

Water Ways Announces Private Placement, Debt Settlement and Proposed Amendments to Debentures

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TORONTO, Sept. 10, 2025 -- Water Ways Technologies Inc. (TSXV: WWT) ("**Water Ways**" or the "**Company**"), is pleased to announce (i) a non-brokered private placement of up to 20,000,000 units of the Company (the "**Units**") for aggregate gross proceeds of up to \$1,000,000, (ii) the settlement of up to \$800,000 of indebtedness for up to 16,000,000 common shares in the capital of the Company (the "**Common Shares**"), and (iii) proposed amendments to certain outstanding unsecured convertible debentures.

Private Placement

The Company is pleased to announce a non-brokered private placement (the "**Offering**") of up to 20,000,000 Units at a price of \$0.05 per Unit for gross proceeds of up to \$1,000,000. Each Unit shall consist of one Common Share and one Common Share purchase warrant (a "**Warrant**"). Each Warrant shall entitle the holder to acquire one Common Share (a "**Warrant Share**"), at an exercise price of \$0.07 per Warrant Share, for a period of two years from the closing date of the Offering.

The Offering is expected to close on or about September 30, 2025, and is subject to customary closing conditions, including the approval of the TSX Venture Exchange (the "**TSXV**"). All securities issued pursuant to the Offering will be subject to a statutory hold period of four months and one day in accordance with applicable securities laws and the policies of the TSXV.

Debt Settlement

The Company intends to settle up to \$800,000 of outstanding debt by issuing of up to 16,000,000 Common Shares at a deemed price of \$0.05 per Common Share (the "**Debt Settlement**"). The Debt Settlement is also subject to the acceptance of the TSXV and all securities issued pursuant to the Debt Settlement will be subject to a statutory hold period of four months and one day in accordance with applicable securities laws and the policies of the TSXV.

Amendments to Debentures

The Company further announces its intention to amend certain terms of its outstanding 8% unsecured convertible debentures with a principal amount of \$746,000, originally issued on March 3, 2023 (the "**2023 Debentures**") and its 8% unsecured convertible debentures with principal amount of \$91,800 originally issued on June 27, 2022 (the "**2022 Debentures**" and together with the 2023 Debentures, the "**Debentures**") (see Company's press release dated March 3, 2023 and June 27, 2022 for further details regarding the Debentures).

The Company intends to amend the conversion price and maturity date of the Debentures. The conversion price of the 2023 Debentures is proposed to be amended from \$0.24 per Common Share to \$0.05 and the conversion price of the 2022 Debentures is proposed to be amended from \$0.35 per Common Share to \$0.05. In addition, the maturity of the Debentures is proposed to be extended to October 9, 2025. The proposed amendments to the Debentures are subject to the approval of the TSXV.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities described in this news release in the United States. Such securities have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or any state securities laws, and, accordingly, may not be offered or sold within the United States, or to or for the account or benefit of persons in the United States or "U.S. Persons", as such term is defined in Regulation S promulgated under the U.S. Securities Act, unless registered under the U.S. Securities Act and applicable state securities laws or pursuant to an exemption from such registration requirements.

About Water Ways Technologies Inc.

Water Ways through its subsidiary, is a Canadian provider of Israeli-based agriculture technology, providing water irrigation solutions to agricultural producers in Canada and the USA. Water Ways is capitalizing on the opportunities presented by micro and smart irrigation to the Canadian market. Water Ways' irrigation projects include vineyards, blueberries, fresh produce cooling rooms and more.

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Neither the 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.

Forward-Looking Statements

Certain statements contained in this press release constitute "forward-looking information" as such term is defined in applicable Canadian securities legislation. The words "may", "would", "could", "should", "potential", "will", "seek", "intend", "plan", "anticipate", "believe", "estimate", "expect" and similar expressions as they relate to Water Ways. Forward looking statements in this press release include but are not limited to statements regarding the successful closing of the Offering and Debt Settlement, the proposed amendments to the Debentures, the receipt of all applicable required regulatory approvals in respect of the Offering, the Debt Settlement and the proposed amendments to the Debentures, including their acceptance by the TSX Venture Exchange. All statements other than statements of historical fact may be forward-looking information. Such statements reflect Water Ways' current views and intentions with respect to future events, and current information available to Water Ways, and are subject to certain risks, uncertainties and assumptions. Material factors or assumptions were applied in providing forward-looking information. Many factors could cause the actual results, performance or achievements that may be expressed or implied by such forward-looking information to vary from those described herein should one or more of these risks or uncertainties materialize. Should any factor affect Water Ways 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, Water Ways does not assume responsibility for the accuracy or completeness of such forward-looking information. The forward-looking information included in this press release is made as of the date of this press release and Water Ways undertakes no obligation to publicly update or revise any forward-looking information, other than as required by applicable law. Water Ways' results and forward-looking information and calculations may be affected by fluctuations in exchange rates and its own share prices. All figures are in Canadian dollars unless otherwise indicated.