

Nio Strategic Metals Announces Debt Conversion Agreements

Montreal, Quebec--(Newsfile Corp. - April 11, 2025) - Nio Strategic Metals Inc. (TSXV: NIO) (OTC Pink: NIOCF) ("**Nio**" or the "**Corporation**"), a critical mineral exploration company, today announced, subject to the filings with and the approval from the TSX Venture Exchange (the "**TSXV**"), that it intends to enter into shares for debt agreements (the "**Agreements**"), to satisfy an aggregate of \$495,000 of the Corporation's outstanding debt. An aggregate of 11,000,001 common shares in the capital of the Corporation (the "**Shares**") at a deemed price of \$0.045 per Share are proposed to be issued in accordance with the policies of the TSXV.

Loan conversion

Nio agreed on a share for debt conversion agreement with Nio-Metals Holdings LLC to convert the outstanding Principal of a Loan dated February 17, 2021 in the amount of \$450,000 into Shares at a price of \$0.045 per share for an aggregate number of 10,000,000 Shares to be issued (the "**Debt conversion agreement**").

Shares for services agreements

The Corporation also entered into a debt conversion for services with four current directors of the Corporation and its Chief Financial Officer (the "**Shares for services agreements**") to settle unpaid accrued services fees of \$45,000 into Shares at a price of \$0.045 per share for an aggregate number of 1,000,001 Shares to be issued in connection with services rendered between July 1, 2024 and April 10, 2025.

The Board of Directors and Management of Nio believe that these two agreements will improve its financial position drastically since, the Corporation will no longer carry any debt on its balance sheets, except for usual short-term accrued payables. Also, both agreements are in the best interests of Nio as it will help the Corporation preserve its cash position.

Related Party Transactions

The Debt conversion agreement and the Shares for services agreements constitute Related Party Transactions within the meaning of Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("**MI 61-101**").

The Corporation is relying on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101, as the fair market value of the shares for debt transaction with the forgoing insiders does not exceed 25% of the market capitalization of the Corporation, as determined in accordance with MI 61-101. The Corporation did not file a material change report in respect of the related party transaction at least 21 days before the closing of the debt settlement, which the Corporation deems reasonable in the circumstances as the Corporation wishes to improve its financial position by reducing its existing liabilities.

The issuance of the Shares is subject to the approval of the TSXV. The Shares to be issued will be subject to a four-month hold period pursuant to applicable securities regulations and the policies of the TSXV.

Early Warning Disclosure

In connection the Debt conversion agreement, Nio-Metals Holdings LLC (the "**Insider**") will be issued 10,000,000 Shares. Following the Debt conversion agreement, the Insider will own or control 46,658,211 Shares representing approximately 45.9% of the issued and outstanding Shares on an undiluted basis.

The Insider holds the Shares for investment purposes, and may evaluate such investment on an ongoing basis and subject to various factors including, without limitation, the Corporation's financial position, the price levels of the Shares, conditions in the securities markets and general economic and industry conditions, the Corporation's business or financial condition, and other factors and conditions that the Insider may deem appropriate. The Insider may increase, decrease or change his ownership over the Shares or other securities of the Corporation.

A copy of the Early Warning Report with additional information in respect of the foregoing matters will be filed on SEDAR (www.sedarplus.ca) under the Corporation's profile. For further information, including a copy of the early warning report required under applicable Canadian securities laws to be filed by the Insider as a result of the Shares for Debt Transaction referred to in this press release, please contact Nio Strategic Metals Inc. at: (514) 560-7623.

About Nio Strategic Metals

Nio Strategic Metals is an exploration and development company, with a focus on becoming a ferroniobium producer. The Corporation holds niobium properties located in Oka and near Mont-Laurier and another exploration property in the Province of Québec.

For more information on the Corporation, please refer to the Corporation's public documents available on SEDAR (www.sedarplus.ca) or on the Corporation's website (<https://niostratmet.com/>) or contact:

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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 press release.

This news release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful, including any of the securities in the United States of America.

Cautionary Statement on Forward-Looking Information

This news release contains forward-looking statements and forward-looking information (together, "forward looking statements") within the meaning of applicable Canadian securities laws. Statements, other than statements of historical facts, may be forward-looking statements. Generally, forward-looking statements can be identified by the use of terminology such as "plans", "expects", "estimates", "intends", "anticipates", "believes" or variations of such words, or statements that certain actions, events or results "may", "could", "would", "might", "will be taken", "occur" or "be achieved", the negative of these terms and similar terminology although not all forward-looking statement contains these terms and phrases. Forward-looking statements involve risks, uncertainties and other factors that could cause actual results, performance, prospects and opportunities to differ materially from those expressed or implied by such forward-looking statements. These risks and uncertainties include, but are not limited to, the risk factors set out in Nio Strategic Metals' annual and/or quarterly management discussion and analysis and in other of its public disclosure documents filed on SEDAR at www.sedarplus.ca, as well as all assumptions regarding the foregoing. Although Nio Strategic Metals believes that the assumptions and factors used in preparing the forward-looking statements are reasonable, undue reliance should not be placed on these statements, which only apply as of the date of this news release, and no assurance can be given that such events will occur in the disclosed time frame or at all. Except where required by applicable law, Nio Strategic Metals disclaims any intention or obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

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