

Relay Medical Closes \$945,000 Debt Financing

Toronto, Ontario--(Newsfile Corp. - January 29, 2020) - Relay Medical Corp. (CSE: RELA) (OTCQB: RYMDF) (FSE: E1Y2) ("**Relay**" or the "**Company**"), a developer of MedTech innovation, is pleased to announce that the Company completed a financing of \$945,000 through the issuance of secured convertible debentures (the "**Debentures**"). The Debentures will mature on the first anniversary of issuance (the "**Maturity Date**") and bear interest at a rate of ten percent (10%) per annum which shall accrue from the date the Debentures are issued until the Maturity Date. Each Debenture shall be convertible into common shares in the capital of the Company (each, a "**Common Share**") at a price of \$0.18 per Common Share. The lender will also receive a half of a Common Share purchase warrant (each, a "**Debenture Warrant**") for each \$0.18 principal amount of the Debentures, resulting in an aggregate of 2,625,001 Debenture Warrants being issued. Each Debenture Warrant will entitle the holder to acquire one Common Share at an exercise price of \$0.23 per Common Share for a period of two years from the date of issuance.

In connection with the Offering, certain shareholders of the Company agreed to loan 5,250,000 free-trading Common Shares to the holders of the Debentures, in exchange for a half of a Common Share purchase warrant (each whole warrant, a "**Warrant**") for each Common Share. Each whole Warrant will entitle the holder to acquire one Common Share at an exercise price of \$0.20 per Common Share for a period of two years from the date of issuance.

In connection to the Offering, finder's fees were paid equal to 8% of the proceeds raised and an aggregate of 420,000 finder warrants (the "**Finder Warrants**") were issued to the Finder, each Finder Warrant entitling the holder to acquire one Common Share at an exercise price of \$0.18 per Common Share for a period of two years from the date of issuance.

In addition, the Company announces that it has entered into debt conversion agreements with arm's length and non-arm's length creditors, pursuant to which the Company has settled an aggregate of \$797,500 of indebtedness through the issuance of 4,430,555 Common Shares at a price of \$0.18 per Common Share. The Common Shares issued pursuant to the debt settlement are subject to a four-month hold period and completion of the transaction remains subject to final acceptance of the Canadian Securities Exchange.

About Relay Medical Corp.

Relay Medical is an evolving "Integrated MedTech Accelerator" headquartered in Toronto, Canada, acquiring early-stage technologies and inventions, advancing and preparing them for pre-commercial acquisitions in the HealthTech marketplace. By integrating the funding, development and exit process into one organization led and managed by one expert team, Relay Medical is building the capacity to accelerate and transact technologies with high efficiency and grow into a leading engine for MedTech innovation in the global HealthTech marketplace.

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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 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 including, but not limited to delays or uncertainties with regulatory approvals, including that of the CSE. There are uncertainties inherent in forward-looking information, including factors beyond the Company's control. There are no assurances that the commercialization plans for UXD described in this news release will come into effect on the terms or time frame 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.sedar.com



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