, subject to posting \$3.7 million financial assurance required under the Permit to Mine.

During 2025, MagIron acquired the Reynolds Pellet Plant ("RPP") based in Indiana. The RPP is a modern straight grate, past-producing, restart-ready pelletizer benefiting from approximately USD\$440 million of prior investment. The facility has previously operated at an annualized run-rate of approximately 2.2 million tonnes per annum ("mtpa") of pellets and was designed to expand to 3.0 mtpa of pellets with limited additional capital. The RPP was previously integrated with MagIron's existing Plant 4 iron ore concentrating facility in Minnesota before being placed into care and maintenance in 2016.

On January 25, 2026, MagIron announced the results of its Independent Definitive Feasibility Study and Reserve and Resource Statement for the restart of its facilities. Highlights from the study include base-case after-tax NPV (4.9%) of approximately US\$1.598 billion and an internal rate of return of 27.60%; payback period of approximately 3 years and 7 months; mine life of approximately 32 years; up-front capital costs of approximately US\$435 million, with approximately US\$190 million associated with mining and rail equipment which is expected to be leased; average annual DR-grade pellet production of approximately 2.6 million tonnes; and life-of-mine average cash costs of approximately US\$92.42 per dry metric tonne of DR pellet (FOB RPP).

MagIron is currently in discussions with potential customers and potential financing partners for the re-start of its facilities.

#### *Ceibo Inc. Investment ("Ceibo")*

Ceibo represents the Company's investment in the copper sector. It is targeting the scaling of its technology through continued small- and large-scale column testing and the building of a demonstration plant. If successful, Ceibo's technology will represent a leading, low-carbon, high recovery primary and waste copper sulphide heap leaching process. Ceibo have made considerable progress in their technology development and in Q4, 2024 it announced that it had partnered with Glencore's Lomas Bayas Mining Company to deploy the technology at the Lomas Bayas mine.

During 2025, Ceibo achieved another major milestone when it produced its first copper cathode at a demonstration plant in partnership with Chilean copper producer Compañía Minera San Gerónimo ("CMSG").

In line with the Company's business model, CoTec provides ongoing support to Ceibo through its representation on the Ceibo Technical Advisory Board and is working on the identification of potential operational application opportunities for the Ceibo technology. Opportunities identified by CoTec, if pursued, will be done in cooperation with CoTec as joint partner/investor or on a technology license basis.

In addition to its investment in Ceibo, the Company also commenced to identify other investment opportunities in the copper space where either Ceibo or other technologies could be deployed.

### ***Business Development***

The Company continues to assess and evaluate operational opportunities for the application of its technology investment portfolio. The Company is especially focused on the copper industry in this regard and is also evaluating possible opportunities in the iron ore space as well as other selective metals. Attractive opportunities which meet the Company's investment criteria are progressed to the Investment Committee. The Investment Committee meets monthly to review all proposals on investments and capital decisions, and recommend matters for approval to the Board, where appropriate.

Looking ahead, the Company will focus on the completion of the DDE for HyProMag USA, and in parallel, progress discussion to secure both supply and off-take agreements for this project, order the long-lead items and complete financing arrangements.

At Lac Jeannine, the feasibility study is underway and should be completed during H2 2026. Discussions with all relevant stakeholders in Lac Jeannine are ongoing.

## **RESULTS OF OPERATIONS**

<b>For the three months ended March 31 (\$'000 unless otherwise stated)</b>	<b>2026</b>	<b>2025 Restated</b>
<b>Income</b>		
Gain (loss) on equity investments	141	33
Share of (loss) of associates and joint venture accounted for using the equity method	(1,410)	(1,349)
<b>Expenses</b>		
Professional consulting fees	(291)	(170)
General and administrative expenses	(917)	(708)
Share-based compensation	545	(269)
<b>Operating (loss)</b>	<b>(1,932)</b>	<b>(2,463)</b>
Net finance expense	(702)	(170)
<b>Net (loss)</b>	<b>(2,634)</b>	<b>(2,633)</b>
Foreign currency translation	26	327
<b>Comprehensive (loss)</b>	<b>(2,608)</b>	<b>(2,306)</b>

### *Three Months Ended March 31, 2026*

The gain on equity investment of \$141 is driven by FX gain of \$35 and \$96 for Ceibo and BSL respectively, and another \$10 fair value gain on the MagIron warrants. This compares to an FX loss of \$2 and \$6 for

Ceibo and BSL respectively, offset by a \$41 fair value gain on the MagIron warrants for the three months ended March 31, 2025.

