



Acceleware Ltd. Announces Closing of First Tranche of Non-Brokered Private Placement

CALGARY, Alberta, July 31, 2025 -- Acceleware® Ltd. ("**Acceleware**" or the "**Company**") (TSX-V: AXE), a leading innovator of cutting-edge radio frequency ("**RF**") power-to-heat technologies targeting process heat for critical minerals, amine regeneration (for carbon capture and other applications), and enhanced oil production, announces that the Company closed the first tranche of the non-brokered private placement of units (the "**Units**") that it previously announced on June 30, 2025 (the "**Private Placement**") and distributed a total of 7,913,342 Units, at a price of \$0.10 per Unit, for total gross proceeds of \$791,334.20. It is anticipated that one or more subsequent tranches of the Private Placement will be closed in due course.

Each Unit consists of one common share of the Company (a "**Common Share**") and one common share purchase warrant of the Company (a "**Warrant**"). Each Warrant entitles the holder of the Warrant to acquire one Common Share, at an exercise price of \$0.20, which will expire which will expire 24 months from the date of issuance. If the Common Shares trade at a closing price at or greater than \$0.30 per Common Share for a period of thirty (30) consecutive trading days, Acceleware may accelerate the expiry date of the Warrants by giving notice to the holders thereof, and in such case, the Warrants will expire on the 30th day after the date on which such notice is given by Acceleware.

The Common Shares issued in connection with the Private Placement, the Warrants, and any Common Shares issued upon exercise of the Warrants will be subject to a four-month hold period which will expire on December 2, 2025 in accordance with applicable securities legislation. There were no finders' fees or commissions paid in connection with the Private Placement.

The Company expects to use the proceeds of the Private Placement to fund a portion of the Company's RF XL 2.0 redeployment plan, to advance commercialization of new RF heating applications, including critical minerals applications and amine regeneration applications including carbon capture, and for general corporate purposes.

Insiders of the Company purchased a total of 1,300,000 Units under the Private Placement, which is considered a related party transaction within the meaning of Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). Acceleware relied on the exemptions from the formal valuation and minority approval requirements of MI 61-101 based on a determination that the fair market value of the Private Placement does not exceed 25% of the market capitalization of the Company. No new insiders and no control persons were created in connection with the Private Placement.

About Acceleware

Acceleware is an advanced electromagnetic heating company with cutting-edge RF power-to-heat solutions for large industrial applications. The Company's technologies provide an opportunity to electrify and decarbonize industrial process heat applications while reducing costs.

The Company is working to use its patented and field proven Clean Tech Inverter to materially improve the efficiency of amine regeneration, and has partnered with a consortium of world-class potash partners seeking to decarbonize drying of potash ore and other critical minerals. Acceleware is actively developing other process heat applications and partnerships for RF heating.

Acceleware's RF XL is a patented low-cost, low-carbon RF thermal enhanced oil production technology for heavy oil that is materially different from any enhanced recovery technique used today.

Acceleware is a public company listed on the TSXV under the trading symbol "AXE".

Cautionary Statements

This news release contains forward-looking statements and/or forward-looking information (collectively, "forward-looking statements") within the meaning of applicable securities laws. When used in this release, such words as "will", "anticipates", "believes", "intends", "expects" and similar expressions, as they relate to Acceleware, or its management, are intended to identify such forward-looking statements. Such forward-looking statements reflect the current views of Acceleware with respect to future events, and are subject to certain risks, uncertainties and assumptions. Many factors could cause Acceleware's actual results, performance or achievements to be materially different from any expected future results, performance or achievement that may be expressed or implied by such forward-looking statements. Certain information and statements contained in this news release constitute forward-looking statements, which reflects Acceleware's current expectations regarding future events, including, but not limited to the use of proceeds under the Private Placement; the anticipated completion of any additional tranches of the Private Placement; the receipt of applicable approvals and exemptions (including the Company's board of directors, shareholders, and regulatory approvals including approval of the TSXV) relating to any additional tranches of the Private Placement, the statutory hold periods applicable to the Units and; the anticipated participation by insiders in the Private Placement.

Forward-looking statements are subject to known and unknown risks, uncertainties and other important factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking statements, including but not limited to: the availability of investment capital and other funding; receipt of necessary approvals; availability of financing for technology and project development; uncertainties and risks with respect to developing and adopting new technologies; general business, economic, competitive, political and

social uncertainties; change in demand for technologies to be offered by the Company; obtaining required approvals of regulatory authorities and/or shareholders, as applicable; ability to access sufficient capital from internal and external sources. For a more fulsome list of risk factors please see the Company's December 31, 2024, year-end Management Discussion and Analysis ("MD&A") available on SEDAR+ at www.sedarplus.ca.

Management of the Company has included the above summary of assumptions and risks related to forward-looking statements provided in this release to provide shareholders with a more complete perspective on the Company's current and future operations and such information may not be appropriate for other purposes. The Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, 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. Forward-looking statements included in this news release should not be read as guarantees of future performance or results. Accordingly, readers should not place undue reliance on forward-looking statements. The Company does not undertake to update any forward-looking statements, except in accordance with applicable securities laws.

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

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This press release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities 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 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.

For more information:

Geoff Clark
Tel: +1 (403) 249-9099
geoff.clark@acceleware.com