



# Clip Money Inc. and 1290451 BC Ltd. Announce Launch of \$10 Million Financing

*NOT FOR DISTRIBUTION TO UNITED STATES NEWS WIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES*

VANCOUVER, BRITISH COLUMBIA, CANADA, February 7, 2022 /EINPresswire.com/ -- Clip Money Inc. ("Clip Money" or the "Company") and 1290451 BC Ltd. ("129") are pleased to announce that they have launched the previously announced brokered private placement of subscription receipts of Clip Money (each, a "Subscription Receipt") priced at \$1.00 per Subscription Receipt for total gross proceeds of up to \$10,000,000 (the "Offering"), such amount includes a lead order from a strategic investor for \$3,000,000, and which may include other president's list subscribers and strategic investors.

Beacon Securities Limited is acting as lead agent in connection with the Offering, together with a syndicate of agents, including, Echelon Wealth Partners Inc., Canaccord Genuity Corp., INFOR Financial Inc., PI Financial Corp. and Haywood Securities Inc. (collectively, the "Agents").

The Offering is being undertaken in anticipation of Clip Money's going public transaction (the "Proposed Transaction") to be completed by way of amalgamation with 129, which was previously announced on August 6, 2021. The combined company resulting from the completion of the Proposed Transaction (the "Resulting Issuer") will be renamed "Clip Money Inc." or such other name mutually agreed to by Clip Money and 129. Completion of the Proposed Transaction is subject to a number of conditions, which include, among others, receipt of all necessary regulatory approvals, including the conditional approval of the listing of the common shares of the Resulting Issuer on the TSX Venture Exchange ("TSXV").

The Agents will be granted an option, exercisable in whole or in part, at any time up to 48 hours before the Closing Date (as defined below), to arrange for a the sale of up to an additional 15% of the number of Subscription Receipts.

Each Subscription Receipt will be automatically exchanged, without payment of any additional consideration and without further action on the part of the holder thereof, into one unit of Clip Money (each, a "Unit") with each such Unit being comprised of one common share in the capital of Clip Money (a "Common Share") and one-half of one Common Share purchase warrant (each whole warrant, a "Warrant"). Each Warrant will entitle the holder thereof to purchase one Common Share at a price of \$1.50 for a period of 24 months following the satisfaction of the

Escrow Release Conditions (as defined below), subject to certain adjustments. On closing of the Proposed Transaction, each Common Share will be exchanged for one common share of the Resulting Issuer and each Warrant will be exchanged for one Warrant of the Resulting Issuer.

The Offering and the Proposed Transaction are expected to close in Q1 2022 (the "Closing Date"). The Company has applied to list the common shares of the Resulting Shares on the TSXV, and upon receipt of the requisite approval of the TSXV, the Resulting Issuer common shares are expected to begin trading on the TSXV in connection with the closing of the Proposed Transaction. On the Closing Date, the gross proceeds from the Offering, less 50% of the Agents' Cash Commission (as defined below) and the reasonable costs and expenses of the Agents payable by Clip Money (collectively the "Escrowed Funds") will be delivered to and held by an escrow agent mutually acceptable to Clip Money and the Agents (the "Escrow Agent"). The Escrowed Funds will be subject to customary escrow release conditions (the "Escrow Release Conditions"), upon satisfaction of which, the Escrowed Funds, net of the remaining 50% of the Agents' Cash Commission, will be released to Clip Money.

In the event that the Escrow Release Conditions are not satisfied prior to 5:00 p.m. (Toronto time) on the date that is 90 days after the Closing Date or such later date as Clip Money, 129 and the Agents may agree (the "Escrow Deadline"), the Escrow Agent will return to holders of Subscription Receipts an amount equal to the aggregate issue price of the Subscription Receipts held by them and their pro rata portion of any interest earned thereon. To the extent that the Escrowed Funds are insufficient to pay such amounts to the holders of the Subscription Receipts, the Company will be liable for and will be required to contribute such amounts as are necessary to satisfy any shortfall.

In connection with the Offering, Clip Money has agreed to pay the Agents a cash commission (the "Cash Commission") equal to 7.0% of the gross proceeds of the Offering (reduced to 2.0% of proceeds received from president's list subscribers and certain strategic investors introduced by Clip Money). As additional consideration, the Agents will be granted, on the Closing Date, compensation options equal to 7.0% of the number of Subscription Receipts issued under the Offering (other than the president's list subscribers and certain strategic investors introduced by the Clip Money) exercisable on satisfaction of the Escrow Release Conditions for one Unit or equivalent security of the Resulting Issuer, as applicable, at \$1.00 (subject to any necessary adjustments) for a period of twenty-four (24) months following the satisfaction of the Escrow Release Conditions.