Share-based compensation expense comprises of expenses relating to stock options, equity incentive units (“EIUs”), deferred share units (“DSUs”) and reserved share units (“RSUs”). During the quarter, share-based compensation decreased from \$269 in the comparative period to a recovery of \$545 in the current period. The expense in the respective periods is driven by changes in the Company’s share price and its impact on the Monte Carlo simulation valuation of these equity-based incentives, as well as the number of shares vested. During the current period, expense related to stock options was slightly higher at \$294 compared to \$179 as additional stock options were outstanding during the current period. RSUs expense saw an increase from \$5 to \$155 due to additional RSUs outstanding in the current period. EIUs saw a decrease in expense from \$27 to a \$406 recovery mainly due to the reduction in predicted stock price from the Monte Carlo simulation as of Mar. 31, 2026. DSUs saw a decrease in expense from \$58 to a \$610 recovery in the current period due to a decrease in the Company’s stock price from \$1.90 as of December 31, 2025 to \$1.40 as of March 31, 2026, offset by additional DSUs awarded in the period.

Finance expense increased to \$912 in the current period vs. \$191 in the comparative period mainly due to the net accounting accrual relating to the discount of the HyProMag USA receivable and an increase in the Company’s outstanding convertible loan facilities as well as standby fees on the new convertible loans.

General & Administrative expenses increased marginally from \$708 in the comparative period to \$917 in the current period primarily due to increased payroll costs as CoTec continues to expand both its engineering and finance teams, in addition to increased marketing and public relations expenses.

No cash dividends have been declared or paid since the date of incorporation and the Company has no present intention of paying dividends on its common shares.

#### *Restatement of Previously Issued Financial Statements*

##### *Convertible Notes*

During Q3 2025, management identified a misclassification in the accounting for the Company's convertible notes issued on November 1, 2024. The instruments had previously been bifurcated into a debt host and a derivative liability measured at fair value through profit or loss. Upon further review of IAS 32 Financial Instruments: Presentation, management determined that the notes meet the definition of a compound financial instrument, as the conversion feature entitles holders to receive a fixed number of shares at a fixed conversion price. Accordingly, the conversion feature has been reclassified from a derivative liability to equity, and the associated fair value changes have been reversed.

##### *CTA Presentation Error*

During Q3 2025, a prior period misclassification and calculation error was identified in the presentation of the cumulative translation adjustment, which had previously been recorded through retained earnings rather than as an adjustment to the carrying value of the related equity-accounted associate. Comparative figures for the year ended December 31, 2024, have been restated.

*MagIron LLC (“MagIron”)*

During Q4 2025, management changed the accounting for the Company's equity investment in MagIron, initially recognized on January 18, 2022. Upon further review of IAS 28 *Investments in Associates and Joint Ventures*, and discussions with the Company's auditors, management determined that the Company meets the threshold of significant influence over MagIron, and accordingly, the investment has been restated to the equity method of accounting as applicable to investments in associates. As the investment is denominated in USD, a foreign currency translation adjustment has also been applied in accordance with IAS 21 *The Effects of Changes in Foreign Exchange Rates*.

The restatement has been applied retrospectively from the date of initial recognition of the investment on January 18, 2022, in accordance with IAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors*. Accordingly, the cumulative adjustment has been recognized in the opening statement of financial position as of January 1, 2024, being the earliest comparative period presented. Comparative figures for the year ended December 31, 2024, have been restated.

*HyProMag USA*

During Q4 2025, upon further review of IAS 28 *Investments in Associates and Joint Ventures*, and discussion with the Company's auditors, management determined that the carrying amount of cash advances to HyProMag USA should reflect the Company's proportionate share of HyProMag USA's losses, resulting in the recognition of its share of equity losses in HyProMag USA netted against the carrying value of the advances.

