*NOT FOR DISTRIBUTION TO UNITED STATES WIRE SERVICES OR DISSEMINATION IN THE UNITED STATES. 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. THIS NEWS RELEASE DOES NOT CONSTITUTE AN OFFER OR SALE OF SECURITIES IN THE UNITED STATES.*

FOR IMMEDIATE RELEASE   TSX Venture Exchange: DBC.P

DEPARTURE BAY CAPITAL ANNOUNCES EXECUTION OF DEFINITIVE AGREEMENT AND UPDATES ON PROPOSED QUALIFYING TRANSACTION WITH CHEELCARE

FEBRUARY 26, 2025 – VANCOUVER, BC – DEPARTURE BAY CAPITAL CORP. ("**DBC**") is pleased to announce it has entered into an arm's lenght definitive business combination agreement dated February 24, 2025 (the "**Definitive Agreement**") with 9302204 Canada Inc. (o/a Cheelcare) ("**Cheelcare**"), whereby DBC's wholly-owned subsidiary, 16729053 Canada Inc. ("**Subco**"), will amalgamate with Cheelcare (the "**Amalgamation**") to complete DBC's qualifying transaction (the "**Transaction**") in accordance with the policies of the TSX Venture Exchange (the "**TSXV**" or the "**Exchange**").

About Cheelcare

9302204 Canada Inc. (o/a Cheelcare™) is a private company incorporated under the *Canada Business Corporations Act* (the "**CBCA**") and stands as a technological and manufacturing company dedicated to removing barriers to mobility. Cheelcare co-founders, Eugene Cherny and Dima Paltsev, started Cheelcare based in Richmond Hill, Ontario, Canada in 2015. Cheelcare is determined to improve the lives of millions living with disabilities by delivering life-changing technology to the wheelchair market. Cheelcare's portfolio includes three growing lines of patented devices: innovative safety accessories, the industry-award-winning power add-on for manual wheelchairs known as Companion, and Curio, a technologically advanced robotic complex rehab power wheelchair. Its products are available through more than 150 dealer locations and over 20 VA Medical Centers, including Canada's largest retailer of wheelchair equipment and one of the USA's largest DME retailers.

Select Financial Information of Cheelcare

The financial information of Cheelcare is provided below:

	April 30, 2024 (Audited) (CAD$)	April 30, 2023 (Audited) (CAD$)	October 31, 2024 (Unaudited) (CAD$)
Total Assets	$598,482	$383,918	$348,868.68
Total Liabilities	$2,953,833	$2,270,001	$3,002,842.91
Total Revenues	$1,444,617	$1,110,163	$985,361.09
Net Income And Comprehensive Income	($540,838)	($126,464)	($298,690.47)

Terms of the Transaction

The Transaction will be carried out pursuant to the terms of the Definitive Agreement, a copy of which will be available on DBC's SEDAR+ profile at www.sedarplus.ca. The below description of the terms of the Transaction and the Definitive Agreement is qualified in its entirety by reference to the full text of the Definitive Agreement.

Under the terms of the Definitive Agreement, DBC, Subco and Cheelcare will effect the Amalgamation in accordance with the CBCA and pursant to the amalgamation agreement, dated February 24, 2025. The Transaction will be completed for an aggregate purchase price of approximetaly $7,891,511.25 through the issuance of an aggregate of 10,522,015 Resulting Issuer Common Shares (as defined below) at a price of $0.75 per share. Subco and Cheelcare will amalgamate to form an amalgamated entity ("**Amalco**"), which will continue as a wholy-owned subsidiary of DBC (upon completion of the Transaction, referred to as the "**Resulting Issuer**").