The net proceeds of the Offering, when released to Clip Money, will be used for working capital and general corporate purposes.

Further details of the Offering, Proposed Transaction and the business and operations of Clip Money (including applicable financial statements) will be included in subsequent news releases and other public filings.

For more information please contact:

1290451 BC Ltd.  
Michael Lerner  
Chief Executive Officer  
mlerner10@gmail.com

Clip Money Inc.  
Joseph Arrage  
Chief Executive Officer  
jarrage@clipmoney.com

## About Clip Money

Clip Money Inc., improves the business banking experience for small business customers through transformational digital services. Clip increases access and lowers fees for all parts of the business banking ecosystem ensuring everyone can take advantage of Clip's network scale and efficiency. The company is led by fintech and IT technology entrepreneurs, Joe Arrage and Daren Trousdell, and a team of industry product and IT technology experts.

All information contained in this news release with respect to Clip Money was supplied by Clip Money for inclusion herein and 129 has relied on the accuracy of such information without independent verification.

As noted above, completion of the Proposed Transaction is subject to a number of conditions. There can be no assurance that the Proposed Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the filing statement of Clip Money to be prepared in connection with the Proposed Transaction, any information released or received with respect to the Proposed Transaction may not be accurate or complete and should not be relied upon.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) has in any way passed upon the merits of the Proposed Transaction nor accepts responsibility for the adequacy or accuracy of this news release.

This news release does not constitute an offer to sell, or a solicitation of an offer to buy, any securities under the Financings 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 Note Regarding Forward Looking Information

This press release contains statements that constitute “forward-looking information” (“forward-looking information”) within the meaning of the applicable Canadian securities legislation. All statements, other than statements of historical fact, are forward-looking information and are based on expectations, estimates and projections as at the date of this news release. Any statement that discusses predictions, expectations, beliefs, plans, projections, objectives, assumptions, future events or performance (often but not always using phrases such as “expects”, or “does not expect”, “is expected”, “anticipates” or “does not anticipate”, “plans”, “budget”, “scheduled”, “forecasts”, “estimates”, “believes” or “intends” or variations of such words and phrases or stating that certain actions, events or results “may” or “could”, “would”, “might” or “will” be taken to occur to be achieved) are not statements of historical fact and may be forward-looking information.

More particularly and without limitation, this press release contains forward-looking statements concerning the Proposed Transaction and the Offering. In disclosing the forward-looking information contained in this press release, each of the Company and 129 has made certain assumptions, including that: all necessary shareholder and regulatory approvals for the Proposed Transaction and the Offering will be received, including the approval of the TSXV with respect to the listing of the Resulting Issuer common shares; the Proposed Transaction will be completed on mutually acceptable terms and within a customary timeframe for transactions of this nature and in any event prior to the Escrow Deadline; and the Offering will be completed on terms acceptable to the Company and the Agents and the lead strategic investor. Although the Company and 129 believe that the expectations reflected in such forward-looking information are reasonable, they can give no assurance that the expectations of any forward-looking information will prove to be correct. Known and unknown risks, uncertainties, and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking information. Such factors include, but are not limited to: availability of financing; delay or failure to receive third party consents or regulatory approvals; and general business, economic, competitive, political and social uncertainties. There can be no certainty that the Proposed Transaction or the Offering will be completed on the terms mutually satisfactory to the parties or at all. Accordingly, reader should not place undue reliance on the forward-looking information contained in this press release. Except as required by law, each of the Company and 129 disclaims any intention and assumes no obligation to update or revise any forward-looking information to reflect actual results, whether as a result of new information, future events, changes in assumptions, changes in factors affecting such forward-looking information or otherwise.

Joseph Arrage  
Clip Money Inc.  
[email us here](#)

---

This press release can be viewed online at: <https://www.einpresswire.com/article/562545340>  
EIN Presswire's priority is source transparency. We do not allow opaque clients, and our editors

try to be careful about weeding out false and misleading content. As a user, if you see something we have missed, please do bring it to our attention. Your help is welcome. EIN Presswire, Everyone's Internet News Presswire™, tries to define some of the boundaries that are reasonable in today's world. Please see our Editorial Guidelines for more information.

© 1995-2022 IPD Group, Inc. All Right Reserved.