

Wittering Capital Corp. Announces Concurrent Financing for Grafta Nanotech Inc. Qualifying Transaction

Vancouver, British Columbia, November 13, 2025 - Wittering Capital Corp. (WITT.P) ("**WCC**" or the "**Company**"), a capital pool company pursuant to Policy 2.4 ("**TSXV Policy 2.4**") of the TSX Venture Exchange (the "**TSXV**"), previously announced (News release dated October 29, 2025) that it has entered into a non-binding letter of intent dated October 27, 2025 (the "**LOI**") with Grafta Nanotech Inc. ("**Grafta**") whereby WCC will acquire all of the issued and outstanding securities of Grafta by way of a share exchange, amalgamation or such other form of business combination as the parties may determine (the "**Proposed Transaction**").

The Proposed Transaction is intended to constitute the Company's "**Qualifying Transaction**" within the meaning of TSXV Policy 2.4. Upon successful completion of the Proposed Transaction, it is anticipated that the Company will be listed as a Tier 2 Industrial issuer on the TSXV and will carry on the business of Grafta. Grafta has developed a proprietary technology for producing synthetic graphene to service the waste water remediation industry. The exceptional absorption capabilities of its products, allows Grafta to offer products that can remove heavy metals, hydrocarbons, and both inorganic and organic contaminants from waste water within the industrial, energy and mining sectors.

Following the completion of the Proposed Transaction, WCC, as the issuer resulting therefrom (the "**Resulting Issuer**"), is expected to carry on the current business of Grafta.

Concurrent Private Placement

The parties are pleased to announce that Grafta is undertaking a private placement of subscription receipts of Grafta (each, a "**Subscription Receipt**") for gross proceeds of up to \$2,000,000 (the "**Offering**"), or such other amount to be determined, at a price of \$0.30 per Subscription Receipt (the "**Offering Price**"). The Offering will be conducted on a private placement basis to be completed in connection with the Proposed Transaction.

The Subscription Receipts will be created and issued pursuant to the terms of a subscription receipt agreement (the "**Subscription Receipt Agreement**") between, among others deemed appropriate, Grafta and a subscription receipt agent (the "**Subscription Receipt Agent**") mutually acceptable to Grafta and WCC. Each Subscription Receipt will be deemed to be automatically converted, without payment of additional consideration or further action by the holder thereof, into one unit in the capital of Grafta (each, a "**Unit**"), subject to adjustment in certain events, immediately before the closing of the Proposed Transaction upon the satisfaction and/or waiver of the Escrow Release Conditions (as will be defined in the Subscription Receipt Agreement) at or before the Escrow Release Deadline (as defined below).

Each Unit will consist of one (1) post Consolidation common share in the capital of the Resulting Issuer (a "**Resulting Issuer Share**") and one half (0.5) common share purchase warrant (each whole warrant, a "**Resulting Issuer Warrant**"). Each Resulting Issuer Warrant will entitle the holder to purchase one Resulting Issuer Share (a "**Warrant Share**") at an exercise price of C\$0.50 for a period of 18 months following the satisfaction of the Escrow Release Conditions.

If the volume-weighted average trading price of the Resulting Issuer Shares on the TSXV is greater than or equal to \$1.00 for 10 consecutive trading days at any time (the "**Acceleration Event**"), the Resulting Issuer Warrants will expire, subject to the Resulting Issuer's discretion, on the earlier of the expiry date and 4:30 p.m. (Vancouver time) on the date which is 10 calendar

days after the Resulting Issuer provides notice to the holders Resulting Issuer Warrants (by a press release) that the Acceleration Event has occurred.

If (i) the Escrow Release Conditions have not been satisfied prior to 5:00 p.m. (Toronto time) on that date which is 120 days following the Closing Date (as defined below) (the “**Escrow Release Deadline**”), (ii) the Proposed Transaction is terminated at any earlier time, or (iii) Grafta advises or announces to the public that it does not intend to satisfy the Escrow Release Conditions or complete the Proposed Transaction (in any case, a “**Termination Event**”, and the date upon which such event occurs, the “**Termination Date**”), the Subscription Receipt Agent shall return to the holders of the Subscription Receipts an amount equal to the aggregate Offering Price of the Subscription Receipts held by each such holder and their pro-rata portion of interest and other income earned on the Escrowed Funds and the Subscription Receipts shall be cancelled. Grafta agrees that it shall be responsible and liable to the holders of the Subscription Receipts for any shortfall between the aggregate Offering Price paid by the original purchasers of the Subscription Receipts and the Escrowed Funds.