Immediately prior to the completion of the Transaction and as a condition to the completion of the Transaction, DBC will consolidate (the "**DBC Consolidation**") its issued and outstanding common shares (the "**DBC Common Shares**") on the basis of three (3) pre-consolidation DBC Common Shares for each one (1) post-consolidation DBC Common Share (the "**DBC Consolidation Ratio**"). Currently, the share capitalization of DBC is comprised of: 4,500,000 DBC Common Shares issued and outstanding, stock options exercisable for 450,000 DBC Common Shares, and broker warrants exercisable for 200,000 DBC Common Shares. All incentive stock options and outstanding warrants of DBC are anticipated to be adjusted on the basis of the DBC Consolidation Ratio. DBC shall also obtain the necessary approvals for the change of DBC's name to "Cheelcare Inc." (or such other substantially similar name as may be determined by Cheelcare) (the "**Name Change**"), and will appoint three nominees of Cheelcare to its board of directors (as detailed below).

In addition, immediately prior to the completion of the Transaction and as a condition to the completion of the Transaction, Cheelcare will split (the "**Cheelcare Split**") its issued and outstanding common shares (the "**Cheelcare Common Shares**") on such basis as shall result in Cheelcare having 10,522,015 Cheelcare Common Shares (the "**Cheelcare Share Split Ratio**") issued and outstanding following completion of the split, excluding any securities issued in the Private Placement (as defined below) and the Cheelcare Convertible Debenture Conversion (as defined below). There are currently 8,005,690 Cheelcare Common Shares issued and outstanding.

All incentive stock options of Cheelcare are anticipated to be adjusted on the basis of the Cheelcare Share Split Ratio.

After the Cheelcare Split and immediately prior to the Amalgamation, the issued and outstanding principal amount of Cheelcare's convertible debentures (the "**Cheelcare Convertible Debentures**") will automatically be converted in accordance with the terms thereof into Cheelcare Common Shares on a post-Cheelcare Split basis at the conversion price stipulated in the certificates of the Cheelcare Convertible Debentures and any accrued and unpaid interest will be converted into Cheelcare Common Shares on a post-Cheelcare Split basis, subject to the terms of Cheelcare Convertible Debentures (the "**Cheelcare Convertible Debenture Conversion**"). In addition, each Subscription Receipt (as defined below) issued pursuant to the Private Placement shall automatically convert into one Unit (as defined below) and each Unit consists of one Cheelcare Common Share and one-half (1/2) of one common share purchase warrant (each whole warrant, a "**Cheelcare Warrant**").

The Cheelcare Convertible Debenture Conversion will result in the issuance of Units to certain officers and directors of DBC (the "**Insiders**") and will constitute a related party transaction, but is exempt from the formal valuation and minority approval requirements of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**") as DBC's securities are not listed on any stock exchange identified in Section 5.5(b) of MI 61-101 and the fair market value of the Units issued to the Insiders does not exceed 25% of DBC's market capitalization.

Concurrently with the Amalgamation, each holder of Cheelcare Common Shares (which, for greater certainty, includes the holders of Cheelcare Common Shares issued pursuant to the Cheelcare Convertible Debenture Conversion, the holders of any Cheelcare Common Shares issued as payment of accrued and unpaid interest on the Cheelcare Convertible Debentures and the holders of Cheelcare Common Shares issued pursuant to the conversion of the Subscription Receipts) (the "**Cheelcare Shareholders**"), will receive one (1) fully paid and non-assessable common share of the Resulting Issuer (a "**Resulting Issuer Common Share**") in exchange for each issued and outstanding Cheelcare Common Share on a post-Cheelcare Split basis (the "**Exchange Ratio**") held by such shareholder.

Concurrently with the Amalgamation, the Resulting Issuer shall issue the options of the Resulting Issuer and warrants of the Resulting Issuer in accordance with its existing terms to the holders of options of Cheelcare (the "**Cheelcare Options**") and Cheelcare Warrants, respectively, on a post-Cheelcare Split basis, at the Exchange Ratio.

For further information regarding the Transaction, see the press releases of DBC dated October 30, 2024 and December 13, 2024.

