

HTS HOLDINGS ACQUIRES SHARES OF NEOTERREX MINERALS

Carp, ON – December 27, 2023 – HTS Holdings Inc. (“**HTS**”), a holding company wholly-owned by Luc Pilon, announced today that, pursuant to the reverse-takeover transaction (the “**Transaction**”) by NeoTerrex Corporation (“**NeoTerrex**”) of NeoTerrex Minerals Inc. (formerly named Spitfyre Capital Inc.) (the “**Resulting Issuer**”) whereby: (i) NeoTerrex amalgamated with 15363497 Canada Inc., a wholly-owned subsidiary of the Resulting Issuer; and (ii) former shareholders of NeoTerrex were entitled to receive an aggregate of 72,305,668 common shares of the Resulting Issuer (the “**Common Shares**”), representing one Common Share in exchange for every one common share of NeoTerrex (the “**NeoTerrex Shares**”) held immediately prior to the Transaction, HTS acquired ownership of (i) 11,799,000 Common Shares in exchange for the 11,799,000 NeoTerrex Shares held by HTS prior to the Transaction; and (ii) 1,433,500 common share purchase warrants (the “**Warrants**”) exercisable at a price of \$0.40 per Common Share until December 21, 2025, in exchange for warrants of NeoTerrex held by HTS prior to the Transaction.

Immediately following the Transaction, HTS beneficially owns, directly or indirectly, 11,799,000 Common Shares and 1,433,500 Warrants, representing 15.00% of the issued and outstanding Common Shares on a non-diluted basis, and 16.52% of the issued and outstanding Common Shares on a partially-diluted basis, assuming the exercise of the Warrants held by HTS only.

Pursuant to the terms of an investment agreement dated March 16, 2022 between NeoTerrex and HTS, Denis Pilon, the chief operating officer of HTS, has been appointed to the board of directors of the Resulting Issuer upon completion of the Transaction. As a director of the Resulting Issuer, Denis Pilon will be actively involved in the business, operations and strategic planning for the Resulting Issuer. The securities of the Resulting Issuer beneficially owned, directly or indirectly, by HTS, are held for investment purposes. HTS has a long-term view of the investment and may acquire additional securities including either on the open market or through private acquisitions or sell the securities including either on the open market or through private dispositions in the future depending on market conditions, reformulation of plans and/or other relevant factors.

In accordance with National Instrument 62-103 – *The Early Warning System and Related Take-Over Bid and Insider Reporting Issues*, HTS will file an early warning report regarding the Common Shares and the Warrants acquired pursuant to the Transaction on the System for Electronic Data Analysis and Retrieval + (SEDAR+) at www.sedarplus.ca. Copies of the related early warning report may be obtained at www.sedarplus.ca under the Resulting Issuer’s profile or from HTS by contacting Denis Pilon at (613) 839-5868, ext. 226.

HTS is a holding company incorporated under the laws of the Province of Ontario. The head office of HTS is located at 5 Huisson Rd., P.O. Box 250, Carp, ON, K0A 1L0. The head office of the Resulting Issuer is located at 5390 West River Drive, Ottawa, ON, K4M 1G4.