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Integrated Cyber Closes First Tranche of Non-Brokered Private Placement

VANCOUVER, British Columbia, February 5, 2025 — Integrated Cyber Solutions Inc. (CSE: ICS) (“**Integrated Cyber**” or the “**Company**”) further to its press release of January 24, 2025 (the “**Prior Press Release**”), announced today that it has completed the first tranche closing (the “**First Tranche Closing**”) of its previously announced offering of the sale of securities, on a private placement basis, of the Company for gross proceeds of up to US\$300,000 (the “**Offering**”). The Company sold a total of 160 convertible debenture units of the Company (the “**CD Units**”) at a price of US\$1,000 per CD Unit, for aggregate gross proceeds in the First Tranche Closing of US\$160,000. The Company intends to close additional tranche of the Offering for additional gross proceeds of up to US\$140,000. However, there can be no assurances that the Company will be able to close any further tranches of the Offering.

Each CD Unit is comprised of: (i) one 15.0% unsecured convertible debenture of the Company in the principal amount of US\$1,000 (a “**Convertible Debenture**”); and (ii) 2,000 Common Share purchase warrants (the “**CD Warrants**”). The Convertible Debentures sold in the First Tranche Closing will mature on February 5, 2027 unless extended to February 5, 2028 in the sole discretion of the Company (the “**Maturity Date**”) and, subject to prior conversion in accordance with their terms, will be repaid in cash at the Maturity Date. Each CD Warrant sold in the First Tranche Closing is exercisable to acquire one Common Share at an exercise price of C\$0.25 until February 5, 2028. From the date of issue until their Maturity Date, Convertible Debenture holders may elect to convert, in whole or in part, the face value of the Convertible Debentures into Common Shares at a conversion price (the “**Conversion Price**”) equal to the greater of \$0.10 per Common Share or 75% of the 15-day volume weighted average price at the time of conversion. At any time prior to the Maturity Date, if the 15-day volume weighted average price of the Common Shares on the Canadian Securities Exchange (or such other Canadian stock exchange on which the greatest volume of Common Shares is traded) meets or exceeds C\$0.60 for three consecutive trading days, any non-converted and remaining face value of the Convertible Debentures will be automatically converted into Common Shares at the Conversion Price.

Upon the conversion of the Convertible Debentures, the Company will pay to the Convertible Debenture holders, in cash, the interest accrued on the Convertible Debentures for the amount converted up to but excluding the date of conversion. The Convertible Debentures shall bear interest at a rate of 15.0% per annum from the date of issue, payable semi-annually in arrears in cash. Interest shall be computed on the basis of a 360-day year composed of twelve 30-day months.

The Convertible Debentures and CD Warrants are subject to a statutory hold period of four months and one day from their date of issuance. For further details concerning the Offering, see the Prior Press Release.

Also, as previously announced in the Prior Press Release, the Company issued to Alke 209,157 Common Shares at a deemed price per Common Share of C\$0.28 in exchange for an advance of C\$58,564.15 made to the Company by Alke Capital Limited (“**Alke**”) under the Investment and Advisory Agreement (the “**Alke Agreement**”) dated April 15, 2022 between the Company and Alke. A copy of the Alke Agreement can be found on the Company’s profile at SEDAR+ (www.sedarplus.ca).

None of the securities sold in connection with the Offering or to Alke will be registered under the United States Securities Act of 1933, as amended, and no such securities may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This news 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 in any jurisdiction in which such offer, solicitation or sale would be unlawful.

Management Changes

The Company announces that Pete Karolczak has resigned as director and chief operating officer of the Company and Kevin Thomas has resigned as chief marketing officer of the Company. Both Pete and Kevin will continue to



support the Company as advisors. Alan Guibord, the Company's CEO wishes to thank both Pete and Kevin for their many contributions to the Company.

On Behalf of the Board of Directors:

Alan Guibord, Director & Chief Executive Officer
Integrated Cyber Solutions Inc.

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ABOUT Integrated Cyber

Integrated Cyber is a managed security service provider (MSSP) that humanizes cybersecurity managed services to the Small-to-Medium Business (SMB) and Small-to-Medium Enterprise (SME) sectors. The Company integrates capabilities from third-party cybersecurity providers, allowing companies to continuously adapt their services to evolving technologies and providers – ensuring customers have access to the latest cybersecurity solutions. Apart from providing essential cybersecurity services, Integrated Cyber's managed services and IC360 technology platform consolidate vast amounts of information to generate actionable intelligence from the numerous software point solutions within their customer's environments. The results enable simple, understandable, and actionable insights to help customers comprehend and better secure their organization. Integrated Cyber greatly emphasizes the human aspect of cybersecurity management, simplifying complex concepts, and highlighting the crucial role that employee behavior plays in a company's cyber defenses.

Forward-Looking Statements

This news release contains forward-looking statements. All statements, other than statements of historical fact that address activities, events or developments that the Company believes, expects or anticipates will or may occur in the future are forward-looking statements. Forward-looking statements in this news release include statements regarding: the Offering and its terms, including the intended use of proceeds of the Offering; the expiry of hold periods for securities distributed pursuant to the Offering; and other matters regarding the business plans of the Company. The forward-looking statements reflect management's current expectations based on information currently available and are subject to a number of risks and uncertainties that may cause outcomes to differ materially from those discussed in the forward-looking statements including: additional tranches of the Offering may not close; that the Company may use the proceeds of the Offering for purposes other than those disclosed in this news release; adverse market conditions; changes in interest and currency exchange rates; and other factors beyond the control of the Company. Although the Company believes that the assumptions inherent in the forward-looking statements are reasonable, forward-looking statements are not guarantees of future performance and, accordingly, undue reliance should not be put on such statements due to their inherent uncertainty. Factors that could cause actual results or events to differ materially from current expectations include general market conditions and other factors beyond the control of the Company. The Company expressly 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 applicable 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.