

# Cybeats Announces Closing of Private Placement

Toronto, Ontario--(Newsfile Corp. - January 25, 2024) - **Cybeats Technologies Corp. (CSE: CYBT) (OTCQB: CYBCF) ("Cybeats" or the "Company")** announces that, further to its press releases of December 20, 2023 and January 22, 2024, the Company closed its non-brokered private placement through the issuance of 2,025 debenture units (each, a "**Debenture Unit**") in the capital of the Company at a price of \$1,000 per Debenture Unit for gross proceeds of \$2,025,000 (the "**Offering**"), as further detailed below. The Company intends to use the net proceeds from the Offering for working capital and general corporate purposes.

Each Debenture Unit was comprised of: (i) a \$1,000 in principal amount of unsecured convertible debentures (the "**Debentures**"); and (ii) 3,333 common share purchase warrants (each, a "**Warrant**"). Each Warrant shall entitle the holder to purchase one common share (each, a "**Warrant Share**") in the capital of the Company at an exercise price of \$0.40 per Warrant Share for a period of twenty-four (24) months from the date of issuance (the "**Issue Date**").

The Principal Amount of the Debentures, and any accrued and unpaid interest, will mature and become due and payable in cash on the date that is 24 months from the Issue Date (the "**Maturity Date**"). The Principal Amount owing under the Debentures will accrue interest from the date of issuance at 12% per annum, payable every twelve (12) months in cash. The first interest payment will be made twelve (12) months from the Issue Date and will consist of interest accrued from and including the Issue Date.

The Principal Amount on the Debenture is convertible into common shares in the capital of the Company (each, a "**Share**") at the option of the holder, in whole or in part, at any time following the Issue Date at the conversion price of \$0.30 per Share (the "**Conversion Price**"). Upon conversion of the entire Principal Amount of the Debenture, the holder of the Debenture will receive any accrued and unpaid interest thereon from and including the period of the last interest payment date on the Debenture prior to the date of conversion to the date that is one business day prior to the date of conversion (the "**Date of Conversion**"). In the event that the Shares trade on the Canadian Securities Exchange at or above \$0.60 for a period of twenty (20) consecutive trading days at any time following the date that is four months and one day from the Issue Date, the Company shall force the Principal Amount of the Debentures to convert at the Conversion Price (the "**Forced Conversion**"). The Company shall issue a press release announcing the Forced Conversion and the Principal Amount of the Debentures shall convert five (5) business days following the issuance of the press release.

The securities issued in connection with the Offering are subject to a hold period of four months plus a day from the date of closing, pursuant to applicable securities laws. In connection with the Offering, the Company paid certain eligible finders a cash commission in the aggregate of \$3,150.

The Offering constituted a related party transaction within the meaning of Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**") as an insider of the Company subscribed for 210 Debenture Units. The Company is relying 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) of MI 61-101, as the Company is not listed on a specified market and the fair market value of the participation in the Offering by the insider does not exceed 25% of the market capitalization of the Company in accordance with MI 61-101. The Company did not file a material change report in respect of the related party transaction at least 21 days before the closing of the Offering, which the Company deems reasonable in the circumstances in order to complete the Offering in an expeditious manner.

## About Cybeats

Cybeats is a cybersecurity company providing SBOM management and software supply chain

intelligence technology, helping organizations to manage risk, meet compliance requirements, and secure their software from procurement to development and operation. Our platform gives customers comprehensive visibility and transparency into their software supply chain, enabling them to improve operational efficiency and increase revenue. Cybeats. Software Made Certain. Website:

<https://cybeats.com>

**SUBSCRIBE:** For more information, or to subscribe to the Company's mail list, visit:

<https://www.cybeats.com/investors>

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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 the products 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. Company filings are available at [www.sedarplus.ca](http://www.sedarplus.ca).

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