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TSX-V: TRAN

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transition.inc Introduces TranFin Energy-as-a-Service Platform and Announces Financing

TORONTO, ON | Newswire | Clean Energy Transition Inc. (TSX-V: TRAN) ("**transition.inc**" or the "**Company**") is pleased to introduce Transition Finance or "**TranFin**", a new Energy-as-a-Service ("**EaaS**") pilot, in Canada's growing residential clean energy industry and announces a non-brokered private placement of up to 7,500,000 units of the Company (the "**Equity-Royalty Units**" or "**ERUs**") at a price of \$0.05 per ERU for aggregate gross proceeds of up to \$375,000 (the "**Financing**"). Importantly, the Financing is being structured as two separate offerings, a non brokered private placement of up to 7,500,000 units ("Units") at a price of \$0.04 per Unit ("Unit Offering") and concurrent offering of up to 7,500,000 contractual royalty rights ("Royalty Rights") at a price of \$0.01 per Royalty Right ("Concurrent Offering").

TranFin Pilot

TranFin represents a new line of business for the Company, ancillary to its current portfolio of Critical Minerals assets. In connection with the EaaS pilot, TranFin will partner with installers of residential battery, solar and heat pump projects (collectively, "**Energy Assets**") to offer a new model for their prospective clients: third-party ownership ("**TPO**"). In this new model, TranFin will fund, own and maintain the Energy Assets, as they are hosted at the client's location. The Energy Assets will remain fully owned, monitored and maintained by TranFin, providing the homeowner with access to the benefits of those assets under a subscription model. TranFin plans to launch a pilot phase in the coming months, during which it expects to deploy an initial portfolio of Energy Assets (the "Pilot Portfolio").

TranFin: Third-party ownership for residential clean energy assets

TranFin is being developed to remove the upfront-cost barrier for homeowners seeking residential clean energy upgrades, while giving installers a new way to close projects. Under the proposed model, TranFin would fund, own, monitor, and maintain residential batteries, solar systems, heat pumps, and related bundled projects, while homeowners would receive the benefits of those Energy Assets through a predictable long-term subscription fee.

TranFin is intended to create a compelling value proposition across the market. For homeowners, the model is designed to provide access to Energy Assets with no upfront cost. For installers, TranFin is intended to provide installers with an additional financing alternative for prospective customers who prefer not to incur upfront costs. For the Company and its funding partners, the objective is to build a portfolio of owned Energy Assets designed to generate long-term, recurring subscription revenue.

TranFin is a new line of business for the Company, but it builds on the experience of management and the Company's Board in energy, energy services, capital markets, project development and residential services. It also has a natural link to the Company's existing Critical Minerals Division, which includes potential nickel for batteries and potential silica/quartz feedstock for silicon metal used in solar supply chains, as outlined in transition.inc's Critical Minerals Investor Update posted in February 2026.

TranFin plans to begin with a *Pilot Phase* for the TPO structure in the coming months, focused initially on residential battery projects, primarily across the Canadian Maritimes. The Pilot Phase is intended to allow the Company to test the EaaS model, refine its documentation and operating processes, and work with an initial installer-partner before its *Ramp Phase*. During the Pilot Phase, the Company also plans to continue discussions currently underway with funding groups regarding

potential debt financing for TranFin's Ramp Phase, which is expected to include solar and battery-solar combinations, additional Canadian markets and additional installer relationships.

TranFin continues to seek discussions with qualified Canadian installers that have residential battery, solar, heat pump or bundled project pipelines and are looking for a TPO solution for customers who prefer not to pay upfront. Interested installers are encouraged to contact the Company through info@transition.inc.

"TranFin reflects a broader energy transition opportunity that TRAN has been developing since our strategic pivot two years ago," said Sean Samson, President and CEO. *"We believe Energy-as-a-Service and third-party ownership can become important tools in the Canadian residential energy market, while also creating a natural strategic link to our existing Critical Minerals assets. With homeowners focused on affordability, resilience and energy security, TranFin is designed to help make clean energy upgrades more accessible, while giving installers a new way to grow their businesses."*

The Company remains a resource issuer focused on its portfolio of Critical Minerals assets and will continue to assess the development of TranFin in the context of applicable TSXV policies, including Policy 5.2.

The Financing

The Financing will be marketed as Equity-Royalty Units, with each ERU consisting of one Unit and one Royalty Right. Each Unit will be offered at a price of \$0.04 per Unit and each Royalty Right will be offered at a price of \$0.01 per Royalty Right, for an aggregate subscription price of \$0.05 per ERU.

Unit Offering

In connection with the Unit Offering, the Company will issue up to 7,500,000 Units at a price of \$0.04 per Unit for aggregate gross proceeds of up to \$300,000. Each Unit will consist of one common share of the Company (a "**Share**") and one common share purchase warrant (a "**Warrant**"), with each Warrant entitling the holder thereof to purchase one additional Share at a price of \$0.08 per Share for a period of two years from closing, subject to the Company's option to accelerate the expiry date if the volume-weighted average price of the Shares on the TSXV equals or exceeds \$0.10 per Share for any 10 consecutive trading sessions.

