



ARCPOINT ANNOUNCES CLOSING OF NON-BROKERED PRIVATE PLACEMENT AND ANNOUNCES UPSIZE

For Immediate Release – Not for Dissemination in the United States or through U.S. Newswire Services

Greenville, South Carolina, March 7, 2025 – ARCpoint Inc. (TSXV: ARC) (the “**Company**” or “**ARCpoint**”) is pleased to announce that it has closed its previously announced non-brokered private placement (the “**Offering**”) for gross proceeds of C\$800,000, through the sale of 10,000,000 units of the Company (the “**Units**”) at a price of C\$0.08 per Unit. Each Unit consists of one class A subordinate voting share in the capital of the Company (a “**Share**”) and one Share purchase warrant (a “**Warrant**”). Each Warrant entitles the holder thereof to purchase an additional Share at a price of C\$0.12 for 24 months from issuance, provided that if at any time after the closing date the daily volume weighted average trading price of the Company’s Shares on the TSX Venture Exchange (“**TSXV**”) is at least C\$0.25 per Share for a period of 10 consecutive trading days (the “**Triggering Event**”) the Company may, within 5 days of the Triggering Event, accelerate the expiry date of the Warrants by giving notice thereof to the holders of the Warrants, by way of news release, and in such case the Warrants will expire on the first day that is 30 calendar days after the date on which such notice is given by the Company announcing the Triggering Event.

The net proceeds from the Offering will be used for operational expenses and other general corporate purposes including increasing investor awareness, investor relations and marketing expenses (including the cost of the Agreement, as described below).

Felix Mirando and Adam Ho, each a director of the Company (collectively, the “**Interested Parties**”), purchased or acquired direction or control over a total of 764,199 Units as part of the Offering. The placement to the Interested Parties constitutes a “related party transaction” within the meaning of Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). Notwithstanding the foregoing, the directors of the Company have determined that the Interested Parties’ participation in the Offering will be exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 in reliance on the exemptions set forth in sections 5.5(a) and 5.7(1)(a) of MI 61-101. The Company did not file a material change report 21 days prior to the closing of the Offering as the details of the participation of Interested Parties had not been confirmed at that time.

In connection with the closing of the Offering the Company issued 428,400 finder’s shares (the “**Finder’s Shares**”), 536,400 finder’s warrants (the “**Finder’s Warrants**”) and paid a cash commission of \$36,057.60 to certain arm’s length finders, including Canaccord Genuity Corp. and Venum Financial Corp. Each Finder’s warrant entitles the holder thereof to purchase one Share (a “**Finder’s Warrant Share**”) at a price of \$0.08 per Finder’s Warrant Share until March 7, 2027.

The Company further announces that it intends to raise an additional C\$700,000 by offering a further 8,750,000 Units (having the same terms as the Units offered in the Offering) at C\$0.08 per Unit.

The Offering remains subject to final acceptance from the TSXV. All securities issued in connection with the Offering are subject to a four-month hold period from the closing date under applicable Canadian securities laws, in addition to such other restrictions as may apply under applicable securities laws of jurisdictions outside Canada.

The securities described herein have not been, and will not be, registered under the U.S. Securities Act, as amended, or any state securities laws, and accordingly, may not be offered or sold within the United States or the US persons except in compliance with the registration requirements of the U.S. Securities Act and applicable state securities requirements or pursuant to exemptions therefrom. This press release does not constitute an offer to sell or a solicitation to buy any securities in any jurisdiction.

Marketing Service Agreement

The Company is also pleased to announce that it has entered into a Marketing Service Agreement dated effective March 7, 2025 (the "**Agreement**") with Outside the Box Capital Inc. ("**OTB**"), whereby OTB will provide the Company with certain marketing services (the "**Services**"). The Services will commence on March 10, 2025 and end on September 10, 2025, subject to any mutually agreed upon extension. The Services will be comprised of marketing and distribution services to communicate information about the Company and increase awareness of the Company's activities. As consideration for the Services, the Company will pay OTB a cash fee of \$25,000 USD monthly. The Services will be performed by Jason Coles, who is an arm's length person to the Company. OTB is located at 2202 Green Orchard Place, Oakville, On, L6H 4V4, and can be contacted at jason@outsidethebox.capital or Jason Coles (289) 259-4455I.

About ARCpoint Inc.

ARCpoint is an innovative US-based health care company that leverages technology along with brick-and-mortar locations to give businesses and individual consumers access to convenient, cost-effective healthcare information and solutions with transparent, up-front pricing, so that they can be proactive and preventative with their health and well-being.

For more information, please contact:

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Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the Exchange) accepts responsibility for the adequacy or accuracy of this Press release.

Forward-Looking Information

This release includes certain statements and information that may constitute forward-looking information within the meaning of applicable Canadian securities laws. Forward-looking statements relate to future events or future performance and reflect the expectations or beliefs of management of the Company regarding future events. Generally, forward-looking statements and information can be identified by the use of forward-looking terminology such as "intends" or "anticipates", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "should", "would" or "occur". This information and these statements, referred to herein as "forward-looking statements", are not historical facts, are made as of the date of this news release and include without limitation, statements regarding discussions of future plans, estimates and forecasts and statements as to management's expectations and intentions with respect to, among other things, Company's use of proceeds from the Offering, expectations regarding the receipt of the necessary regulatory approvals for the Offering, the Services to be provided by OTB and the duration of the Agreement.

These forward-looking statements involve numerous risks and uncertainties and actual results might differ materially from results suggested in any forward-looking statements. These risks and uncertainties include, among other things, that the Company will not receive the necessary regulatory approvals in respect of the Offering, the use of proceeds from the Offering may differ from management's expectations, that the nature of the Services provided by OTB or the duration of the Agreement will differ from management's expectations.

In making the forward-looking statements in this news release, the Company has applied several material assumptions, including without limitation, that the Company will receive the necessary regulatory approvals in

respect of the Offering, that the nature and duration of the Agreement will accord with management's expectations and that the gross proceeds from the Offering will be used as currently contemplated.

Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements or forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. Readers are cautioned that reliance on such information may not be appropriate for other purposes. The Company does not undertake to update any forward-looking statement, forward-looking information or financial out-look that are incorporated by reference herein, except in accordance with applicable securities laws. We seek safe harbor.