Closing of the Offering is expected to occur on or about December 15, 2025 or such other date as Grafta shall determine (the “**Closing Date**”).

The securities issued on conversion of the Subscription Receipts following the completion of the Transaction (including the Resulting Issuer Shares and the Resulting Issuer Warrants) will not be subject to a statutory hold period in Canada.

The Subscription Receipts will be offered (i) to investors in each of the provinces and territories of Canada on a private placement basis; (ii) to investors in the United States pursuant to available exemptions from the registration requirements of the United States Securities Act of 1933, as amended; and (iii) to investors resident in jurisdictions outside of Canada and the United States, in each case in accordance with all applicable laws provided that no prospectus, registration statement or similar document is required to be filed in such foreign jurisdiction.

Amendment to LOI

The parties announced that they have entered into an amendment to the LOI whereby prior to completion of the Proposed Transaction, WCC will complete a two-for-one new consolidation (the “**Consolidation**”) of its issued and outstanding shares (“**WCC Shares**”).

As a result of the Consolidation, WCC will issue post-Consolidation WCC Shares to the holders of common shares of Grafta (“**Grafta Shares**”) on the basis of one post-Consolidation WCC Share for each Grafta Share held.

For further information, please contact:

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Disclaimer

Completion of the Proposed Transaction is subject to a number of conditions, including but not limited to, TSXV acceptance and if applicable pursuant to TSXV requirements, majority of the minority shareholder approval. Where applicable, the Proposed Transaction cannot close until the

required shareholder approval is obtained. There can be no assurance that the Proposed Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the Proposed Transaction, any information released or received with respect to the Proposed Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.

The TSXV has in no way passed upon the merits of the Proposed Transaction and has neither approved nor disapproved the contents of this news release.

NEITHER THE TSXV NOR ITS REGULATION SERVICES PROVIDER (AS THAT TERM IS DEFINED IN THE POLICIES OF THE TSXV) ACCEPTS RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.

This news release does not constitute an offer to sell or the solicitation of an offer to buy any securities in any jurisdiction. The securities referred to in this news release have not been, and will not be, registered under the United States Securities Act of 1933, as amended, or any state securities laws, and may not be offered or sold within the United States or to, or for the account or benefit of, any U.S. person unless they are registered under the United States Securities Act of 1933, as amended, and any applicable state securities laws, or an applicable exemption from the such U.S. registration requirements is available. This news release does not constitute an offer for sale of securities, nor a solicitation for offers to buy any securities. Any public offering of securities in the United States must be made by means of a prospectus containing detailed information about the company and management, as well as financial statements.

Cautionary Statement Regarding Forward-Looking Information

This news release contains “forward-looking information” within the meaning of Canadian securities legislation. Forward-looking information generally refers to information about an issuer’s business, capital, or operations that is prospective in nature, and includes future-oriented financial information about the issuer’s prospective financial performance or financial position. The forward-looking information in this news release includes disclosure about the terms of the Proposed Transaction, the anticipated management team of the Resulting Issuer and Grafta’s business operations and prospects. The Company and Grafta have made certain material assumptions, including but not limited to: prevailing market conditions; general business, economic, competitive, political and social uncertainties; delay or failure to receive board, shareholder or regulatory approvals; and the ability of Grafta to execute and achieve its business objectives, to develop the forward-looking information in this news release. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. Actual results may vary from the forward-looking information in this news release due to certain material risk factors. These risk factors include, but are not limited to: adverse market conditions; the inability of the Company or Grafta to complete the Proposed Transaction on the terms disclosed in this news release, or at all; reliance on key and qualified personnel; regulatory and other risks associated with the graphene

industry in general, as well as those risk factors discussed or referred to in disclosure documents filed by the Company with the securities regulatory authorities in certain provinces of Canada and available at www.sedarplus.ca. The foregoing list of material risk factors and assumptions is not exhaustive. Should any factor affect the Company in an unexpected manner, or should assumptions underlying the forward looking information prove incorrect, the actual results or events may differ materially from the results or events predicted. Any such forward-looking information is expressly qualified in its entirety by this cautionary statement. Moreover, the Company does not assume responsibility for the accuracy or completeness of such forward-looking information. The forward-looking information included in this news release is made as of the date of this news release and the Company undertakes no obligation to publicly update or revise any forward-looking information, other than as required by applicable law.