A summary of the requisite adjustments on the financial statements for the opening balance sheet as of January 1, 2025, is set forth below:

	<b>As at Jan. 1, 2025 (As Previously Reported)</b>	<b>Cumulative Translation adjustment</b>	<b>Convertible Loan adjustment</b>	<b>MagIron Significant Influence adjustment</b>	<b>Due from HyProMag Us Write down</b>	<b>As at Jan. 1, 2025 (As Restated)</b>
Investments	29,970	-	-	(20,491)	-	9,479
Investments in associate and joint venture	10,572	690	-	801	-	12,063
Due from HyProMag USA	2,668	-	-	-	(1,713)	955
Embedded Derivative	752	-	(752)	-	-	-
Convertible loan	3,214	-	275	-	-	3,489
Equity component of convertible Loan	-	-	299	-	-	299
Cumulative translation adjustment	735	(45)	-	174	-	864
Deficit	(91,008)	735	178	(19,864)	(1,713)	(111,673)

A summary of the requisite adjustments on the financial statements for the 3-month period ending March 31, 2025, is set forth in the table below:

	<b>Three months ended Mar. 31, 2025 (As Previously Reported)</b>	<b>CTA</b>	<b>Convertible Loan Adjustment</b>	<b>MagIron Significant Influence adjustment</b>	<b>Due from HyProMag USA write down</b>	<b>Three months ended Mar. 31, 2025 (As Restated)</b>
Net (loss)	(1,712)	-	41	(91)	(871)	(2,633)
(Loss) gain on equity investments	(200)	-	-	233	-	33
Share of (loss) of associates and joint ventures accounted for using the equity method	(128)	-	-	(324)	(897)	(1,349)
Loss on embedded derivative	(42)	-	42	-	-	-
Finance income	6	-	-	-	26	32
Finance expense	(190)	-	(1)	-	-	(191)
Net loss per common share	(\$0.02)	-	(\$0.00)	(\$0.00)	(\$0.01)	(\$0.04)
Comprehensive (loss) income	(1,376)	-	41	(100)	(871)	(2,306)

  

	<b>As at Mar. 31, 2025 (As Previously Reported)</b>	<b>CTA</b>	<b>Convertible Loan Adjustment</b>	<b>MagIron Significant Influence adjustment</b>	<b>Due from HyProMag USA write down</b>	<b>As at Mar. 31, 2025 (As Restated)</b>
Investments in equity instruments	30,201	-	-	(20,689)	-	9,512
Investments in associate and joint venture	10,827	690	-	899	-	12,416
Due from HyProMag USA	3,349	-	-	-	(2,584)	765
Embedded Derivative	1,237	-	(1,237)	-	-	-
Convertible loan	4,895	-	618	-	-	5,513
Contributed surplus	15,494	-	400	-	-	15,894
Equity component of convertible Loan	-	-	-	-	-	-
Cumulative translation adjustment	1,071	(45)	-	165	-	1,191
Deficit	(92,720)	735	219	(19,955)	(2,584)	(114,305)

## SUMMARY OF QUARTERLY RESULTS

Selected financial information for each of the eight most recently completed quarters are as follows:

\$000's except per share	2026			2025			2024		
Amounts	Q1	Q4	Q3	Q2	Q1	Q4	Q3	Q2	
			Restated	Restated	Restated	Restated	Restated	Restated	
Net income (loss) the period	(2,634)	(8,943)	(4,212)	(3,369)	(2,633)	(1,323)	(2,696)	(1,657)	
Comprehensive income (loss) for the period	(2,608)	(9,129)	(4,220)	(3,292)	(2,306)	(611)	(2,674)	(1,635)	
Net income (loss) per common share									
Basic	(\$0.03)	(\$0.08)	(\$0.04)	(\$0.04)	(\$0.04)	(\$0.02)	(\$0.04)	(\$0.03)	
Diluted	(\$0.03)	(\$0.08)	(\$0.04)	(\$0.04)	(\$0.04)	(\$0.02)	(\$0.04)	(\$0.03)	

The Company does not have any cash flow operations yet and therefore income is mainly generated from revaluation of investments. During Q1 2026 the Company recorded a loss of \$2.6 million primarily driven by \$1.4 million loss on investments in associates and joint venture primarily due to equity method accounting, general and administrative expenses of \$0.9 million, finance expenses of \$0.9 million offset by \$0.2 million in Finance income, professional and consulting fees of \$0.3 million, and stock-based compensation recovery of \$0.5 million.

