

Carcetti Capital Corp.

News Release

Carcetti Capital Corp. Announces Non-brokered

Private Placement for gross proceeds of up to \$1,750,000

Vancouver B.C./April 25, 2025 – Carcetti Capital Corp. (“Carcetti” or the “Company”) (TSXV/NEX: CART.H), announced today that it intends to conduct a non-brokered private placement of up to 14,000,000 common shares of the Company (“Common Shares”) at a price of \$0.125 per Common Share for aggregate gross proceeds of up to \$1,750,000 (the "Private Placement"). The Private Placement may close in multiple tranches as subscriptions are received.

Closing of the Private Placement is subject to certain customary corporate and regulatory approvals, including, without limitation, the acceptance of the TSX Venture Exchange. The Common Shares to be issued under the Private Placement will be offered pursuant to applicable exemptions from the prospectus requirements under applicable securities laws and will be subject to a hold period which will expire four months and one day from the date of issuance.

The Company expects certain related parties as defined in Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions (“MI 61-101”) to participate in the Private Placement. Any such resulting related party transaction will be exempt from the formal valuation requirement of MI 61-101 because the Company is not listed on specified markets and will be exempt from the shareholder approval requirement of MI 61-101 because the Private Placement does not have a fair market value of more than \$2,500,000. The Company expects that the closing of the Private Placement will occur within 21 days of this announcement and that it will not file a material change report in respect of the related party transaction at least 21 days before the closing date of the Private Placement. The Company deems this circumstance reasonable and necessary in order to complete the Private Placement in an expeditious manner.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

The Company intends to use the proceeds to advance its continued search and assessment of an appropriate asset or assets to acquire and for general and administration expenses.

On behalf of the Board of Directors,

Glenn Kumoi, President & CEO and Director of Carcetti

For further information contact Glenn Kumoi President & CEO of Carcetti at gkumoi@shaw.ca.

This press release contains certain forward-looking statements within the meaning of applicable securities law. Forward-looking statements are frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "estimate" and other similar words, or statements that certain events or conditions "may" or "will" occur. Forward-looking statements are based on the opinions and estimates of management at the date the statements are made and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. The Company cannot assure that actual results will be consistent with these forward-looking statements. They are made as of the date hereof and are subject to change and the Company assumes no obligation to revise or update them to reflect new circumstances, except as required by law. Prospective investors should not place undue reliance on forward looking statements. These factors include the inherent risks involved in the resource industry. Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.