

Clean Seed Provides Corporate Financing Update

May 13, 2025 – Vancouver, British Columbia – Clean Seed Capital Group Ltd. (“Clean Seed” or the “Company”) (NEX: CSX.H) provides the following update of its recent financing activities.

Secured Promissory Note Issuances – 11% Interest

The Company issued three promissory notes to its shareholders in January 2024 and February 2024 whereby:

- (i) the notes mature December 31, 2025 (previously extended - see *Promissory Note Extensions below*);
- (ii) the notes bear interest at the rate of 11% per annum until maturity; and
- (iii) the lenders were granted a general security interest in the assets of the Company.

Date	Relationship	Amount
January 2024	Director	\$50,000
January 2024	Arms-Length Party	\$50,000*
February 2024	Insider	\$25,000

* The amount was received as US\$37,500. The amount was converted into Canadian dollars at a rate CDN\$1.33 per US\$1.00 for a converted amount of \$50,000

The proceeds of these loans were used for working capital purposes.

Secured Promissory Note Issuances - 18% Interest

The Company issued two promissory notes to two arms-length shareholders in March 2024 and June 2024 whereby:

- (i) the notes mature December 31, 2025 (previously extended - see *Promissory Note Extensions below*);
- (ii) the notes bear interest at the rate of 18% per annum until maturity; and
- (iii) the lenders were granted a general security interest in the assets of the Company.

Date	Relationship	Amount
March 2024	Arms-Length Party	\$200,000
June 2024	Arms-Length Party	\$50,000

The proceeds of these loans were used for working capital purposes, including costs associated with obtaining revocation of the outstanding cease trade order.

Unsecured Promissory Note Issuances - 18% Interest

Pursuant to the Company's news release of July 19, 2024, wherein the Company announced receipt of a partial revocation of the failure to file cease trade order that was issued by the BC Securities Commission against the Company, the Company has issued promissory notes aggregating \$210,000 to nine arms-length individuals as follows:

Date	# of Subscribers	Relationship	Amount
August 2024	7	Arms-length	\$175,000
January 2025	2	Arms-length	\$35,000

The notes:

- (i) mature 12 months from the date of issuance;
- (ii) bear interest at the rate of 18% per annum until maturity; and
- (iii) are not secured against any assets of the Company and will rank subordinate to certain existing secured debt instruments of the Company.

The remaining \$40,000 under the partial revocation order has not been allocated. No bonus shares will be issued, in accordance with TSX Venture Exchange policies.

The proceeds of these loans were used primarily for costs incurred in applying for a revocation of the outstanding cease trade order, and toward working capital purposes.

Secured Promissory Note Issuances - 18% Interest

The Company issued a series of promissory notes to certain key shareholders from December 2024 to April 2025 as follows:

Date	Relationship	Amount
December 2024	Two arms-length parties	\$101,575*
February 2024	Insider	\$25,000
February 2024	Arms-length party	\$20,000
April 2025	Insider	\$100,000

* The amount was received as US\$36,500. The amount received in US\$ was converted into Canadian dollars at a rate CDN\$1.41 per US1.00 for a converted amount of \$51,575.

The notes:

- (i) mature 12 months from the date of issuance;
- (ii) bear interest at the rate of 18% per annum until maturity; and
- (iii) were granted a general security interest in the assets of the Company.

The proceeds of these loans were used primarily for costs incurred in applying for a revocation of the outstanding cease trade order, and toward working capital purposes.

Promissory Note Extensions

The Company entered into promissory note extension agreements effective January 31, 2025 with eight parties whereby the maturity dates of the loans were extended to December 31, 2025. The promissory notes had an aggregate amount owing of \$5,155,110 consisting of principal of \$4,215,500 and interest of \$939,610. These amounts consisted of secured amounts of \$4,215,528 and unsecured amounts of \$939,582; and to arms-length parties of \$3,698,581 and insiders of the Company of \$1,456,529.

Convertible Debenture Amendment

The Company amended the terms of one convertible debenture in the principal amount of \$330,000, issued in August 2022, whereby historical accrued interest, and prospective interest, would be payable upon maturity rather than in quarterly installments. This debenture will mature in August 2025.

