

Glow Lifetech Announces Closing of Non-Brokered Private Placement Offering of Units and Debt Settlement

Toronto, Ontario--(Newsfile Corp. - November 29, 2024) - Glow Lifetech Corp. (CSE: GLOW) (OTCQB: GLWLF) (FSE: 9DO) ("**Glow**" or the "**Company**") is pleased to announce that it has completed a non-brokered private placement offering (the "**Offering**") of 18,000,000 units ("**Units**") at a price of \$0.05 per Unit, for total gross proceeds of \$900,000, and has issued 11,820,000 common shares ("**Shares**") in settlement of \$591,000 in debt at a deemed price of \$0.05 per Share (the "**Debt Settlement**").

Each Unit issued under the Offering consists of one Share and one half of one common share purchase warrant ("**Warrant**"). Each full Warrant is exercisable to acquire one Share ("**Warrant Share**") for a period of eighteen months following the closing of the Offering, at an exercise price of \$0.07 per Warrant Share.

The Company intends to use the proceeds of the Offering for general working capital purposes. In addition, the board of directors of the Company determined that it was in the best interests of the Company to settle outstanding debts through the issuance of the Shares in order to preserve the Company's cash for working capital. All securities issued in connection with the Offering and the Debt Settlement will be subject to a four month and one day hold as required under applicable securities laws.

Insiders of the Company acquired an aggregate of 5,430,000 Units under the Offering. As such, this participation constitutes a "related party transaction" as defined under Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions ("**MI 61-101**"). The Company has relied on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in Sections 5.5(b) and 5.7(1)(a), respectively, of MI 61-101 in respect of such insider participation. The Company did not file a material change report 21 days prior to the closing date of the Offering as details of the respective participation of such insiders in the Offering was unknown at such time.

This news release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**1933 Act**") or any state securities laws and may not be offered or sold within the United States or to, or for account or benefit of, U.S. Persons (as defined in Regulation S under the 1933 Act) except pursuant to an available exemption under the 1933 Act and compliance with, or exemption from, applicable U.S. state securities laws.

Early Warning Reporting

Pursuant to the Offering, Nova Capital Corp. ("**Nova**") acquired 3,000,000 Shares and 1,500,000 Warrants. Immediately prior to the completion of the Offering, Nova owned or exercised control or direction over 24,036,167 Shares and 23,666,667 Common Share purchase warrants, representing 19.78% and 32.86% of the outstanding Shares of the Company on an undiluted and partially diluted basis, respectively. After completion of the Offering, Nova owns or exercise control or direction over 27,036,167 Shares and 25,166,667 Common Share purchase warrants, representing 17.86% and 29.57% of the outstanding Shares of the Company on an undiluted and partially diluted basis, respectively.

The acquisition of the securities described above was completed for investment purposes. Depending on market and other conditions, Nova may from time to time in the future increase or decrease the ownership, control or direction over securities of the Company, through market transactions, private

agreements, or otherwise.

In satisfaction of the requirements of Multilateral Instrument 62-104 - *Take-Over Bids and Issuer Bids* and National Instrument 62-103 - *The Early Warning System and Related Take-Over Bid and Insider Reporting Issues*, an early warning report regarding the acquisition of securities by Nova will be filed under the Company's SEDAR+ Profile at www.sedarplus.ca. To obtain a copy of the early warning report filed by Nova, please contact Nova at 855-442-4569 or refer to the Company's SEDAR+ Profile at www.sedarplus.ca. The Company is located in 65 International Blvd, Suite 103, Etobicoke, Ontario, M9W 6L9, Canada

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<https://www.glowlifetech.com/news>

About Glow Lifetech Corp

Glow Lifetech is a Canadian-based biotechnology company focused on producing nutraceutical and cannabinoid-based products with dramatically enhanced bioavailability, absorption and effectiveness. Glow has a groundbreaking, plant-based MyCell Technology® delivery system, which transforms poorly absorbed natural compounds into enhanced water-compatible concentrates that unlock the full healing potential of the valuable compounds.

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Forward-looking Information Cautionary Statement

Except for statements of historic fact, this news release contains certain "forward-looking information" within the meaning of applicable securities law. Forward-looking information is 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 in this news release include statements with respect to the use of proceeds under the Offering. Forward-looking statements are based on the opinions and estimates 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 anticipated in the forward-looking statements. There are uncertainties inherent in forward-looking information, including factors beyond the Company's control. There are no assurances that the Offering and Debt Settlement described in this news release will be completed on the terms described herein. The Company undertakes no obligation to update forward-looking information if circumstances or management's estimates or opinions should change except as required by law. The reader is cautioned not to place undue reliance on forward-looking statements. Additional information identifying risks and uncertainties that could affect financial results is contained in the Company's filings with Canadian securities regulators, which filings are available at www.sedarplus.ca.

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