

COVER TECHNOLOGIES INC.
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Cover Announces Receipt of Conditional Approval for Re-Listing following Business Combination with PlasCred Inc.

VANCOUVER, BC – July 31, 2023 – Cover Technologies Inc. (the “**Company**”) (CSE: COVE) (OTC: MGPRF) (Frankfurt: 304A) is pleased to announce that, further to its news release dated October 4, 2022 and November 15, 2022, it has received conditional approval from the Canadian Securities Exchange (“**CSE**”) for the its re-listing application on CSE Form 2A – *Listing Statement* to be completed following the closing (the “**Closing**”) of its proposed acquisition (the “**Transaction**”) of PlasCred Inc. (“**PlasCred**”) from the shareholders of PlasCred (the “**PlasCred Shareholders**”). If completed, the Transaction, an arm’s length transaction, will constitute a “fundamental change” for the Company under the policies of the CSE.

The Transaction is to be effected by a share exchange, pursuant to an amended and restated share exchange agreement dated March 1, 2023, as amended May 24, 2023 (together, the “**Agreement**”) with PlasCred and the PlasCred Shareholders, whereby the Company shall acquire all of the outstanding common shares of PlasCred (collectively, the “**PlasCred Shares**”) in consideration for the issuance by the Company of 35,000,000 post-Consolidation (as defined below) common shares (the “**Consideration Shares**”) of the Company and 5,000,000 performance-based common share purchase warrants (each, a “**Performance Warrant Share**”) at an exercise price of \$0.25 per Performance Warrant Share for a period of 60 months, subject to terms mutually agreed to by the parties.

On May 23, 2023, a majority of Cover’s shareholders approved the Transaction by way of written consent in lieu of an annual general and special meeting of shareholders, in accordance with the policies of the CSE.

Final approval and completion of the Transaction is subject to the satisfaction of conditions precedent, including without limitation: (i) completion of the change in the Company’s name to “PlasCred Circular Innovations Inc.”; and (ii) completion of any and all outstanding CSE application documentation and payment of fees pursuant to CSE policies.

A copy of the Form 2A listing statement in connection with the Transaction was prepared in accordance with the policies of the CSE and will be available on SEDAR at www.sedar.com and the CSE website prior to the commencement of trading on the CSE.

PlasCred

PlasCred is a private green technology company based in Alberta, whose patent-pending and proprietary process enables true plastic waste removal in a scalable, systematic and profitable way. The PlasCred “process” hopes to deliver a commercially viable plastic recycling process, providing immediate economic benefit for industry, communities and government organizations for handling waste plastic. PlasCred is also developing strategic partnerships with CN Rail, providing PlasCred with unparalleled logistics support across North America for transportation

and handling of plastic waste. Further information on PlasCred, see their website located at www.plascred.com.

ON BEHALF OF THE BOARD

Dorian Banks – CEO

Contact Information

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Forward-Looking Statements:

This news release contains forward-looking statements and forward-looking information (collectively, “forward-looking statements”) within the meaning of applicable Canadian legislation. Forward-looking statements are typically identified by words such as: “believes”, “expects”, “anticipates”, “intends”, “estimates”, “plans”, “may”, “should”, “would”, “will”, “potential”, “scheduled” or variations of such words and phrases and similar expressions, which, by their nature, refer to future events or results that may, could, would, might or will occur or be taken or achieved. All statements in this news release that are not purely historical are forward-looking statements and include statements regarding beliefs, plans, expectations and orientations regarding the future including, without limitation, the Company’s ability to complete the Transaction, timing thereof, and ability to obtain the CSE’s final approval of the Form 2A listing statement in connection with the Transaction. Although the Company believes that such statements are reasonable and reflect expectations of future developments and other factors which management believes to be reasonable and relevant, the Company can give no assurance that such expectations will prove to be correct. 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 and which are out of the direct control of the Company. Such risks and other factors include, but are not limited to, the inability of the Company to satisfy the conditions precedent and in, connection therewith, to close the Transaction, execute its proposed business plans, and carry out planned future activities. Further, the ongoing labour shortages, 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 Company’s operating performance, financial position, and future prospects. Collectively, the potential impacts of this economic environment pose risks that are currently indescribable and immeasurable. Other factors may also adversely affect the future results or performance of the Company, including those risk and concerns more fully described in the Company’s annual and quarterly management’s discussion and analysis and in other filings made by the Company with Canadian securities regulatory authorities under the Company’s profile at www.sedar.com. Readers are cautioned that forward-looking statements are not guarantees of future performance or events and, accordingly, are cautioned not to put undue reliance on forward-looking statements due to the inherent uncertainty of such statements. These forward-looking statements are made as of the date of this news release and, unless required by applicable law, the Company assumes no obligation to update these forward-looking statements.

The Canadian Securities Exchange (operated by CNSX Markets Inc.) has neither approved nor disapproved of the contents of this press release.