## LIQUIDITY, CAPITAL RESOURCES AND GOING CONCERN

The Company focuses on investments in disruptive and scalable technology in the mineral extraction industry, and in parallel on acquiring assets to which such technology could be applied.

The Company has experienced recurring operating losses and has an accumulated deficit of \$133,464 as of March 31, 2026 (December 31, 2025: (\$130,830)). For the three months ending March 31, 2026, the Company used cash in operating activities totaling \$2,965 (March 31, 2025: (\$1,233)). The Company had cash and cash equivalents of \$4,534 (December 31, 2025 \$2,330) and working capital of \$1,633 as at March 31, 2026 (December 31, 2025: \$1,389 deficit), inclusive of \$0.1 million owed to two directors and an officer of the Company.

As at March 31, 2026, the Company had investments with a fair value of \$8.2 million, current assets of \$5.2 million, offset by current liabilities of \$3.6 million and non-current liabilities of \$4.2 million. Current liabilities and non-current liabilities include obligations to related parties totalling \$5.1 million.

These conditions give rise to material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. The financial statements have been prepared on a going concern basis, which assumes the Company will realize on its assets and discharge its liabilities for at least twelve months from March 31, 2026, and do not include adjustments to the amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue as a going concern. These adjustments could be material.

To support ongoing operations, management's plan includes the following measures:

- During the three months ended March 31, 2026, warrant holders exercised 8,277,268 warrants generating gross proceeds of \$9.7 million, which substantially strengthens the Company's near-term liquidity position;
- During the three months ended March 31, 2026, \$0.4 million was drawn from the convertible loan facilities;
- Subsequent to quarter end, the Corporation settled the full \$2.6 million of outstanding principal under its convertible loan facilities by issuing 2,260,869 common shares at \$1.15 per share, and amended and restated the remaining \$4.0 million of the facilities with the same lenders on revised terms, including a maturity date of December 31, 2028, an interest rate of 10% per annum, 2.5% annual standby fee, and a conversion price of \$1.33 per share, with drawdowns available until June 12, 2026; concurrent with each draw, the Corporation will issue non-transferrable warrants to the lenders equal to 50% of the drawn principal divided by the \$1.33 conversion price, exercisable at the conversion price of \$1.33 for one year from the date of issuance; and
- Management continues to actively monitor the investment portfolio and, where appropriate, will pursue monetization opportunities to further strengthen the balance sheet.

The going concern assessment is made as at March 31, 2026, based on conditions existing at that date. While the post-quarter-end warrant proceeds are encouraging, they do not eliminate the uncertainty given the Company's recurring operating losses, and ongoing cash requirements. The Company's directors believe that these measures, together with the ability to secure additional financing as required, will be sufficient to support operations for the foreseeable future; however, there can be no assurance that such financing will be available on terms acceptable to the Company or at all.

#### ***Capital Resources - Convertible Loan***

On August 11, 2025, the Company entered into convertible loan facilities (the "2025 Convertible Loans") with Kings Chapel International Limited ("Kings Chapel") and certain funds managed by Epic Capital Management Inc. ("Epic Capital"), providing for new unsecured convertible loan facilities of up to \$5.0 million and \$1.6 million, respectively. The loans bear interest at 10% per annum, calculated daily and compounded annually, are repayable on December 31, 2028, and carry a 2.5% standby fee on undrawn amounts. During 2025, \$2.2 million was drawn from the 2025 Convertible Loans. During the three months ended March 31, 2026, an additional \$0.4 million was drawn, bringing total draws to \$2.6 million as at March 31, 2026.

The principal amount was convertible at the option of either party into common shares of the Company at a fixed conversion price of \$1.15 per share, subject to certain conversion conditions and regulatory approvals. The TSXV advised the Company that under TSXV policies, in order to obtain TSXV approval for the conversion of any future draws under the facility into common shares, the conversion price in respect of those draws must be not less than the market price of the common shares on the date of the draw.