General Matters

In connection with the financing activities disclosed herein there were no bonus securities issued. None of the loans issued or amended are convertible into shares of the Company, except for the convertible debentures which were issued in 2022. The Company has relied on the exemptions from the valuation and minority shareholder approval requirements of Multilateral Instrument 61-101 -- *Protection of Minority Security Holders in Special Transactions* under sections 5.5(b) and 5.7(1)(f) of MI 61-101 in respect of such promissory notes issued to related parties and such promissory notes held by related parties which were amended.

The Company has submitted application for reinstatement to the TSX Venture Exchange, subject to the revocation of the cease trade order against the Company's common shares issued by the BC Securities Commission. The Company intends to be approved for reinstatement and conduct the necessary subsequent financing activities in order to repay the promissory notes and convertible debentures as they mature.

Graeme Lempriere, CEO of Clean Seed, states:

"I would like to take this opportunity to sincerely thank all of our shareholders and lenders for their continued patience, trust, and unwavering support during this important phase of our strategic plan.

Your support has been instrumental in enabling us to pursue and build the foundation for long-term, sustainable growth as we expand our presence into new global markets. This international effort is not simply about geographic expansion, it's a crucial step in scaling our technology, validating our value proposition across diverse agricultural landscapes, and positioning our Company in the sustainable, precision farming solutions landscape.

The resources you have entrusted to us have been used strategically and thoughtfully. They have helped us maintain the momentum of our operations, strengthen our commercial initiatives, advance key strategic relationships, and continue the vital work in new territories like India and Mexico. We are focused on establishing future opportunities for our products and technologies.

This support has also allowed us to submit application to the BC Securities Commission for the revocation of the cease trade order and to the TSX Venture Exchange for reinstatement. These are critical milestones that we are committed to achieving. We understand how important this is to our shareholders, and we want to assure you that we are taking every necessary step to return to the public markets.

Once again, thank you for standing by us during this phase. A heartfelt thank you to our executive team and advisors. Your unwavering dedication, collaboration, and tireless efforts have been instrumental in driving our progress. We look forward to continuing this journey together and delivering on our shared vision."

ON BEHALF OF THE BOARD

"Graeme Lempriere"

Chairman and CEO

About Clean Seed Capital Group Ltd.

The common shares of Clean Seed Capital Group Ltd. are listed on the NEX branch of the TSX Venture Exchange and trade under the symbol "CSX.H".

We are a team of innovators and business management professionals with a proven track record of game changing innovation and production of patented agricultural technologies at an incredibly high level. We pride ourselves as progress facilitators that turn solutions for modern agricultural problem into commercially viable products to fulfill new demand.

Clean Seed's SMART Seeder technologies are revolutionary seeding tools that utilize the unique synergy of sophisticated electronic metering and intuitive software control putting row-by-row variable rate technology at the forefront of agricultural innovation. Our innovations create a new class of highly accurate seeding equipment designed specifically for today's farmer.

For further information please contact Clean Seed at info@cleanseedcapital.com and visit our website at www.cleanseedcapital.com.

Neither the TSX Venture Exchange, the NEX nor their 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.

This press release is not an offer or a solicitation of an offer of securities for sale in the United States. The common shares of Clean Seed Capital Group Ltd. have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from registration.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION:

This news release includes certain “forward-looking statements” as defined under applicable Canadian securities legislation. All information and statements contained herein that are not clearly historical in nature constitute forward-looking information, and the words “anticipate”, “estimate”, “believe”, “continue”, “could”, “expects”, “intend”, “plans”, “postulates”, “predict”, “will”, “may” or similar expressions suggesting future conditions or events or the negative of these terms are generally intended to identify forward-looking information. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties, and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking statements. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Specifically, there is no assurance the Company will be successful in (i) obtaining a full revocation order to the outstanding cease trade order, (ii) reinstating trading of its common shares on the NEX or TSX Venture Exchange, or (iii) repaying all principal and interest under its debt obligations as they become due. Clean Seed 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.