

Orecap Completes Plan of Arrangement

Toronto, Ontario--(Newsfile Corp. - September 29, 2025) - Orecap Invest Corp. (TSXV: OCI) (OTCQB: ORFDF) ("**Orecap**" or the "**Company**") is pleased to announce that it has completed its previously announced plan of arrangement (the "**Arrangement**") to spinout its wholly-owned subsidiaries 1540529 B.C. Ltd. ("**529**"), 1540538 B.C. Ltd. ("**538**") and 1540542 B.C. Ltd. ("**542**") to the Company's existing shareholders (the "**Shareholders**").

The Arrangement was approved at Orecap's annual general and special meeting held on September 17, 2025 (the "**Meeting**"), and the Supreme Court of British Columbia issued its final order approving the Arrangement on September 25, 2025.

Under the terms of the Arrangement, effective September 29, 2025, each Shareholder of the Company received: (i) one new common share of the Company for each outstanding common share of the Company held; and (ii) one common share in the capital of each of 529, 538 and 542 (the "**Spincos**") for each 150,000 outstanding common shares of the Company held.

As a result of the completion of the Arrangement, each of the Spincos is now a separate unlisted reporting issuer in the Provinces of Ontario, British Columbia and Alberta, and the Company holds no interest in any of the Spincos. None of the Spincos has any material assets or carries on any active business, other than the identification and evaluation of potential acquisitions of value accreting assets or businesses.

New Spinouts Provide Optionality

The completion of the Arrangement provides Orecap with clean vehicles for a pipeline of future investments, inline with its mandate as a TSXV-listed investment issuer. Additionally, given the rising gold price environment, having access to three unlisted reporting issuers enables Orecap, and the larger Ore Group, to transact quickly, and transition to the public markets efficiently with new, dedicated management teams for each. As such, Orecap will not only evaluate new opportunities to place within these unlisted reporting issuers but will also look to invest in strong technical and financial teams that will advance these new opportunities.

Complete details of the terms of the Arrangement are set out in the definitive arrangement agreement and the management information circular for the Meeting, which are available under the Company's profile on SEDAR+ at www.sedarplus.ca.

About Orecap Invest Corp.

Orecap Invest Corp. seeks special situation investments in the natural resource sector, offering shareholders diverse exposure to high-return opportunities across precious and critical metals. Orecap holds significant equity positions in companies such as American Eagle Gold (TSXV: AE) (OTCQB: AMEGF), XXIX Metal Corp. (TSXV: XXIX) (OTCQB: QCCUF), Mistango River Resources (CSE: MIS), and Awalé Resources (TSXV: ARIC), alongside a broad portfolio of gold, copper, and zinc land packages. Agnico Eagle Mines Limited is a 9.9% shareholder.

Orecap's Equity Holdings include:

Company (Ticker)	Shares Owned ¹ / (% of Outstanding Shares)
American Eagle Gold (TSXV: AE) (OTCQB: AMEGF)	10,718,748 / (6.3%)
Awale Resources (TSXV: ARIC)	7,389,833 + 4,166,666 warrants / (7.2%)
Mistango River Resources (CSE: MIS)	24,708,975 / (13.9%)
Metal Energy (TSXV: MERG)	5,125,000 + 2,562,500 warrants / (3.6%)
Kintavar Exploration (TSXV: KTR)	42,750,000 (19.9%)

Company (Ticker)	Shares Owned ¹ / (% of Outstanding Shares)
XXIX Metal Corp. (TSXV: XXIX) (OTCQB: QCCUF) (FSE: 5LW0)	23,637,431 / (7.7%)

¹ See Orecap's latest disclosure documents for details regarding holdings.

About Orecap Invest Corp.

For more information, please visit www.orecap.ca.

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Forward-Looking Statements

Certain information set forth in this news release contains forward-looking statements or information ("forward-looking statements"), including details about the business of the Company. All statements in this news release, other than statements of historical facts, that address events or developments that the Company expects to occur, are forward-looking statements, including, but not limited to, statements about the Company's and the Spincos' plans and objectives. By their nature, forward-looking statements are subject to numerous risks and uncertainties, some of which are beyond the Company's control, including the impact of general economic conditions, industry conditions, volatility of commodity prices, currency fluctuations, environmental risks, operational risks, competition from other industry participants, stock market volatility. Although the Company believes that the expectations in its forward-looking statements are reasonable, its forward-looking statements have been based on factors and assumptions concerning future events which may prove to be inaccurate. Those factors and assumptions are based upon currently available information. Such statements are subject to known and unknown risks, uncertainties and other factors that could influence actual results or events and cause actual results or events to differ materially from those stated, anticipated or implied in the forward-looking statements. Accordingly, readers are cautioned not to place undue reliance on the forward-looking statements, as no assurance can be provided as to future results, levels of activity or achievements. Risks, uncertainties, material assumptions and other factors that could affect actual results are discussed in the Company's public disclosure documents available at www.sedarplus.ca. Furthermore, the forward-looking statements contained in this document are made as of the date of this document and, except as required by applicable law, the Company does not undertake any obligation to publicly update or to revise any of the included forward-looking statements, whether as a result of new information, future events or otherwise. The forward-looking statements contained in this document are expressly qualified by this cautionary statement.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this news release.



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