

IC Group Holdings Inc. Announces Amended Private Placement Terms and Updated Closing Timeline

Toronto, Ontario--(Newsfile Corp. - December 1, 2025) - **IC Group Holdings Inc. (TSXV: ICGH) ("IC Group" or the "Company")** announces that it has amended the terms of its previously announced non-brokered private placement (the "Offering") and now anticipates closing on or about December 12, 2025, subject to customary conditions including TSX Venture Exchange approval.

Under the amended terms, the Company will issue up to 8,000,000 units (the "Units") at a price of \$0.50 per Unit for expected gross proceeds of up to \$4,000,000. Each Unit will consist of one common share of the Company and one-half of one common share purchase warrant (each whole warrant, a "Warrant").

Each Warrant will now entitle the holder to purchase one additional common share at an exercise price of \$0.65 for a period of 30 months from the date of issuance.

The amended financing terms reflect several adjustments from those previously announced on November 4, 2025. The exercise price of each whole warrant has been reduced from \$0.75 to \$0.65, providing investors with a more favourable incentive to participate. The warrant term has also been extended from 24 months to 30 months, giving holders additional time to exercise. In addition, broker warrants issued to eligible finders will now be exercisable for 30 months at \$0.50, aligning their duration with the investor warrants. The Unit price of \$0.50 and the maximum offering size of \$4,000,000 remain unchanged. These modifications are intended to strengthen the offering's competitiveness and support increased investor engagement.

Eligible finders may be paid a cash commission of 6 percent of the proceeds raised and may be issued finder warrants equal to 6 percent of the number of Units sold. Each finder warrant will be exercisable at \$0.50 for a period of 30 months from the date of issuance.

The securities issued under the Offering will be subject to a statutory hold period of four months and one day from the date of issuance as required by applicable securities laws.

The Company intends to use the net proceeds from the Offering to support sales and marketing expansion across its business units, advance technology development within its messaging and live engagement platforms, and for general working capital and corporate purposes.

Certain insiders of the Company may participate in the Offering. Any such participation would constitute a related party transaction under Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions. The Company expects such participation to be exempt from the formal valuation and minority approval requirements of MI 61-101 as neither the fair market value of the Units issued to insiders nor the consideration paid by insiders will exceed 25 percent of the Company's market capitalization. A material change report will be filed once insider participation details are finalized.

The securities offered have not been registered under the United States Securities Act of 1933. They may not be offered or sold in the United States unless an exemption from registration is available. This press release does not constitute an offer to sell or a solicitation of an offer to buy any securities in any jurisdiction where the offer or sale would be unlawful.

Closing of the Offering remains subject to TSX Venture Exchange approval.

About IC Group Holdings Inc.

IC Group (TSXV: ICGH) is transforming how brands engage with audiences across live events, social

media, and digital platforms to drive commerce, capture valuable first-party data to fuel ongoing marketing initiatives, and build customer loyalty. The Company does this by simplifying and managing technology, regulatory, data security, and financial risks of engaging with consumer audiences at scale on a global basis. Its solutions span digital engagement, mobile messaging, and specialty insurance for Fortune 500 brands, their agency partners, and over 90 professional sports teams in international jurisdictions.

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Neither the 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.

This news 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.

Cautionary Statement Regarding Forward-Looking Information

Certain information contained in this news release constitutes "forward-looking information" or "forward-looking statements" (collectively, "forward-looking information"). Without limiting the foregoing, such forward-looking information includes statements regarding the process and completion of the Offering, the use of proceeds of the Offering and any statements regarding the Company's business plans, expectations and objectives. In this news release, words such as "may", "would", "could", "will", "likely", "believe", "expect", "anticipate", "intend", "plan", "estimate" and similar words and the negative form thereof are used to identify forward-looking information. Forward-looking information should not be read as guarantees of future performance or results. It will not necessarily be an accurate indication of whether, or the times at or by which, such future performance will be achieved. Forward-looking information is based on information available at the time and/or the Company management's reasonable faith belief with respect to future events. It is subject to known or unknown risks, uncertainties, assumptions and other unpredictable factors, many of which are beyond the Company's control. For additional information with respect to these and other factors and assumptions underlying the forward-looking information made in this news release, see the Company's most recent Management's Discussion and Analysis and financial statements and other documents filed by the Company with the Canadian securities commissions and the discussion of risk factors set out therein. Such documents are available at www.sedarplus.ca under the Company's profile and on the Company's website, <https://www.icgroupinc.com/>. The forward-looking information set forth herein reflects the Company's expectations as at the date of this news release and is subject to change after such date. The Company disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, other than as required by law.

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