

PENBAR CAPITAL LTD.

Penbar Capital Ltd. Provides Update on Proposed Qualifying Transaction with the Acquisition of Emissions EV Technologies Ltd.

News Release - Vancouver, BC – February 7, 2024 - Penbar Capital Ltd. (“**Penbar**” or the “**Company**”) (TSXV: PEM.P), a capital pool company as defined under Policy 2.4 – *Capital Pool Companies* (“**Policy 2.4**”) of the TSX Venture Exchange (“**TSXV**”), is providing an update with respect to its previously announced proposed qualifying transaction involving the acquisition of all of the issued and outstanding securities of Emissions EV Technologies Ltd. (“**Emissions EV**”), a private arm’s length British Columbia company, pursuant to an amalgamation agreement dated November 24, 2023 (the “**Agreement**”) among the Company, Emissions EV, 1451356 B.C. Ltd., a newly incorporated wholly-owned subsidiary of Penbar (“**NewCo**”) and Emission EV Operating Corp., a wholly-owned subsidiary of Emissions EV (the “**Qualifying Transaction**”).

The Company, Emissions EV and NewCo are continuing to progress towards the completion of the Qualifying Transaction. Emissions EV and the Company continue to work towards completing the required submissions with the TSXV including, but not limited to, completing required audits or auditor review, as applicable, of Emissions EV’s financial statements and submission of a draft filing statement with respect to the Qualifying Transaction.

For more information on the Qualifying Transaction, please see the Company’s news releases dated October 4, 2023, October 31, 2023, November 15, 2023, November 27, 2023 and January 10, 2024.

About Emissions EV Technologies Ltd.

Emission EV specializes in the design, manufacturing, and production of electrically powered industrial and commercial vehicles. Emissions EV is dedicated to changing the logistics and production sector by providing sustainable transportation solutions that are at the forefront of the electric vehicle (“**EV**”) industry today. Emissions EV’s collaborative approach involves close engagement with its customers, allowing them to contribute their unique needs and insights to the project, ensuring that the machines that are created for their use are completely without compromise.

Based in New Westminster, British Columbia, Emissions EV creates environmentally friendly, efficient, and reliable vehicles that not only meet industry standards and regulatory requirements but also partner with local suppliers and vendors to manage and maintain the strictest standards in compliance and finished product quality.

By combining its technical capabilities with its ingenious design engineering support, Emissions EV aims to drive innovation, reduce emissions, and usher in a brighter, more sustainable future in hard to decarbonize sectors of the global auto industry.

About Penbar Capital Inc.

Penbar Capital Ltd. is a capital pool company created pursuant to the policies of the TSXV. It does not own any assets, other than cash or cash equivalents and its rights under the Agreement. The principal business of Penbar is to identify and evaluate opportunities for the acquisition of an interest in assets or businesses and, once identified and evaluated, to negotiate an acquisition or participation subject to acceptance by the TSXV so as to complete a qualifying transaction in accordance with the policies of the TSXV.

Additional Information

All information contained in this press release with respect to the Company and Emissions EV was supplied, for inclusion herein, by the respective parties and each party and its directors and officers have relied on the other party for any information concerning the other party.

Completion of the 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 Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the Filing Statement to be prepared in connection with the Transaction, any information released or received with respect to the 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 press release.

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Disclaimer for Forward-Looking Information

Certain statements in this press release are forward-looking statements, which reflect the expectations of management regarding the Company's completion of the Qualifying Transaction and related transactions. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future, including but not limited to, statements regarding Emissions EV's business and potential in the EV sector, the Company completing the Qualifying Transaction within the prescribed time period or at all, and the conditions to be satisfied for completion of the Qualifying Transaction. Such statements are subject to risks and uncertainties that may cause actual results, performance, or developments to differ materially from those contained in the statements, including risks related to factors beyond the control of the Company. The risks include the following: that the business of Emissions EV may not be feasible or continue as planned; that Emissions EV may not be successful in penetrating the competitive EV market; that the parties may not receive the requisite corporate approvals of the directors and shareholders for the completion of the Qualifying Transaction; the TSXV may not approve the Qualifying Transaction; and other risks that are customary to transactions of this nature. Further, the ongoing labour shortages, high energy costs, inflationary pressures, rising interest rates, the global financial climate and the conflict in Ukraine and surrounding regions are some additional factors that are affecting current economic conditions and increasing economic uncertainty, which may impact the operating performance, financial position, and future prospects of Penbar, Emissions EV, the resulting issuer, and the Qualifying Transaction as a whole. Collectively, the potential impacts of this economic environment pose risks that are currently indescribable and immeasurable. No assurance can be given that any of the events anticipated by the forward-looking statements will occur or, if they do occur, what benefits the Company will obtain from them. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

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.