Hanna Updates Debt Conversion and Private Placement

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TORONTO, September 15, 2025 - Hanna Capital Corp. (the "Corporation") announces, that further to its press release dated June 30, 2025, the terms of the previously announced debt conversion agreements (collectively, the "Debt Agreements") with the six (6) creditors (collectively, the "Creditors"), all of which are arm's length parties to the Corporation, have been amended. Pursuant to the terms of the Debt Agreements, the Corporation has agreed to issue an aggregate of 45,917,936 common shares ("Debt Shares") to the Creditors in exchange for the cancellation of $459,179.36 in debt owing to the parties.

In addition, the terms of the previously announced private placement have also been amended. The Corporation now to raise gross proceeds of up to $110,000 through a non-brokered private placement of up to 11,000,000 common shares (the "Placement Shares") at a price of $0.01 per Placement Share.

The issuance of Debt and Placement Shares are contingent upon obtaining all requisite regulatory approvals. The securities issued in connection with the debt conversion and private placement will be subject to a four-month holding period, as mandated by applicable Canadian securities laws. The Corporation plans to utilize the net proceeds from the private placement for general working capital purposes.

The Corporation further announces that a shareholders' meeting has not been convened since September 12, 2022. The delay in scheduling this meeting is attributable to insufficient funding. Following the completion of the private placement, the Corporation will possess the necessary resources to promptly arrange a shareholders' meeting. Additional information will be disclosed as it becomes available.

As the Debt was acquired by the Creditors at a fifty percent discount and as such, the Debt Shares are being issued for nominal consideration, the Debt Shares will be subject to a 36-month value escrow under Policy 5.4 of the TSX Venture Exchange (the "Exchange"). Pursuant to the escrow agreement, 10% of the Debt Shares will be released from escrow on the date of the Exchange bulletin accepting the debt settlement, and 15% of the Debt Shares will be released from escrow every six months thereafter.

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

Cautionary Note regarding Forward-looking Statements

This news release includes certain information and forward-looking statements about management's view of future events, expectations, plans and prospects that constitute forward-looking statements. These statements are based upon assumptions that are subject to significant risks and uncertainties. Because of these risks and uncertainties and as a result of a variety of factors, the actual results, expectations, achievements or performance may differ materially from those anticipated and indicated by these forward-looking statements. Although the Corporation believes that the expectations reflected in forward-looking statements are reasonable, it can give no assurances that the expectations of any forward-looking statement will prove to be correct. Except as required by law, the Corporation disclaims any

intention and assumes no obligation to update or revise any forward-looking statements to reflect actual results, whether as a result of new information, future events, changes in assumptions, changes in factors affecting such forward-looking statements or otherwise.

SOURCE: Hanna Capital Corp.

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