Subsequent to quarter end, the Corporation settled the full \$2.6 million of outstanding principal under the 2025 Convertible Loans by issuing 2,260,869 common shares at \$1.15 per share. Concurrently, the Corporation and the Lenders agreed to amend and restate the remaining \$4.0 million of the facilities (the "Amended and Restated Convertible Loans"), under which Kings Chapel and Epic Capital have agreed to make available up to \$3.0 million and \$1.0 million, respectively, drawable until June 12, 2026. The Amended and Restated Convertible Loans bear interest at 10% per annum, carry a 2.5% standby fee on undrawn amounts, and are repayable on December 31, 2028. The conversion price under the Amended and Restated Convertible Loans is \$1.33 per share, exercisable at the option of either party. Concurrent with

each draw, the Corporation will issue non-transferrable warrants to the lenders equal to 50% of the drawn principal divided by the \$1.33 conversion price, exercisable for one year from the date of issuance. No amounts have been drawn under the Amended and Restated Convertible Loans as of the date of this MD&A.

***Capital Resources - Warrant Exercises***

During the three months ended March 31, 2026, warrant holders exercised 8,277,268 warrants from the 2025 LIFE Offering and Concurrent Private Placement at \$1.20 per share, generating gross proceeds of \$9.7 million. Subsequent to quarter end, a further 8,250,222 warrants were exercised, bringing total warrant exercises to 16,527,490, representing 95.6% of the 17,339,336 warrants originally issued, for aggregate gross proceeds of approximately \$19.9 million. The remaining unexercised warrants expired on April 10, 2026.

***Capital Resources - Private Placement***

As of March 31, 2026, all proceeds from the 2025 LIFE Offering have been fully expended in accordance with the intended use of proceeds disclosed in the Offering Document. Accordingly, this disclosure will not be carried forward in subsequent filings.

**TRANSACTION WITH RELATED PARTIES*****Compensation of Key Management***

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing, and controlling the activities of the Company, directly or indirectly. The Company has identified the Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, Directors, and Board Members as its key management personnel. The remuneration of key management is determined by the compensation committee of the Board of Directors. The consulting fees and other compensation of key management personnel were as follows:

	<b>Mar. 31, 2026</b>	<b>Mar. 31, 2025</b>
	<b>\$</b>	<b>\$</b>
Short-term salaries and benefits	(436)	(365)
Share-based compensation	886	(240)
<b>Total</b>	<b>450</b>	<b>(605)</b>

There is \$103 (2025: \$1,109) of accrued salaries included in accrued liabilities for the CEO, and CFO.

***Other Related Party Transactions***

The Company has entered into a series of loans with Kings Chapel International Limited (“Kings Chapel”) to facilitate timely investments and provide general working capital. Kings Chapel is owned by an irrevocable discretionary trust associated with Julian Treger, the Company's Chief Executive Officer and a director of the Company (Note 11 of the accompanying Financial Statements).

***December 2025 Compensation Agreement***

## CoTec Holdings Corp. – Management Discussion & Analysis - March 31, 2026

(Expressed in Thousands of Canadian Dollars Unless Otherwise Stated)

Under the December 2025 Compensation Agreement (so named because the award period ends December 31, 2025), the CEO is entitled, on each closing of a financing transaction from November 27, 2023 to December 31, 2025, to:

- Equity incentive units ("EIUs") equal to 7% of the common shares issued or issuable; and
- Stock options equal to 5% of the common shares issued,

in each case excluding shares on which broker fees are payable.

Each stock option has an exercise price equal to the closing share price on the grant date, a 10-year term, and vests in equal thirds over three years.

Each EIU is economically equivalent to one common share and vests on the earlier of (i) December 31, 2026, provided the 30-day VWAP on the principal exchange is at least \$1.10 per share (adjusted for any share reorganization), and (ii) completion of a change of control, in each case subject to the holder's continued engagement as Executive Chair or CEO on the Vesting Date. Within 10 days of vesting, the Company will settle each EIU, at its discretion, in either one common share or cash equal to the 5-day VWAP preceding the Vesting Date.

