



SQI Diagnostics Inc. Announces Private Placement with Insider Participation

Toronto, Ontario, January 31, 2020 – SQI Diagnostics Inc. (“SQI” or the “Company”) (TSX-V: SQD; OTCQB: SQIDF), a life sciences and diagnostics company that develops and commercializes proprietary technologies and products for advanced microarray diagnostics, today announced that it intends to complete a non-brokered private placement (the “**Private Placement**”) of up to units (“**Units**”) of the Company at a price of \$0.09 per Unit for gross proceeds of up to \$4,000,000, subject to regulatory and stock exchange approval. Each Unit will consist of one common share and one common share purchase warrant. Each common share purchase warrant will entitle the holder to purchase one common share at a price of \$0.12 for a period of five years from the date of issuance, subject to accelerated expiry in certain circumstances.

It is currently anticipated that three insiders, who are also control persons of the Company, will subscribe for the entirety of the up to 44,444,444 Units issuable under the Private Placement for aggregate gross proceeds of \$4,000,000. The issuances of Units to insiders pursuant to the Private Placement will also be considered related party transactions within the meaning of TSXV Policy 5.9 and Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). SQI intends to rely on exemptions from the formal valuation and minority approval requirements in sections 5.5(g) and 5.7(e) of MI 61-101 in respect of such insider participation on the basis of financial hardship. Further details will be provided in the Company’s material change report to be filed on SEDAR.

In connection with the Private Placement of Units to non-insiders, the Company may pay a finder’s fee in cash, subject to regulatory and stock exchange approval.

The Private Placement is subject to all necessary regulatory and stock exchange approvals and is expected to close on or about February 14, 2020. The securities being issued pursuant to the Private Placement will be subject to a hold period expiring four months and one day from the date of issuance in accordance with applicable Canadian securities law.

SQI intends to use the net proceeds of the Private Placement to repay approximately \$1,000,000 of the principal amount of certain 10% secured non-convertible debentures of the Company, plus accrued and unpaid interest thereon, maturing on February 20, 2020 (the “**Debenture Repayment**”), and to fund the Company’s product commercialization and manufacturing programs, sales and marketing and for general working capital purposes.

The Company expects to file a material change report in respect of the related party transaction less than 21 days prior to the closing of the Private Placement, which the Company deems reasonable in the circumstances so as to be able to avail itself of the proceeds of the Private Placement in an expeditious manner.

The securities described herein have not been, and will not be, registered under the *United States Securities Act of 1933*, as amended (the “**U.S. Securities Act**”) or any state securities laws and accordingly may not be offered or sold within the United States or to “U.S. persons”, as such term is defined in Regulation S promulgated under

the U.S. Securities Act (“**U.S. 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 news release does not constitute an offer to sell or a solicitation of an offer to buy any of the Company’s securities to, or for the account of benefit of, persons in the United States or U.S. Persons.

About SQI Diagnostics

SQI Diagnostics is a life sciences and diagnostics company that develops and commercializes proprietary technologies and products for advanced microarray diagnostics. The Company’s proprietary microarray tests and fully-automated systems are designed to simplify protein and antibody testing workflow, increase throughput, reduce costs and provide excellent data quality. For more information, please visit www.sqidiagnostics.com.

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FORWARD-LOOKING INFORMATION

This news release contains certain forward-looking statements, including, without limitation, statements containing the words “will”, “may”, “expects”, “intends”, “anticipates” and other similar expressions which constitute “forward-looking information” within the meaning of applicable securities laws. Forward-looking statements reflect the Company’s current expectation and assumptions, and are subject to a number of risks and uncertainties that could cause actual results to differ materially from those anticipated. The forward-looking statements in this news release include without limitation, statements with respect to the Private Placement, the Debenture Repayment and the use of proceeds of the Private Placement. These forward-looking statements involve risks and uncertainties including, but not limited to risks related to the failure to obtain necessary regulatory and stock exchange approvals, general economic and market segment conditions, and international risk and currency exchange risks, agreements and future agreements to sell our products, the success of our Diagnostic Tools and Services business and our intent to build near-term revenue streams from this business, the successful regulatory filing and receipt of regulatory approvals for our later stage quantitative diagnostic kits, the acceleration of our revenue ramp, general economic and market segment conditions, competitor activity, technology changes and regulatory approvals. Such statements reflect the current views of the Company with respect to future events and are subject to certain risks and uncertainties and other risks detailed from time-to-time in the Company’s ongoing filings with the securities regulatory authorities, which filings can be found at www.sedar.com. Actual results, events, and performance may differ materially. Readers are cautioned not to place undue reliance on these forward-looking statements. The Company undertakes no obligation to publicly update or revise any forward-looking statements either as a result of new information, future events or otherwise, except as required by applicable laws.

This news release does not constitute an offer to sell or a solicitation of an offer to sell any of the securities in the United States. The securities have not been and will not be registered under the U.S. Securities Act or any state securities laws and may not be offered or sold within the United States or to U.S. persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

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