



HYDROGRAPH

HydroGraph Announces Closing of Second Tranche of Private Placement

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VANCOUVER, British Columbia, February 26, 2024 -- HydroGraph Clean Power Inc. (**CSE: HG**) (**OTCQB: HGCPF**) (the “**Company**” or “**HydroGraph**”) announces that the Company has closed the second tranche (the “**Second Tranche**”) of its non-brokered private placement (the “**Offering**”) previously announced on October 30, 2023. Pursuant to the Second Tranche, the Company issued an aggregate of 9,626,000 units of the Company (the “**Units**”) for aggregate gross proceeds of C\$962,600. The Units were offered in US dollars and Canadian dollars at the respective prices of US\$0.074 and C\$0.10. To date, HydroGraph has sold and issued an aggregate of 19,886,856 Units for gross proceeds of approximately C\$1.99 million pursuant to the Offering.

Each Unit consists of one common share in the capital of the Company (each, a “**Common Share**”) and one-half of one Common Share purchase warrant of the Company (each whole warrant, a “**Warrant**”). Each Warrant entitles the holder thereof to purchase one Common Share (each a “**Warrant Share**”) at a price of C\$0.18 per Warrant Share for a period of 24 months after the closing date of the Second Tranche (the “**Closing Date**”), subject to an acceleration right (the “**Warrant Acceleration Right**”) exercisable by the Company, if on any ten consecutive trading days the daily volume weighted average trading price of the Common Shares on the Canadian Securities Exchange is C\$0.28 or greater per Common Share. If the Company exercises its Warrant Acceleration Right, the new expiry date of the Warrants will be the 30th day following the notice of such exercise.

The Company paid cash finders’ fees to a finder (the “**Finder**”) equal to 7% of the gross proceeds raised by the Finder, and issued broker warrants (each, a “**Broker Warrant**”) equal to 7% of the aggregate number of Units sold to purchasers introduced to the Company by the Finder. Each Broker Warrant entitles the holder thereof to acquire one broker unit (the “**Broker Units**”) at a price of \$0.10 for a period of two years from the Closing Date. Each Broker Unit will consist of one Common Share and one half of one common share purchase warrant (each whole warrant, a “**Broker Unit Warrant**”). Each Broker Unit Warrant will be exercisable to purchase an additional Common Share at a price of \$0.18 per Common Share for a period of two years from the Closing Date.

HydroGraph intends to use the net proceeds from the Offering for application development, business development and general working capital purposes. The Company looks forward to

closing the final tranche of the Offering by the end of February and is confident the aggregate proceeds of the Offering will exceed the \$2,000,000 target.

One insider of the Company participated in the Second Tranche and subscribed for a total of 250,000 Units for gross proceeds of C\$25,000. The insider is a related party of HydroGraph, and therefore the Offering is considered a “related party transaction” subject to Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). The Company is relying on exemptions from the formal valuation and minority shareholder approval requirements provided under subsections 5.5(a) and 5.7(1)(a) of MI 61-101 on the basis that participation in the Second Tranche by insiders did not exceed 25% of the Company’s market capitalization.

All securities issued in connection with the Second Tranche are subject to a hold period of four months and one day from February 23, 2024.

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 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 in the “United States” or to “U.S. persons” (as such terms are defined in Regulation S under the 1933 Act) unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration requirements is available.

About HydroGraph

HydroGraph Clean Power Inc. was founded in 2017 to fund and commercialize green, cost-effective processes to manufacture high-purity graphene and other strategic nano-materials in bulk. Publicly listed on the Canadian Securities Exchange in December 2021, the Company acquired the exclusive global license from Kansas State University to produce both graphene and hydrogen through their patented detonation process. More information about the Company and its products can be found on the HydroGraph website. www.hydrograph.com/ For company updates, please follow HydroGraph on [LinkedIn](#) and X ([Twitter](#)).

The Canadian Securities Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of the content of this news release.

Forward-Looking Statements

This release contains certain “forward looking statements” and certain “forward-looking information” as defined under applicable Canadian securities laws. Forward-looking statements and information can generally be identified by the use of forward-looking terminology such as “may”, “will”, “expect”, “intend”, “estimate”, “upon” “anticipate”, “believe”, “continue”, “plans” or similar terminology. Forward-looking statements and information include, but are not limited to: the anticipated use of proceeds of the Offering, the timing and ability of the Company to close the final tranche of the Offering; statements with respect to the Company’s future business plans,

strategies and operations, the opinions or beliefs of management and future business goals. Forward-looking statements and information are based on forecasts of future results, estimates of amounts not yet determinable and assumptions that, while believed by management to be reasonable, are inherently subject to significant business, economic and competitive uncertainties and contingencies. Forward-looking statements and information are subject to various known and unknown risks and uncertainties, many of which are beyond the ability of HydroGraph to control or predict, that may cause HydroGraph's actual results, performance or achievements to be materially different from those expressed or implied thereby, and are developed based on assumptions about such risks, uncertainties and other factors set out herein, including but not limited to: HydroGraph's ability to implement its business strategies; risks associated with general economic conditions; adverse industry events; stakeholder engagement; marketing and transportation costs; loss of markets; volatility of commodity prices; inability to access sufficient capital from internal and external sources, and/or inability to access sufficient capital on favourable terms; industry and government regulation; changes in legislation, income tax and regulatory matters; competition; currency and interest rate fluctuations; and other risks. HydroGraph does not undertake any obligation to update forward-looking information except as required by applicable law. Such forward-looking information represents management's best judgment based on information currently available.

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