EIUs are accounted for as cash-settled share-based payments and are remeasured at fair value at each reporting date. The fair value of EIUs outstanding at March 31, 2026 was \$2,310.

As at March 31, 2026, 2,409,173 vested EIUs remain unpaid resulting in a current liability of \$1,219 to the CEO. As at March 31, 2026, the fair value of the unvested EIUs were \$1,091, calculated using Monte Carlo simulation using an expected annual volatility of approximately 77.84% based on historical annual volatility to estimate the expected value by averaging the ending stock prices as at the vesting dates over 10,000 simulations.

Should the common shares trade at \$1.10 per share as of the Vesting Date for the December 2025 Compensation Agreement, the estimate liability for these EIUs would be \$1,729. At \$1.15 per share, the estimated liability would be \$1,807; at \$1.20 per share, the estimated liability would be \$1,886, and at \$1.25 per share the estimated liability would be \$1,965. As at March 31, 2026, the closing share price for the Company on the TSX-V, was \$1.40 per share, which if traded at these levels as of the Vesting Date, results in a liability in excess of \$2,200.

No EIU's were granted to the CEO pursuant to the above-noted arrangement during the three months ended March 31, 2026:

<b>Balance of Unvested EIUs</b>			
<b>Owner</b>	<b>Number Awarded #</b>	<b>Grant Value \$</b>	<b>Value as at Mar. 31, 2026 \$</b>
CEO	1,571,650	602	1,091
	<b>1,571,650</b>	<b>602</b>	<b>1,091</b>

## CoTec Holdings Corp. – Management Discussion & Analysis - March 31, 2026

(Expressed in Thousands of Canadian Dollars Unless Otherwise Stated)

No Stock Options were granted to the CEO pursuant to the December 2025 Compensation Agreement during the three months ended March 31, 2026.

<b>Balance of Stock Options as of Mar. 31, 2026</b>	
<b>Owner</b>	<b>Number Awarded</b>
	<b>#</b>
CEO	3,853,971
Chairman	430,611
	<b>4,284,582</b>

### SUBSEQUENT EVENTS

#### *Warrant Exercise*

Subsequent to quarter end, the Company fulfilled its commitment to issue shares to warrant exercisers and a further 8,250,222 warrants were exercised for gross proceeds of \$10.0 million. The remaining unexercised \$1.20 warrants expired on April 10, 2026.

#### *Conversion of Principal under Convertible Loan Facility and Entering into New Convertible Loan Facility*

Subsequent to quarter end, the Corporation settled the full \$2.6 million of outstanding principal under its convertible loan facilities by issuing 2,260,869 common shares at \$1.15 per share, and amended and restated the remaining \$4.0 million of the facilities with the same lenders on revised terms, including a maturity date of December 31, 2028, an interest rate of 10% per annum, and a conversion price of \$1.33 per share, with drawdowns available until June 12, 2026; concurrent with each draw, the Corporation will issue non-transferrable warrants to the lenders equal to 50% of the drawn principal divided by the \$1.33 conversion price, exercisable for one year from the date of issuance.

### CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of these Interim Financial Statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported expenses during the year. Actual results could differ from these estimates.

In preparing the interim condensed consolidated financial statements, the significant judgments made by management in applying the Company's accounting policies and key sources of estimation uncertainty were the same as those applied to the annual audited consolidated financial statements for the year ended December 31, 2025.

### BALANCE SHEET ARRANGEMENTS

## CoTec Holdings Corp. – Management Discussion & Analysis - March 31, 2026

(Expressed in Thousands of Canadian Dollars Unless Otherwise Stated)

At March 31, 2026, the Company had no material off-balance sheet arrangements such as guarantee contracts, contingent interest in assets transferred to an entity, derivative instruments obligations or any obligations that trigger financing, liquidity, market or credit risk to the Company.

### CONFLICTS OF INTEREST

Kings Chapel, a company associated with Julian Treger, is a shareholder in both BSL and MagIron. Nage Capital Management AG, a company associated with Lucio Genovese, is a shareholder of MagIron. As a result, Mr. Treger and Mr. Genovese have recused themselves as it relates to their respective interests from the decisions made in relation to the Company's investments in BSL and MagIron and the Kings Chapel Loans.

