



AmeriTrust Announces Closing First Tranche of Brokered Offering for \$36,187,200

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TORONTO, ON / ACCESS Newswire / December 23, 2025 / AmeriTrust Financial Technologies Inc. (TSXV:AMT)(OTCQB:AMTFF)(Frankfurt:1ZVA) ("**AmeriTrust**", "**AMT**" or the "**Company**"), a fintech platform targeting automotive finance is please to announce that it has closed the first tranche of its previously announced brokered offering (the "**Offering**") of (i) Debenture Units (as defined below) and, (ii) Life Units (as defined below) for aggregate gross proceeds of \$36,187,200.

Pursuant to the Offering, the Corporation issued, on a private placement basis, 20,850 units of the Company (the "**Debenture Units**") at a price of \$1,000 per Debenture Unit for aggregate gross proceeds of \$20,850,000. Each Debenture Unit consisted of one senior unsecured principal amount \$1,000 convertible debenture of the Company (the "**Debentures**") and approximately 11,765 common share purchase warrants of the Company (the "**Warrants**"). Each Warrant entitles the holder to purchase one common share of the Company (the "**Common Share**") at a price of \$0.12 for a period commencing 60 days following the date hereof (the "**Closing Date**") until 60 months following the Closing Date (the "**Exercise Period**"), subject to an accelerated expiry in the event that anytime after 18 months following the Closing Date the daily volume weighted average trading price of the Common Shares (the "**VWAP**") on the TSX Venture Exchange (the "**TSXV**") or other Canadian stock exchange on which the Common Shares are principally traded, equals or exceeds \$0.30 for a 30 consecutive trading day period (the "**Early Acceleration**"). The Debentures will mature five years from the Closing Date (the "**Maturity Date**") and pay interest at 8% per annum from the Closing Date, payable quarterly in arrears commencing on March 31, 2026.

The Company also issued 306,744,000 units of the Company (the "**Life Units**") at a price of \$0.05 per LIFE Unit for aggregate gross proceeds of \$15,337,200 (the "**LIFE Offering**"). Each LIFE Unit consisted of one Common Share and one Warrant. Each Warrant entitles the holder to purchase one Common Share at a price of \$0.12 during the Exercise Period, subject to the Early Acceleration.

The LIFE Offering was conducted pursuant to the "listed issuer financing exemption" under Part 5A of National Instrument 45-106 - *Prospectus Exemptions* of the Canadian Securities Administrators, as amended by *Coordinated Blanket Order 45-935 - Exemptions from Certain Conditions of the Listed Issuer Financing Exemption* in the provinces of Canada, except for Québec.

The second tranche of the Offering is anticipated to close on or about January 6, 2026.

The Company intends to use the net proceeds from the Offering to support the re-start of lease originations in the first quarter of 2026 funding both "flow" and "haircut capital" under facilities entered into by a bankruptcy remote trust established by the Company and for working capital purposes.

Clarus Securities Inc. and Cormark Securities Inc., acted as co-lead agents (together, the "**Agents**") in connection with the Offering. In consideration for their services, the Company paid the Agents a cash commission of \$1,264,740.00 and issued to the Agents 14,878,000 Common Share purchase warrants (the "**Broker Warrants**") on closing. Each Broker Warrant entitles the holder thereof to acquire one Common Share at a price of C\$0.05 at any time on or before December 23, 2027.

Certain insiders of the Company participated in the first tranche of the Offering. The insider participations in the Offering constitute a "related party transaction" within the meaning of Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"), for which the Company was exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 pursuant to sections 5.5(b) and 5.7(1)(a) thereof, respectively. The Company did not file a material change report 21 days before closing of the first tranche as the amended terms of the Offering were only announced on December 8, 2025, and the Company wished to close the first tranche as expeditiously as possible for sound business reasons. The material change report to be filed by the Company in connection with the closing of the first tranche of the Offering will contain additional details with respect to the insider participations.

The Debenture Units and Broker Warrants (and all underlying securities issued and issuable thereunder) are subject to a statutory hold period under Canadian securities laws until April 24, 2026. The Life Units (and all underlying securities issued and issuable thereunder) are not subject to a statutory hold period.

The option granted to the Agents to issue that number of additional Debenture Units, LIFE Units, or any combination thereof for additional proceeds of up to \$6,000,000 (provided that the exercise of for additional LIFE Units is limited to a maximum of \$1,980,000) remains exercisable until closing of the Second Tranche.

The Offering remains subject to final acceptance by the TSXV.

About AmeriTrust Financial Technologies Inc.

AmeriTrust Financial Technologies Inc., listed on the TSXV, OTCQB, and Frankfurt markets, is a finance solution and fintech provider disrupting the automotive industry. AmeriTrust's integrated, cloud-based transaction platform facilitates transactions amongst consumers, dealers, and funders. AmeriTrust's platform is being made available across the United States.

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FORWARD-LOOKING STATEMENTS

This news release contains forward-looking statements relating to the Company and other statements that are not historical facts. Forward-looking statements are often identified by terms such as "will", "may", "should", "anticipate", "expects", "believes" and similar expressions. All statements other than statements of historical fact, included in this release, including, without limitation, statements regarding the intended use of proceeds, the receipt of all regulatory approvals including final acceptance of the TSXV, the intended date for completion of second tranche of the Offering (if completed at all), future plans and objectives of the Company including the immediate restart of lease originations, strategic roll-outs and state expansions, targeted market share, the intention to grow the business, operations, and existing and potential activities of the Company, future prospects of the Company, the ability of the Company to execute on its business plan and the anticipated benefits of the Company's business plan, negotiations with potential funding partners and the ability of the Company to secure additional funding, are forward looking statements that involve risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements.

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. As a result, we cannot guarantee that any forward-looking

statement will materialize, and the reader is cautioned not to place undue reliance on any forward-looking information. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated.

Forward-looking statements contained in this news release are expressly qualified by this cautionary statement. The forward-looking statements contained in this news release are made as at the date of this news release, and the Company does not undertake any obligation to update publicly or to revise any of the included forward-looking statements, whether as a result of new information, future events or otherwise, except as expressly required by Canadian securities law.

Neither TSX Venture Exchange nor its Regulation Services Provider accepts responsibility for the adequacy or accuracy of this release.

SOURCE: AmeriTrust Financial Technologies Inc.