

Rapid Dose Closes First Tranche of Private Placement Financing

BURLINGTON, ON, CANADA, July 24, 2023 /EINPresswire.com/ -- [Rapid Dose Therapeutics Corp.](#) ("RDT" or the "Company") (CSE: DOSE) is pleased to announce that it has closed on \$1,469,445 in a first tranche of its previously announced private placement financing (the "Financing") for up to \$5,000,000 of gross proceeds, consisting of up to 5,000,000 units (the "Units") at a price of \$1.00 per Unit. Each Unit consists of \$1.00 principal amount of secured convertible notes (the "Notes") and five (5) common share purchase warrants of the Company (the "Warrants"). On this first tranche closing of the Financing, 1,469,445 Units were purchased; and accordingly, the Company issued \$1,469,445 principal amount of Notes and 7,347,225 Warrants.

The Notes have a maturity date of November 30, 2025 and bear interest from their date of issue at 12.0% per annum, calculated monthly, accrued, added to principal and payable quarterly in arrears in common shares of the Company ("Common Shares") at a price per share equal to the closing market price of the Common Shares on the last trading day of each calendar quarter. A loan initiation fee of 5% shall be paid in Common Shares at the end of the first calendar quarter following the applicable closing date at a price per share equal to the closing market price of the Common Shares on the last trading day of such calendar quarter.

The Notes are convertible, at the option of the holders at any time prior to maturity, into Common Shares at a conversion price of \$0.17 per Common Share. Each whole Warrant may be exercised for one Common Share at a price of \$0.14 per Common Share for this first tranche closing (the "Floor Price"). For any subsequent tranches closing under the Financing, the exercise price of the Warrants shall be the higher of the Floor Price and the closing market price of the Common Shares on the last trading day immediately prior to any such subsequent tranche closing. The Warrant term is the same as the maturity of the Notes, being November 30, 2025, notwithstanding the date on which the Warrants are issued. All securities issued on the Financing are subject to a four month hold from the applicable date of closing.

The Company may prepay the Notes in certain circumstances. During the period from June 30, 2024 to December 31, 2024, the Company shall be entitled to prepay all or any portion of each of the Notes with a prepayment fee payable to each noteholder of 3% of the amount of the principal prepayment of the Note. There shall be no prepayment fee if the Notes are prepaid after December 31, 2024.

The Notes are secured pursuant to a general security agreement issued by the Company in

favour of the various noteholders. The Company intends to use the proceeds from the Financing for working capital purposes and to repay debt. The first \$1,000,000 of proceeds raised pursuant to the Financing shall be used for general working capital purposes, with proceeds raised thereafter being used to first repay approximately \$750,000 principal of secured debt as well as any accrued and unpaid interest thereon.

As part of the Financing, the Company settled \$1,169,445 of debt through the issuance of Notes and Warrants to various lenders to the Company, including two current directors, in satisfaction of such loan amounts.

Certain insiders of the Company participated in the Financing for an aggregate total of \$816,371. Issuance of the Notes and Warrants to Mark Upsdell, Chief Executive Officer and a director of the Company, in the amount of \$500,000 of Notes and 2,500,000 Warrants, and indirectly to John McKimm (via his holding company, Madison Partners Corporation), a director of the Company, in the amount of \$316,371 of Notes and 1,581,855 Warrants, is a related party transaction within the meaning of Multilateral Instrument 61-101 ("MI 61-101"). The Company is relying on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in Section 5.5(b) (Company is listed on the Canadian Securities Exchange) and Section 5.7(1)(a) (fair market value of the Financing insofar as it involves related parties does not exceed 25% of the Company's market capitalization) in respect of such transaction. A resolution of the board of directors of the Company was passed to approve the Financing. There was no materially contrary view or abstention by any director.

The Company did not file a material change report more than 21 days before the expected closing of the Financing, which it considers reasonable in the circumstances, as the participation in the transaction by a related party of the Company was not definitive until shortly prior to closing of the Financing and the Company was attempting to close the transaction expeditiously.

About Rapid Dose Therapeutics Corp.

Rapid Dose Therapeutics is a Canadian biotechnology company revolutionizing drug delivery through innovation. The Company's flagship product QuickStrip™ is a thin, orally dissolvable film, that can be infused with an infinite list of active ingredients, including nutraceuticals, pharmaceuticals and vaccines, that are delivered quickly into the bloodstream, resulting in rapid onset of the active ingredient. For more information about the Company, visit www.rapid-dose.com.

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available.

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