Significant Conditions to Closing

The completion of the Transaction is subject to a number of conditions, including but not limited to: (i) obtaining necessary third party approvals, (ii) Exchange acceptance, (iii) the approval of the shareholders of Cheelcare for the Amalgamation, (iv) the approval by the board of directors of Cheelcare and DBC, (v) closing of a private placement for gross proceeds of not less than

C$2,500,000 and a maximum of C$3,500,000 (the "**Private Placement**"), (vi) the unanimous shareholder agreement of Cheelcare shall have been terminated in accordance with its terms, (vii) dissent rights shall not have been exercised by holders of more than ten percent (10%) of the Cheelcare Common Shares, (viii) the DBC Consolidation and the Name Change, (ix) the Resulting Issuer Common Shares to be issued to the Cheelcare Shareholders pursuant to the Transaction, being freely-tradeable (subject to the usual restrictions under National Instrument 45-102 – *Resale of Securities*) and being issued as fully paid and non-assessable Resulting Issuer Common Shares, free and clear of any and all encumbrances, except those as may be imposed pursuant to the escrow restrictions of the Exchange.

The obligations of DBC and Cheelcare pursuant to the Definitive Agreement shall terminate in certain specified circumstances, including but not limited to the Transaction not being completed by May 29, 2025.

Shareholder approval

The Transaction is subject to shareholder approval of Cheelcare, but not to DBC shareholder approval.

Proposed Management and Board of Directors of Resulting Issuer

The directors of the Resulting Issuer are anticipated to be: (i) Eugene Cherny; (ii) Dima Paltsev; (iii) Roy Ellis; and two directors to be nominated by DBC. The senior management team of the Resulting Issuer will consist of those officers appointed by the new board of directors of the Resulting Issuer concurrent with the closing of the Transaction, and are anticipated to include, Eugene Cherny, President and Chief Executive Officer and Dima Paltsev, Chief Financial Officer and Corporate Secretary.

Biographies for the anticipated Principals and Insiders (as such terms are defined in the policies of the Exchange) are provided below. DBC anticipates issuing a subsequent press release disclosing the biographies of any additional Princpials and Insiders once such individuals are confirmed:

Eugene Cherny (Chief Executive Officer and Director of the Resulting Issuer)

Eugene is an innovator with a proven track record in creating growth for new and existing businesses including over 20 years as Vice-President at Hummingbird and General Manager at OpenText. Eugene has over a decade of C-Suite executive experience within the software development and medical device industry, leading a start-up venture to over $20MM in ARR. His expertise is operational strategy, technology and engineering.

Dima Paltsev (Chief Financial Officer, Corporate Secretary and Director of the Resulting Issuer)

Dima has over 20 years of leadership experience in engineering and project development across various industries including automotive and motorcycle design and manufacturing. Dima holds MSc in Automotive Engineering and an MBA from the Graduate School of Business, University of Chicago. He brings in decades of experience in engineering, manufacturing, project management and finance.

Filing Statement

In connection with the Transaction, DBC and Cheelcare shall prepare and file a filing statement outlining the definitive terms of the Transaction and describing the business to be conducted by the Resulting Issuer, in accordance with the policies of the Exchange. It is expected that the Resulting Issuer will be listed on the TSXV as a Tier 2 Technology Issuer (as such term is defined in the TSXV Corporate Finance Manual).

Arm's Length Transaction

The Transaction was negotiated by parties who are dealing at arm's length with each other and therefore, the Transaction is not a Non-Arm's Length Qualifying Transaction in accordance with the policies of the Exchange.

No non-arm's length parties to DBC hold securities in Cheelcare other than: (i) 66,666 Subscription Receipts indirectly acquired by Alan Savage, Chief Financial Officer and director of DBC; (ii) $50,000 of Cheelcare Convertible Debentures purchased directly by Trevor Treweeke, Chief Executive Officer, Corporate Secretary and director of DBC; (iii) $99,999.50 of Cheelcare Convertible Debentures purchased indirectly by Paul Andreola, director of DBC and (iv) $25,000 of Cheelcare Convertible Debentures purchased indirectly by Jake Bouma, director of DBC.