Concurrent Offering

In connection with the Concurrent Offering, the Company will issue up to 7,500,000 Royalty Rights at a price of \$0.01 per Royalty Right for aggregate gross proceeds of up to \$75,000. The Royalty Right entitles holders, on a pro rata basis by number of Royalty Rights held relative to the total Royalty Rights issued in the Concurrent Offering, to receive quarterly distributions in arrears equal to 50% of the Company's Cash Flow for Distribution ("**CFD**") generated by the Energy Assets of TranFin's Pilot Phase (the "**Pilot Portfolio**"). For this purpose, CFD means the gross subscription revenues actually received from the Pilot Portfolio, less: (i) a credit loss provision; (ii) cost-to-serve, including maintenance reserves, insurance premiums and other direct or reasonably allocated costs of owning, operating, billing, collecting, monitoring, maintaining and servicing the Pilot Portfolio; and (iii) applicable taxes. The Company will retain the remaining 50% of CFD.

The total cumulative distributions payable to all holders of Royalty Rights, in the aggregate, will be capped at 50% of the total proceeds from the Financing (the "**Distribution Cap**"). Upon reaching the Distribution Cap, all Royalty Rights will automatically terminate. Each Royalty Right will remain in effect from the deployment of the Pilot Portfolio until the earlier of: (i) reaching the Distribution Cap; or (ii) the completion of the term of all underlying Pilot Portfolio projects. The Concurrent Offering is expected to be completed by way of Royalty Right certificates, subject to modification based on business, tax, accounting, regulatory and other considerations.

The Company intends to use the net proceeds of the Financing to fund the Pilot Portfolio (expected to be at least 50% of net proceeds) and for general corporate and working capital purposes. The Royalty Rights will be contractual rights only and will not constitute common shares, warrants, debt securities or other equity securities of the Company.

The securities issued pursuant to the Unit Offering shall be subject to a four-month and one-day statutory hold period from the date of issue in accordance with applicable securities laws. In connection with the Unit Offering, the Company may pay

finder's fees in cash, securities, or a combination thereof in accordance with applicable securities laws. Completion of the Unit Offering and Concurrent Offering is subject to certain conditions including, but not limited to, the receipt of all necessary approvals, including the approval of the TSXV.

"The Equity-Royalty Unit is a nuanced structure that our Board believes fairly incentivizes investors to participate with us in this new endeavour, providing the potential for not only equity price appreciation, but also the potential to receive distributions over time of up to half their original invested amount," said Sean Samson.

Investor Update Presentation on Wednesday

A new investor presentation for the Company, focused specifically on the TranFin rollout, is now posted at transition.inc. Consistent with recent practice, the Company's management also intends to post a management update to the Company's website on Wednesday, June 24 at 4:15 p.m. (EDT), which will walk through the posted slides and provide additional colour around the new EaaS line of business.

About Clean Energy Transition Inc.

Transition.inc is focused on opportunities to generate positive cash flow across the energy transition. The Company currently holds a portfolio of Critical Minerals assets, including the Aurora Nickel Project in Ontario, where it is advancing a potential low-carbon production opportunity to supply growing North American demand for nickel, and high-quality Silica/Quartz projects at Snow White in Ontario and Silicon Ridge in Québec, which may serve as feedstock for silicon metal used in solar energy systems and advanced manufacturing. Alongside the Critical Minerals assets, transition.inc is also looking for additional opportunities, more broadly, from across the energy transition. Today's announcement launching TranFin, an Energy-as-a-Service platform for Canadian homeowners, is one of those opportunities.

Cautionary Note Regarding Forward-Looking Information

This news release contains forward-looking information and forward-looking statements within the meaning of applicable securities laws (collectively, "forward-looking information"). Such forward-looking information is provided to inform the Company's shareholders and potential investors about management's current expectations and plans relating to the future. Readers are cautioned that reliance on such information may not be appropriate for other purposes. Any such forward-looking information may be identified by words such as "anticipate", "proposed", "estimates", "would", "expects", "intends", "plans", "may", "will", and similar expressions, although not all forward-looking information contains these identifying words.

More particularly and without limitation, the forward-looking statements in this news release include expectations (i) regarding the Company's financing plans, closing times, and receipt of regulatory and TSXV approvals; (ii) regarding the Unit Offering, Concurrent Offering, and the timing and closings thereof; (iii) concerning the Company's plans and objectives in respect of the gross proceeds; and (iv) regarding the Company's business plans and operations, including the proposed launch, Pilot Phase, Ramp Phase, installer relationships, funding arrangements, deployment of Energy Assets and potential recurring revenues of TranFin; (v) that TranFin's Pilot Phase will proceed as currently contemplated; (vi) that installer or funding arrangements will be completed; (vii) that any Energy Assets will be deployed; (viii) that TranFin will achieve recurring revenues; (ix) that the Company will be able to claim or realize any clean economy investment tax credits; (x) concerning strategic alignment and commercial integration with the Company's portfolio of Critical Minerals assets; and (xi) concerning the timing and plans concerning the Pilot Phase, Ramp Phase, installer arrangements, debt financing and asset deployments.

Forward-looking information is based on a number of factors and assumptions that have been used to develop such information, but which may prove to be incorrect and are inherently subject to significant business, economic and competitive uncertainties, and contingencies. Although the Company believes that the expectations reflected in such forward-looking information are reasonable, undue reliance should not be placed on forward-looking information because the Company can give no assurance that such expectations will prove to be correct. The forward-looking information in this news release reflects the current expectations, assumptions and/or beliefs of the Company based on information currently available to the Company. Any forward-looking information speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking

information, whether as a result of new information, future events or results, except as required by applicable securities laws. All forward-looking information is expressly qualified by this cautionary statement.

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