



DiagnaMed Announces LIFE Offering of up to \$650,000

TORONTO, May 15, 2024 (GLOBE NEWSWIRE) – DiagnaMed Holdings Corp. (“DiagnaMed” or the “Company”) (CSE: DMED) (OTCQB: DGNMF), a healthcare technology company focused on brain health using AI, is pleased to announce that it is arranging a private placement of a minimum of \$400,000 and a maximum of \$650,000 of units (each, a “Unit”), at a price of \$0.04 per Unit; (the “Offering”). The Offering is being led by EMD Financial Inc.

Each Unit will be comprised of one common share (“Common Share”) in the capital of the Company and one (1) Common Share purchase warrant (“Warrant”) of the Company. Each Warrant will entitle the holder thereof to acquire one additional Common Share at a price of \$0.05 for a period of thirty-six (36) months from the closing date (the “Closing Date”) of the Offering.

There is an offering document (the “Offering Document”) related to the Offering that can be accessed under the Company’s profile at www.sedarplus.ca and on the Company’s website at <https://www.diagnamed.com>. Prospective investors should read the Offering Document before making an investment decision.

As disclosed in the Offering Document, the Company intends to use the net proceeds from the Offering for the research, development and commercialization of its BRAIN AGE® Brain Health AI Platform, and for general corporate and working capital purposes.

In connection with the Offering, the Company will pay finder’s fees and issue finder’s warrants to EMD Financial Inc., as well as any other registrant participating in the Offering, consisting of: (i) cash finder’s fees of up to 8% of the gross proceeds of the Offering; and (ii) finder’s warrants in an amount equal to up to 8% of the number of Units issued pursuant to the Offering. Each finder’s warrant is exercisable into one common share at a price of \$0.05 for a period of thirty-six (36) months following the Closing Date.

The Units offered as a part of the Offering will be offered to purchasers resident in all provinces of Canada, except Québec, pursuant to the listed issuer financing exemption under Part 5A of NI 45-106 (the “Listed Issuer Financing Exemption”). The Company may issue up to an aggregate of 16,250,000 Units for maximum aggregate gross proceeds of \$650,000 under the Listed Issuer Financing Exemption. Units offered under the Listed Issuer Financing Exemption will not be subject to resale restrictions pursuant to applicable Canadian securities laws.

The Offering is anticipated to close on or about June 10, 2024, or such later date as the Company may determine. The closing is subject to certain conditions including, but not limited to, the receipt of all necessary regulatory and other approvals, including the approval of the Canadian Securities Exchange (CSE).

About BRAIN AGE®

BRAIN AGE® Brain Health AI Platform is a world-first consumer brain health and wellness AI solution that estimates brain age and provides a brain health score. Based on research and development at Drexel University and the University of Miami, BRAIN AGE® Brain Health AI combines a brain age estimation and brain health assessment tool with the aim to ‘raise a red flag’ for potential brain health issues. BRAIN AGE® Brain Health AI can assess if a brain is aging more quickly or more slowly than is typical for healthy individuals. Brain age is estimated by collecting neural activity data of the brain with a low-cost and easy-to-use electroencephalogram headset and calculating the data with a proprietary machine-learning model. In addition, BRAIN AGE® Brain Health AI can assess if a person has a healthy brain or is in the early stage of cognitive decline. Brain health is scored by taking a clinically validated assessment for brain resilience, vulnerability and performance functions. Individuals can seek out personalized diagnostics and interventions, such as medication or lifestyle changes, that may help to decrease the development or progression of cognitive decline.

About DiagnaMed

DiagnaMed Holdings Corp. (CSE: DMED) (OTCQB: DGNMF) is a healthcare technology company focused on brain health using AI. DiagnaMed is commercializing BRAIN AGE® Brain Health AI Platform, a world-first consumer brain health and wellness AI solution that estimates brain age and provides a brain health score. Visit DiagnaMed.com.

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Neither the Canadian Securities Exchange nor its Regulation Services Provider have reviewed or accept responsibility for the adequacy or accuracy of this release.

Cautionary Statement

Certain statements in this news release are forward-looking statements, including with respect to future plans, and other matters. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Such information can generally be identified by the use of forwarding-looking wording such as “will”, “may”, “expect”, “could”, “can”, “estimate”, “anticipate”, “intend”, “believe”, “aims”, and “continue” or the negative thereof or similar variations. The reader is cautioned that assumptions used in the preparation of any forward-looking information may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted, as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of the Company, including but not limited to, business, economic and capital market conditions, the ability to manage operating expenses, and dependence on key

personnel. Such statements and information are based on numerous assumptions regarding present and future business strategies and the environment in which the Company will operate in the future, anticipated costs, and the ability to achieve goals. Factors that could cause the actual results to differ materially from those in forward-looking statements include, the continued availability of capital and financing, litigation, failure of counterparties to perform their contractual obligations, loss of key employees and consultants, and general economic, market or business conditions. Factors that could cause actual results to differ materially from those anticipated in these forward-looking statements are described under the caption “Risk Factors” in Company’s management’s discussion and analysis for the three months ended December 31, 2023 (“MD&A”), dated February 29, 2024, which is available on the Company's profile at www.sedarplus.ca. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement. The reader is cautioned not to place undue reliance on any forward-looking information. The forward-looking statements contained in this news release are made as of the date of this news release. Except as required by law, the Company disclaims any intention and assumes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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, including any of the securities in the United States of America. 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) unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration requirements is available.