To the best of the Company's knowledge, there are no known existing or potential material conflicts of interest among the Company and its Directors, Officers or other members of management as a result of their outside business interests except as disclosed above and that certain of the Company's directors and officers serve as directors, officers or advisors of other companies, and therefore it is possible that a conflict may arise between their duties to CoTec and their duties as a director, officer or advisor of such other companies.

### OUTSTANDING SHARE DATA AS AT MAY 28, 2026

*a) Authorized and issued Share Capital:*

Class	Par Value	Authorized	Issued Number
Common	No par value	Unlimited	117,397,674

*b) Summary of Options Outstanding:*

Date of Issue	Expiry Date	Exercise Price	Number of Options
September 24, 2021	September 24, 2031	\$0.30	1,152,916
October 8, 2021	October 8, 2031	\$0.45	288,229
April 19, 2022	April 19, 2032	\$0.55	711,912
September 7, 2022	September 7, 2032	\$0.46	202,020
April 24, 2023	April 24, 2033	\$0.50	1,631,905
January 26, 2024	January 26, 2034	\$0.75	279,954
February 16, 2024	February 16, 2034	\$0.75	65,000
February 20, 2024	February 20, 2034	\$0.75	730,000
April 25, 2024	April 25, 2034	\$0.50	207,051
May 15, 2024	May 15, 2034	\$0.50	50,250
July 11, 2024	July 11, 2034	\$0.50	425,000
July 11, 2024	July 11, 2034	\$0.75	200,000
July 15, 2024	July 15, 2034	\$0.50	150,000
August 13, 2025	August 13, 2035	\$0.91	1,030,345
August 17, 2025	August 17, 2035	\$0.95	420,000
August 25, 2025	August 25, 2035	\$0.97	426,000
September 8, 2025	September 8, 2035	\$1.04	129,000
September 8, 2025	September 8, 2035	\$1.04	100,000
April 30, 2026	April 30, 2036	\$1.34	598,274

***c) Summary of Warrants Outstanding:***

Date of Issue	Expiry Date	Exercise Price	Number of Warrants
June 18, 2025	December 19, 2026	\$1.20	2,695,363
June 18, 2025	June 19, 2028	\$0.78	138,906
July 3, 2025	January 4, 2027	\$1.20	1,833,521
July 3, 2025	July 4, 2028	\$0.78	23,381
July 16, 2025	January 17, 2027	\$1.20	3,034,579
July 16, 2025	July 17, 2028	\$0.78	229,174
July 22, 2025	January 23, 2027	\$1.20	984,541
July 22, 2025	July 23, 2028	\$0.78	34,835

**INTERNAL CONTROL AND DISCLOSURE CONTROLS OVER FINANCIAL REPORTING**

The Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the unaudited condensed interim financial statements and the audited annual consolidated financial statements and respective accompanying Management’s Discussion and Analysis.

In contrast to the certificate for non-venture issuers under National Instrument (“NI”) 52-109 (Certification of disclosure in an Issuer’s Annual and Interim Filings), the Venture Issuer Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109.

**DISCLOSURE CONTROLS AND PROCEDURES**

Disclosure controls and procedures (“DC&P”) are intended to provide reasonable assurance that information required to be disclosed is recorded, processed, summarized and reported within the time periods specified by securities regulations and that information required to be disclosed is accumulated and communicated to management. Internal controls over financial reporting (“ICFR”) are intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS Accounting Standards.

TSX-V listed companies are not required to provide representations in the interim and annual filings relating to the establishment and maintenance of DC&P and ICFR, as defined in NI 52-109. In particular, the CEO and CFO certifying officers do not make any representations relating to the establishment and maintenance of (a) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation, and (b) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS Accounting Standards.

The issuer’s certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in their certificates regarding the

absence of misrepresentations and fair disclosure of financial information. Investors should be aware that inherent limitations on the ability of certifying officers of a TSX-V issuer to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

#### **OTHER INFORMATION**

Additional information with respect to the Company is also available on the Company's website at [www.cotec.ca](http://www.cotec.ca) and also on SEDAR+ at [www.sedarplus.com](http://www.sedarplus.com).