

Carbeeza

CARBEEZA INC. ANNOUNCES PRIVATE PLACEMENT FINANCING

Calgary, AB – February 21, 2025 – **Carbeeza Inc.** ("**Carbeeza**" or the "**Company**") (TSXV:AUTO) (OTCQB: CRBAF) today announced that it intends to complete a non-brokered private placement of up to 25,000,000 units (each, a "**Unit**") at a price of \$0.05 per Unit for gross proceeds of up to \$1,250,000 (the "**Offering**"). Each Unit will consist of one common share of the Company and one common share purchase warrant (each whole warrant, a "**Warrant**"). Each Warrant entitles the holder to acquire one additional common share of the Company at an exercise price of \$0.15 for a period of 24 months from issuance.

All securities issued in connection with the Offering will be subject to a statutory hold period of four months and one day. Completion of the Offering is subject to a number of conditions, including without limitation, receipt of TSX Venture Exchange approval. The Company intends to use the net proceeds from the Offering for working capital and general corporate purposes.

It is anticipated that insiders of the Company will subscribe to the Offering. Participation by insiders of the Company in the Offering constitutes a related-party transaction as defined under Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). The issuance of securities is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 on the basis that the fair market value of the insiders' participation in the Offering, as determined in accordance with MI 61-101, shall not exceed 25% of the Company's market capitalization.

Carbeeza Inc.

Carbeeza is a Canadian-based software company whose platform is targeted to the automotive marketplace. It is the first application to harness the power of Artificial Intelligence to accurately predict the best financing scenario for consumers, all while keeping the consumer anonymous. Using state-of-the-art technology, Carbeeza brings the process of buying a car right to the phone, tailor-made for the consumer. Carbeeza is highly beneficial to both consumers and auto dealers.

ON BEHALF OF THE BOARD OF DIRECTORS OF CARBEEZA INC.

Sandro Torrieri, Chief Executive Officer

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

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Notice Regarding Forward-Looking Information:

This news release contains forward-looking statements including but not limited to statements regarding the Company's business, assets or investments, as well other statements that are not historical facts. Readers are cautioned not to place undue reliance on forward-looking statements, as there can be no assurance that the plans, intentions or expectations upon which they are based will occur. By their nature, forward-looking statements involve numerous assumptions, known and unknown risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, forecasts, projections and other forward-looking statements will not occur, which may cause actual performance and results in future periods to differ materially from any estimates or projections of future performance or results expressed or implied by such forward-looking statements. These assumptions, risks and uncertainties include, among other things, the state of the economy in general and capital markets in particular, investor interest in the business and prospects of the Company.

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, except as required by applicable securities law. Additionally, the Company undertakes no obligation to comment on the expectations of, or statements made, by third parties in respect of the matters discussed above.