Orecap Announces Arrangement Agreement and Interim Order

Toronto, Ontario--(Newsfile Corp. - August 6, 2025) - Orecap Invest Corp. (TSXV: OCI) (OTCQB: ORFDF) ("Orecap" or the "Company") is pleased to announce that it has entered into an arrangement agreement effective July 28, 2025 (the "Arrangement Agreement"), with three (3) newly-incorporated, wholly-owned subsidiaries, 1540529 B.C. Ltd. ("529"), 1540538 B.C. Ltd. ("538") and 1540542 B.C. Ltd. ("542"), whereby the Company intends to complete a spinout of 529, 538 and 542 to the existing shareholders of the Company pursuant to a plan of arrangement under Section 288 of the Business Corporations Act (British Columbia) (the "Arrangement"). The Supreme Court of British Columbia has granted an interim order on August 5, 2025, in connection with the Arrangement.

Under the terms of the Arrangement, each Orecap shareholder will retain their common shares of the Company and will also receive a pro rata number of common shares in each of 529, 538 and 542, subject to the exchange ratio specified in the Arrangement.

Following completion of the Arrangement, 529, 538 and 542 will be independent reporting issuers in the provinces of British Columbia, Alberta and Ontario. The Company believes that the Arrangement is in the best interests of the Company as it will allow the Company, 529, 538 and 542 to independently pursue exploration opportunities and prospective property acquisitions. Each of 529, 538 and 542 holds a Free Miner Certificate, which allows each of them to hold mineral titles in British Columbia.

The Arrangement is anticipated to close in September, 2025. Closing of the Arrangement is subject to the approval of not less than two-thirds of the votes cast by Orecap shareholders at a meeting (the "Meeting") that will be held to approve, in addition to annual general meeting matters, the Arrangement. The Arrangement is also subject to, among other conditions, the final approval of the Supreme Court of British Columbia, the receipt of all necessary regulatory approvals and satisfaction of certain other closing conditions that are customary for a transaction of this nature.

The Meeting is scheduled to be held on September 17, 2025. A management information circular providing details regarding the Arrangement, and the matters to be considered at the Meeting, will be provided to Orecap shareholders in accordance with regulatory requirements. The board of directors of the Company (the "Board") has by resolution fixed 5:00 pm (Vancouver time) on July 30, 2025 as the record date for the Meeting.

The Board has unanimously approved the Arrangement Agreement, and determined that the Arrangement is in the best interests of the Company and Orecap shareholders.

For complete details of the Arrangement, readers are encouraged to review the Arrangement Agreement under the Company's profile on SEDAR+.

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 Current Equity Holdings include:

Company (Ticker)	Shares Owned / (% of Outstanding Shares)

Mistango River Resources (CSE: MIS)	24,708,975 / (13.9%)
XXIX Metal Corp. (TSXV: XXIX) (OTCQB: QCCUF) (FSE: 5LW0)	39,096,852/ (15.1%)
American Eagle Gold (TSXV: AE) (OTCQB: AMEGF)	10,718,748 / (6.3%)
Awale Resources (TSXV: ARIC)	7,389,833 + 4,166,666 warrants / (8.5%)
Metal Energy (TSXV: MERG)	5,125,000 + 2,562,500 warrants / (3.6%)

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, information relating to the Arrangement, including the anticipated timing and benefits of the Arrangement and the completion of the Arrangement, the Company's plans with respect to the Arrangement, the Company's expectations regarding the business of the Company, 529, 538 and 542 following the completion of the Arrangement, and the convening of the Meeting. 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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