

## **COPLAND ROAD CAPITAL CORPORATION ANNOUNCES CLOSING OF NON-BROKERED PRIVATE PLACEMENT OF UNITS**

TORONTO, Ontario (Newsfile Corp. – May 8, 2026) - **Copland Road Capital Corporation (CSE: CRCC)** ("**Copland Road**" or the "**Company**") is pleased to announce that it has closed its previously announced non-brokered private placement offering (the "**Offering**") of 2,000,000 units of the Company ("**Units**") at a price of \$0.13 per Unit for aggregate gross proceeds of \$260,000.

Each Unit consists of one (1) common share of the Company (a "**Share**") and one-half of one (1/2) Share purchase warrant (each whole warrant, a "**Warrant**"). Each Warrant is exercisable to purchase one (1) additional Share at an exercise price of \$0.20 for a term of five (5) years from the date of closing.

The net proceeds of the Offering will be used for general corporate and working capital purposes, including payment of professional fees and the identification and evaluation of prospective business or investment opportunities.

The Units issued in connection with the Offering are subject to a four-month hold period in accordance with applicable Canadian securities laws. Closing of the Offering is subject to the Company receiving final approval from the Canadian Securities Exchange (the "**CSE**").

The securities of the Company have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**") or any U.S. state securities laws and may not be offered or sold in the United States absent registration or an available exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the securities referenced in this press release, in any jurisdiction in which such offer, solicitation or sale would be unlawful.

### **Related Party Considerations**

Participation by insiders of the Company in the Offering constitutes a "**related party transaction**" within the meaning of *Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). A total of five (5) insiders, including Scott Kelly, Director and Bruce Langstaff, Executive Chairman, participated in the Offering, beneficially acquiring an aggregate of 1,500,000 Units for gross proceeds of \$195,000. The Company is relying on exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101, as the fair market value of the securities issued to, and the consideration paid by, such insiders does not exceed 25% of the Company's market capitalization. The Company did not file a material change report in respect of the Offering at least 21 days before the expected closing date of the Offering, which the Company deems reasonable in the circumstances as the details of the Offering, including the amount to be raised pursuant to the Offering, had not been confirmed at that time and the Company wished to close the Offering on an expedited basis for sound business reasons and in a timeframe consistent with usual market practices for transactions of this nature.

### **Early Warning Disclosure**

On May 6 and 7, 2026, Scott Kelly, a Director of the Company (Toronto, Ontario), through Cabrana Capital Advisors Inc., ("**Cabrana**"), a corporation controlled by Mr. Kelly, sold an aggregate of 400,000 Shares through the facilities of the CSE for aggregate proceeds to Cabrana of \$56,090. Prior to the sale, Mr. Kelly beneficially owned and controlled an aggregate of 1,411,000 Shares, constituting 12.75% of the issued and outstanding Shares. Following the sale,

Mr. Kelly beneficially owned and controlled an aggregate of 1,011,000 Shares, or 9.13% of the issued and outstanding Shares. In connection with the Offering on May 7, 2026, Mr. Kelly subsequently acquired an aggregate of 600,000 Units at an aggregate price of \$78,000. Following completion of the Offering, Mr. Kelly beneficially owns and controls an aggregate of 1,611,000 Shares and 300,000 Warrants, constituting 12.33% of the issued and outstanding Shares on an undiluted basis, or 14.29% of the issued and outstanding Shares on a partially diluted basis. Mr. Kelly has advised that the Shares were disposed of and the Units were subsequently acquired in each case for investment purposes and that he has no other plans or intentions that relate to the Shares or the Units. Mr. Kelly may, depending on market and other conditions, increase or decrease his ownership of Shares or other securities of the Company, whether in the open market, by privately negotiated agreement or otherwise.

In connection with the Offering, on May 7, 2026 Bruce Langstaff, Executive Chairman of the Company (Toronto, Ontario) beneficially acquired an aggregate of 400,000 Units at an aggregate price of \$52,000. Prior to the Offering, Mr. Langstaff beneficially owned and controlled an aggregate of 1,500,500 Shares, constituting 13.56% of the issued and outstanding Shares. Following completion of the Offering, Mr. Langstaff beneficially owns and controls an aggregate of 1,900,500 Shares and 200,000 Warrants, constituting 14.54% of the Shares on an undiluted basis or 15.83% of the Shares on a partially diluted basis. Mr. Langstaff has advised that the Units were acquired for investment purposes and that he has no other plans or intentions that relate to the Units. Mr. Langstaff may, depending on market and other conditions, increase or decrease its ownership of Shares or other securities of the Company, whether in the open market, by privately negotiated agreement or otherwise.

This disclosure is provided pursuant to Multilateral Instrument 62-104 – *Takeover Bids and Issuer Bids*, which also requires an early warning report to be filed containing additional information with respect to the foregoing matters. A copy of the early warning report will be available on SEDAR+ under the Company's issuer profile at [www.sedarplus.ca](http://www.sedarplus.ca) and may be obtained upon request from the Company by contacting the Company at the following address:

Copland Road Capital Corporation  
Attention: Bruce Langstaff, Executive Chairman,  
401 – 217 Queen Street West  
Toronto, ON M5V 0R2  
Telephone: 647 242-4258  
Email: [info@copland-road.com](mailto:info@copland-road.com)

### **About Copland Road**

Copland Road Capital Corporation is an entrepreneurial Investment Company listed on the Canadian Securities Exchange. The Company takes an active approach to generating value, providing growth-minded business founders with primary capital, expert advisory services and access to equity capital markets. The businesses we invest in benefit from our management team and board, composed of highly experienced institutional investors, successful founders, corporate executives, company directors, and legal and M&A advisors.

### **For further information, please contact:**

Bruce Langstaff, Executive Chairman  
[info@copland-road.com](mailto:info@copland-road.com)  
(647) 242-4258

## **Forward-Looking Statements**

This news release contains forward-looking information or statements within the meaning of applicable securities laws, which may include, without limitation, statements relating to the terms and completion of the Offering, the use of proceeds of the Offering, the receipt of regulatory and stock exchange approval in respect of the Offering, the financial, and business prospects of the Company, its assets and other matters. All statements in this news release, other than statements of historical facts, that address events or developments that the Company expects to occur, are forward-looking information or statements.

Although the Company believes the expectations expressed in such forward-looking information or statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results may differ materially from those in the forward-looking information or statements. Such statements and information are based on numerous assumptions regarding present and future business strategies and the environment in which the Company will operate in the future, the ability to achieve its goals, expected costs and timelines to achieve the Company's goals, that general business and economic conditions will not change in a materially adverse manner, and that financing will be available if and when needed and on reasonable terms.

Such forward-looking information or statements reflect the Company's views with respect to future events and is subject to risks, uncertainties and assumptions, including the risks and uncertainties included in the documents filed under the Company's profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca). While such estimates and assumptions are considered reasonable by the management of the Company, they are inherently subject to significant business, economic, competitive, and regulatory uncertainties and risks. Factors that could cause actual results to differ materially from those in forward-looking information or statements include, but are not limited to, the ability of the Company to complete the Offering on the terms described herein, including obtaining the requisite regulatory and stock exchange approvals, continued availability of capital and financing and general economic, market or business conditions, failure to compete effectively with competitors, failure to maintain or obtain all necessary permits, approvals and authorizations, failure to comply with applicable laws, and risks relating to unanticipated operational difficulties.

The Company does not undertake to update forward-looking statements or forward-looking information, except as required by law. Neither the CSE nor its Market Regulator (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.

*Not for distribution to United States newswire services or for dissemination in the United States.*