



STACK CAPITAL GROUP INC. CLOSES BEST EFFORTS FINANCING AND CONCURRENT NON-BROKERED PRIVATE PLACEMENT FOR TOTAL GROSS PROCEEDS OF \$35,000,000

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TORONTO, CANADA – August 7, 2025 – Stack Capital Group Inc., (the "Company") (TSX:STCK & TSX:STCK.WT.A & TSX:STCK.WT.B) is pleased to announce that it has closed its previously announced "best efforts" private placement (the "LIFE Offering") and concurrent non-brokered private placement (the "Concurrent Private Placement" and collectively, with the LIFE Offering, the "Offering") for total gross proceeds to the Company of \$35,000,000. The LIFE Offering was co-led by Canaccord Genuity Corp., Raymond James Ltd., RBC Capital Markets and TD Securities Inc., for and on behalf of a syndicate of agents including Scotia Capital Inc., Wellington-Altus Private Wealth Inc., National Bank Financial Inc. and iA Private Wealth Inc. (collectively, the "Agents"). Pursuant to the LIFE Offering, the Company issued 1,454,545 units (the "Units") at a price of \$13.75 per Unit (the "Offering Price") for gross proceeds of \$20,000,000. Pursuant to the Concurrent Private Placement, the Company issued 1,090,909 Units at the Offering Price for gross proceeds of \$15,000,000. In addition, the Company obtained approval from the Toronto Stock Exchange (the "TSX") for the listing of the Unit Shares, Warrants and Warrant Shares (each as defined below) under the Offering subject to final approval of the TSX.

Each Unit consisted of one common share (a "Common Share" and the Common Shares comprising the Units being the "Unit Shares") and one-quarter of one Common Share purchase warrant of the Company (each whole warrant, a "Warrant"). Each Warrant entitles the holder thereof to acquire one Common Share (a "Warrant Share") for a period of 24 months following the date hereof at an exercise price of \$17.00 per Warrant Share, subject to adjustment in certain events.

The LIFE Offering was made to purchasers resident in certain provinces of Canada pursuant to the listed issuer financing exemption from the prospectus requirement under Part 5A of National Instrument 45-106 – *Prospectus Exemptions* and Coordinated Blanket Order 45-935 *Exemptions from Certain Conditions of the Listed Issuer Financing Exemption* of the Canadian Securities Administrators (collectively, the "LIFE Exemption"). Upon closing of the Offering, the Unit Shares and Warrants offered under the LIFE Exemption are immediately freely tradeable under applicable Canadian securities legislation. Further, as Units issued under the Concurrent Private Placement were issued in accordance with applicable securities laws pursuant to available exemptions from the prospectus requirements not requiring a hold period, including Units issued to investors outside of Canada pursuant to Ontario Securities Commission Rule 72-503 - *Distributions Outside Canada*, the Unit Shares and Warrants offered under the Concurrent Private Placement are also immediately freely tradeable under applicable Canadian securities legislation.

The net proceeds of the Offering will be used for investments in accordance with the Company's investment principles and general corporate and working capital purposes.

At the closing of the Offering, the Company paid to the Agents a cash fee equal to 5.0% of the gross proceeds raised in connection with the Offering.

Certain insiders of the Company purchased an aggregate of 9,162 Units under the Offering, which constitutes a "related party transaction" as defined under Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). However, the Company relied on

exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 based on the fact neither the fair market value of the Units subscribed for by the insiders, nor the consideration for the Units paid by such insiders, exceeded 25% of the Company's market capitalization as at the date of the announcement of the Offering.

No securities regulatory authority has either approved or disapproved of the contents of this news release. This news release is for information purposes only and does not constitute an offer to sell or a solicitation of an offer to buy any of the securities of the Company in the United States of America. The Units, Unit Shares, Warrants and Warrant Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the "1933 Act") or any state securities laws and may not be offered, sold or delivered, directly or indirectly, within the United States, its possessions and other areas subject to its jurisdiction or for the account or for the benefit of U.S. Persons (as defined under applicable securities laws) or persons in the United States unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration is available.

About Stack Capital Group Inc.

The Company is an investment holding company and its business objective is to invest in equity, debt and/or other securities of growth-to-late-stage private businesses. Through the Company, shareholders have the opportunity to gain exposure to the diversified private investment portfolio; participate in the private market; and have liquidity due to the listing of the Common Shares on the TSX. At the same time, the public structure also allows the Company to focus its efforts on maximizing long-term performance through a portfolio of high growth businesses, which are not widely available to most Canadian investors. SC Partners Ltd. has taken the initiative in creating the Company and acts as the Company's administrator and is responsible to source and advise with respect to all investments for the Company.

Forward looking and other cautionary statements

Certain information in this news release constitutes forward-looking statements under applicable securities law. Any statements that are contained in this news release that are not statements of historical fact may be deemed to be forward-looking statements. Forward-looking statements are often identified by terms such as "may", "should", "anticipate", "expect", "intend" and similar expressions. Forward-looking information contained or referred to in this news release includes, but may not be limited to, the business of the Company's ability to obtain the final approval of the TSX, and the proposed use of proceeds of the Company from the Offering.

Forward-looking statements are based on assumptions and are subject to a number of risks and uncertainties, many of which are beyond our control, which could cause actual results to differ materially from those that are disclosed in or implied by such forward-looking statements. The material assumptions supporting these forward-looking statements include, among others, that the Company will receive the necessary final approval for the Offering from the TSX. Additional risk factors that may impact the Company or cause actual results and performance to differ from the forward looking statements contained herein are set forth in the Company's most recent annual information form under the heading "Risk Factors" (a copy of which can be obtained under the Company's profile on www.sedarplus.com).

Readers are cautioned that the foregoing list is not exhaustive. Readers are further 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 placed will occur. 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. Except as required by applicable law, the Company undertakes no obligation

to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

For more information, please visit our website at www.stackcapitalgroup.com or contact:

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