



Hypercharge Announces Closing of Brokered LIFE Offering of Units for Gross Proceeds of \$3,750,000

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VANCOUVER, British Columbia, Nov. 05, 2025 -- [Hypercharge Networks Corp. \(TSXV: HC; OTC: HCNWF; FSE: PB7\)](#) (the "**Company**" or "**Hypercharge**"), a leading, smart electric vehicle (EV) charging solutions provider and network operator is pleased to announce the closing of its previously announced brokered private placement offering of units (the "**Offering**") for gross proceeds of \$3,750,000.

The Offering was conducted on a "best efforts" private placement basis at a price of \$0.10 per unit (each, a "**Unit**") and was completed pursuant to the terms of an agency agreement dated November 5, 2025, entered among the Company and FMI Securities Inc. ("**FMI**"), (the "**Agent**") as lead agent and sole bookrunner. In total, the Company issued 37,500,000 Units.

Each Unit consists of one common share of the Company (a "**Common Share**") and one-half of one common share purchase warrant (each whole warrant, a "**Warrant**"). Each Warrant entitles the holder to acquire one additional Common Share at a price of \$0.12 per share for a period of two years following the date of issuance (the "**Expiry Date**"), subject to adjustment in certain events or acceleration. If, at any time after the issue date of the Warrants, the Common Shares trade on the TSX Venture Exchange (the "**TSXV**") at a volume-weighted average trading price of \$0.20 or greater per Common Share for a period of ten (10) consecutive trading days, the Company may, at its sole discretion, accelerate the Expiry Date by providing written notice (the "**Acceleration Notice**") to the holders. In such case, the Warrants will expire thirty days following the date on which such Acceleration Notice is provided.

The Units were offered for sale by way of private placement in each of the provinces of Canada (other than Quebec) pursuant to the "listed issuer financing exemption" under Part 5A of *National Instrument 45-106 – Prospectus Exemptions*, as amended by *Coordinated Blanket Order 45-935 – Exemptions from Certain Conditions of the Listed Issuer Financing Exemption* (collectively, the "**LIFE Exemption**"). The securities issued to purchasers pursuant to the Offering are not subject to a statutory hold period in accordance with applicable Canadian securities laws and are freely tradeable. The closing of the Offering remains subject to the final approval of the TSXV.

Tony Geheran and Jason Baybutt, each an "insider" of the Company, have subscribed under the Offering for 5,000,000 Units for aggregate gross proceeds of \$500,000, and 150,000 Units for aggregate gross proceeds of \$15,000, respectively. The subscriptions by Mr. Geheran and Mr. Baybutt are considered to be a "related party transaction" for purposes of Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions ("**MI 61-101**"). The Company did not file a material change report more than 21 days before the expected closing date of the Offering as the details of the Offering and the participation therein by any related party of the Company was not settled until shortly prior to the closing of the Offering, and the Company wished to close the Offering on an expedited basis for sound business reasons. The Company is relying on exemptions from the formal valuation and minority shareholder approval requirements available under MI 61-101. The Corporation is exempt from the formal valuation requirement in Section 5.4 of MI 61-101 in reliance on Section 5.5(a) of MI 61-101 as the fair market value of the transaction, insofar as it involves interested parties, is not more than 25% of the Company's market capitalization. Additionally, the Company is exempt from the minority shareholder approval requirement in Section 5.6 of MI 61-101 in reliance on Section 5.7(1)(a) of MI 61-101 as the fair market value of the transaction, insofar as it involves interested parties, is not more than 25% of the Company's market capitalization.

The net proceeds of the Offering will be used for general working capital and corporate purposes, as further described in the Offering Document. The offering document related to the Offering (the "**Offering Document**") can be accessed under the Company's profile on SEDAR+ at www.sedarplus.ca and on the Company's website at www.hypercharge.com.

In consideration for services provided in connection with the Offering, the Company paid the Agent a cash commission (the "**Cash Commission**") equal to 6.0% of the gross proceeds and issued to the Agent broker warrants ("**Broker Warrants**") equal to 6% of the number of Units sold under the Offering. Each broker warrant is exercisable to acquire one Unit at \$0.10 for 24 months from the date of issuance. The cash commission and number of broker warrants were reduced to 3.0% in respect of sales to subscribers on a president's list.

The securities issued pursuant to the Offering have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons in the absence of U.S. registration or an applicable exemption from the U.S. registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in the United States or in any other jurisdiction in which such offer, solicitation or sale would be unlawful.

About Hypercharge

[Hypercharge Networks Corp. \(TSXV: HC; OTC: HCNWF; FSE: PB7\)](#) is a leading provider of smart electric vehicle (EV) charging solutions for residential and commercial buildings, fleet operations, and other rapidly growing sectors. Driven by its mission to accelerate EV adoption and enable the shift towards a carbon neutral economy, Hypercharge is committed to

offering seamless, simple solutions including industry-leading hardware, innovative and integrated software, and comprehensive services, backed by a robust network of public and private charging stations. Learn more: <https://hypercharge.com/>.

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Forward-Looking Statements

This news release contains forward-looking statements and forward-looking information (collectively, "forward-looking statements") within the meaning of applicable securities laws. Any statements that are contained in this news release that are not statements of historical fact may be deemed to be forward-looking statements. More particularly and without limitation, this news release contains forward-looking statements concerning the intended use of proceeds for the Offering and the receipt of final acceptance from the TSXV in respect of the Offering. Forward-looking statements are often identified by terms such as "may", "could", "should", "anticipate", "will", "estimates", "believes", "intends", "expects" and similar expressions which are intended to identify forward-looking statements. Forward-looking statements are inherently uncertain, and the actual performance may be affected by a number of material factors, assumptions and expectations, many of which are beyond the control of the Company. Readers are cautioned that assumptions used in the preparation of any forward-looking statements 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. Readers are further cautioned not to place undue reliance on any forward-looking statements, as such information, although considered reasonable by management of the Company at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated.

The forward-looking statements contained in this news release are made as of the date of this news release, and are expressly qualified by the foregoing cautionary statement. Except as expressly required by securities law, the Company undertakes no 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.

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