Private Placement of Subscription Receipts and Debentures of Cheelcare

As a condition to the Defintive Agreement, Cheelcare closed its non-brokered private placement of subscription receipts (the "**Subscription Receipts**") for aggregate gross proceeds of $3,499,999.50, at a price of $0.75 per Subscription Receipt. Cheelcare closed a first tranche of the Private Placement on December 31, 2024 pursuant to which it issued 4,523,604 Subscription Receipts and a second tranche on January 29, 2025 pursuant to which it issued 143,062 Subscription Receipts. Concurrent with the closing of the Transaction, each Subscription Receipt will automatically convert without any further action or payment of any additional consideration therefor, into one unit of Cheelcare (a "**Unit**"), with each Unit being comprised of one post-Cheelcare Split common share and one-half of one warrant of Cheelcare, with each whole warrant entitling the holder thereof to acquire one Cheelcare Common Share (post-Cheelcare Split) at a price of $1.50 until the date that is 24 months following the closing date of the Transaction, subject to certain acceleration provisions. The proceeds from the Subscription Receipts will be used to fund the general working capital and business requirements of the Resulting Issuer.

In addition to the closing of its non-brokered private placement of Subscription Receipts, Cheelcare also closed a private placement of debentures (the "**Debentures**") for an aggregate of $502,999.50.

The Subscription Receipts and Debentures were offered by way of a private placement pursuant to exemptions from prospectus requirements under applicable Canadian securities laws. All securities issued in connection with the Private Placement are subject to the statutory hold period for non-reporting issuers in accordance with applicable Canadian securities laws.

Loans

On December 13, 2024 DBC provided Cheelcare with a secured loan in the amount of C$50,000 for funding operating expenses and the Transaction (the "**Loan**"). The outstanding principal amount will bear interest at 8% per annum and together with any accrued and unpaid interest thereon and shall become due and payable to DBC twenty (20) business days after the date of the earlier of: (i) the receipt of final approval of the Exchange of the Transaction; and (ii) the termination of the Transaction pursuant to the terms of the Definitive Agreement.

In accordance with Policy 2.4 – *Capital Pool Companies* of the Exchange, on November 13, 2024, DBC also issued an unsecured promissory note for a principal amount of C$25,000 bearing interest at 8% per annum and which shall become due and payable to DBC upon the same terms as the Loan.

Finder's Fees

No finder's fees or commissions are payable by Cheelcare or DBC in connection with the closing of the Transaction, other than with respect to the Private Placement.

Sponsorship

Under the policies of the Exchange, the parties to the Transaction are required to engage a sponsor for the Transaction unless an exemption or waiver from this requirement can be obtained. DBC and Cheelcare plan to request a waiver of this requirement by the Exchange.

About Departure Bay Capital Corp.

DBC is a capital pool company created pursuant to the policies of the TSXV. It does not own any assets, other than cash or cash equivalents and its rights under the Definitive Agreement. The principal business of DBC is to identify and evaluate opportunities for the acquisition of an interest in assets or businesses and, once identified and evaluated, to negotiate an acquisition or participation subject to acceptance by the TSXV so as to complete a Qualifying Transaction in accordance with Policy 2.4.

Forward-Looking Statements Disclaimer

Certain information in this press release may contain forward-looking statements. This information is based on current expectations that are subject to significant risks and uncertainties that are difficult to predict. Actual results might differ materially from results suggested in any forward-looking statements. DBC assumes no obligation to update the forward-looking statements, or to update the reasons why actual results could differ from those reflected in the forward looking-statements unless and until required by securities laws applicable to DBC. Additional information identifying risks and uncertainties is contained in filings by DBC with the Canadian securities regulators, which filings are available at www.sedarplus.ca.

Completion of the Transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and if applicable pursuant to Exchange Requirements, majority of the minority shareholder approval. Where applicable, the Transaction cannot close until the required *shareholder approval is obtained. There can be no assurance that the Transaction will be completed as proposed or at all.*

Investors are cautioned that, except as disclosed in the filing statement to be prepared in connection with the Transaction, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) no way passed upon the merits of the proposed transactionand has neither approved nor disapproved the contents of this press release.

The DBC Common Shares will remain halted until such time as permission to resume trading has been obtained from the TSXV. DBC is a reporting issuer in Alberta and British Columbia.

For more information about DBC, please contact Trevor Treweeke, Chief Executive Officer and Corporate Secretary, at 778-870-5028 or by email at trevortreweeke@gmail.com.