



SHARC Energy Fully Subscribes Over Allotment of Debenture

VANCOUVER, British Columbia, May 29, 2026 -- [SHARC International Systems Inc.](#) (CSE: SHRC) (FSE: IWIA) (OTCQB: INTWF) ("SHARC Energy" or the "Company") is pleased to announce that, further to its [news release dated February 17, 2026](#), [February 23, 2026](#), [April 28, 2026](#) and [May 22, 2026](#), the Company has closed the final tranche of a non-brokered private placement of unsecured convertible debentures of the Company (each, a "Debenture"), fully-subscribing the 25% over-allotment option for a principal amount of \$429,000 (the "Offering"). This brings total proceeds raised to \$2,500,000. The Company would like to thank [Leede Financial Inc.](#) for their support in fully subscribing this financing.

The Debentures will bear interest from their issue date at 8.0% per annum calculated annually & paid on maturity and will mature three (3) years following the date of issuance (the "Maturity Date"). The Debentures are unsecured and will rank *pari passu* in right of payment of principal and interest with all current and future unsecured indebtedness of the Company. The Debentures, including any accrued and unpaid interest, will be convertible into common shares in the capital of the Company ("Common Shares") at a price of \$0.125 per Common Share (the "Conversion Price") at the option of the holder.

The Debentures are subject to a ten percent (10.0%) blocker provision, which restricts the conversion of any underlying Debentures in the event such exercise would result in the securityholder holding ten percent (10.0%) or more of the issued and outstanding Common Shares at such time.

In connection with the Offering, the Company paid to a certain eligible non-arm's length finder: (i) a cash fee of \$9,120 and (ii) issued to such finder, 72,960 compensation warrants of the Company (the "Compensation Warrants"). Each Compensation Warrant entitles the holder thereof to purchase one (1) Common Share of the Company at an exercise price of \$0.125 for a period of three (3) years following the date of issuance.

The Company intends to use the net proceeds from the Offering for working capital and general corporate purposes as the Company continues to fulfil the production, shipment and delivery of its **Sales Order Backlog**¹.

The Debentures and Compensation Warrants will not be listed or posted for trading on any stock exchange. All securities issued in connection with the Offering will be subject to a statutory hold period of four (4) months plus one (1) day from the date of issuance.

This press release does not constitute an offer to sell or a solicitation of an offer to buy any securities in the United States or to any "U.S. Person" (as such term is defined in Regulation S under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act")) of any equity or other securities of the Company. The securities described herein have not been, and will not be, registered under the U.S. Securities Act or under any state securities laws and may not be offered or sold in the United States or to a U.S. Person absent registration under the 1933 Act and applicable state securities laws or an applicable exemption therefrom. Any failure to comply with these restrictions may constitute a violation of U.S. securities laws.

About SHARC Energy

SHARC International Systems Inc. is a world leader in energy recovery from the wastewater we send down the drain every day. SHARC Energy's systems recycle thermal energy from wastewater, generating one of the most energy-efficient and economical systems for heating, cooling & hot water production for commercial, residential, and industrial buildings along with thermal energy networks, commonly referred to as "District Energy".

SHARC Energy is publicly traded in Canada ([CSE: SHRC](#)), the United States ([OTCQB: INTWF](#)) and Germany ([Frankfurt: IWIA](#)) and you can find out more on our [SEDAR](#) profile.

Learn more about SHARC Energy: [Website](#) | [Investor Page](#) | [LinkedIn](#) | [YouTube](#) | [PIRANHA](#) | [SHARC](#)

ON BEHALF OF THE BOARD

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Forward-Looking Statements

Certain statements contained in this news release may constitute forward-looking information. Forward-looking information is often, but not always, identified using words such as “anticipate”, “plan”, “estimate”, “expect”, “may”, “will”, “intend”, “should”, and similar expressions. Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information. SHARC Energy’s actual results could differ materially from those anticipated in this forward-looking information because of regulatory decisions, competitive factors in the industries in which the Company operates, prevailing economic conditions, and other factors, many of which are beyond the control of the Company. SHARC Energy believes that the expectations reflected in the forward-looking information are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking information should not be unduly relied upon. Any forward-looking information contained in this news release represents the Company’s expectations as of the date hereof and is subject to change after such date. The Company disclaims any intention or obligation to update or revise any forward-looking information whether because of new information, future events or otherwise, except as required by applicable securities legislation.

¹ Sales Order Backlog is a non-IFRS measure. Please see discussion of Alternative Performance Measures and Non-IFRS Measures in the Year End 2025 MD&A.