

September 10, 2024



Perimeter Medical Imaging AI Announces Non-Brokered Private Placement

TORONTO and DALLAS, Sept. 10, 2024 /PRNewswire/ - Perimeter Medical Imaging AI, Inc. (TSXV: PINK) (OTC: PYNKF) ("Perimeter" or the "Company"), a commercial-stage medical technology company, today announced that it is undertaking a non-brokered private placement of up to 32,175,032 common shares in the capital of the Company ("Common Shares") at a price of \$0.42 per Common Share, for aggregate gross proceeds of up to approximately \$13.5 million (the "Offering"). All dollar figures are quoted in Canadian dollars.

In connection with the Offering, the Company has entered into binding subscription agreements with certain existing institutional and accredited investors, including its single largest shareholder, SC Master Holdings LLC ("Social Capital"), representing expected subscription proceeds totaling approximately \$9.7 million. Related to the investment by Social Capital in the Company, conditional upon the closing of the Offering, the parties have agreed to enter into an amendment to their Investor Rights Agreement, pursuant to which Social Capital will be provided with the right, subject to certain ownership thresholds, to nominate up to two (2) individuals for appointment to the board of directors of the Company.

The closing of the Offering, which is subject to the satisfaction or waiver of a number of customary closing conditions, including the approval of the TSX Venture Exchange ("TSXV"), is expected to take place on or around September 20, 2024. The Company is in discussions with other potential investors and may complete one or more additional closings of the Offering for aggregate gross proceeds, when combined with the first closing of the Offering, of up to approximately \$13.5 million.

Perimeter intends to use the proceeds of the Offering for working capital, commercialization of its technology, clinical studies, the further development of its technology, and general corporate purposes.

The securities issued pursuant to Offering will be subject to a hold period of four months plus a day. In connection with the Offering, the Company may pay cash commissions and or finder's fees to certain finders in respect of subscriptions received from certain investors in connection with the Offering, subject to entering into customary arrangements with such finders and subject to the approval of the TSXV. Further information with respect to any such commissions or fees will be provided at the time of the closing, or of the closing of any additional tranches of the Offering.

The Common Shares shall be offered and sold (i) to investors in Canada on a private placement basis; (ii) to accredited investors in the United States pursuant to available private placement exemptions; (iii) to investors residing in jurisdictions outside of Canada and the United States, in each case in accordance with all applicable laws; provided that no prospectus, registration statement or similar document is required to be filed in such foreign jurisdiction.

The Common Shares have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") or any U.S. state securities laws and may not be offered or sold in the United States absent registration or an available exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the securities referenced in this press release, in any jurisdiction in which such offer, solicitation or sale would be unlawful.

Social Capital, a control person of the Company has entered into a binding subscription agreement to purchase a total of 14,507,453 Common Shares under the Offering. The placement to such person will constitute a "related party transaction" within the meaning of TSX Venture Exchange Policy 5.9 and Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Company has relied on exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101 in respect of related party participation in the placement as neither the fair market value (as determined under MI 61-101) of the subject matter of, nor the fair market value of the consideration for, the transaction, insofar as it involved the related parties, exceeded 25% of the Company's market capitalization (as determined under MI 61-101). The Company has not filed a material change report more than 21 days before the expected closing of the Offering as the details of the Offering and the participants thereof have not yet been finalized.

About Perimeter Medical Imaging AI, Inc.

Based in Toronto, Canada and Dallas, Texas, [Perimeter Medical Imaging AI](#) (TSX-V: PINK) (OTC: PYNKF) is a medical technology company driven to transform cancer surgery with ultra-high-resolution, real-time, advanced imaging tools to address areas of high unmet medical need. Available across the U.S., our FDA-cleared Perimeter S-Series OCT system provides real-time, cross-sectional visualization of excised tissues at the cellular level. The breakthrough-device-designated investigational Perimeter B-Series OCT with ImgAssist AI represents our next-generation artificial intelligence technology that is currently being evaluated in a pivotal clinical trial, with support from a grant of up to US\$7.4 million awarded by the Cancer Prevention and Research Institute of Texas. The company's ticker symbol "PINK" is a reference to the pink ribbons used during Breast Cancer Awareness Month.

Perimeter B-Series OCT is limited by U.S. law to investigational use and not available for sale in the United States. Perimeter S-Series OCT has 510(k) clearance under a general indication and has not been evaluated by the U.S. FDA specifically for use in breast tissue, breast cancer, other types of cancer, margin evaluation, and reducing re-excision rates. The safety and effectiveness of these uses has not been established. For more information, please visit www.perimetermed.com/disclosures.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Forward-Looking Statements

This news release contains statements that constitute "forward-looking information" within the meaning of applicable Canadian securities legislation. 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 statements. Forward-looking information may relate to management's future outlook and anticipated events or results and may include statements or information regarding the future financial position, business strategy and strategic goals, competitive conditions, research and development activities, projected costs and capital expenditures, research and clinical testing outcomes, taxes and plans and objectives of, or involving, Perimeter. Without limitation, information regarding the expected size of the Offering, the use of proceeds of the Offering, the jurisdictions in which the Common Shares will be offered or sold, the number of Common Shares offered or sold, the ability of Perimeter to close the Offering on terms announced (if at all), the timing and ability of Perimeter to satisfy the customary listing conditions of the TSX Venture Exchange (if at all) and the benefits expected from the use of proceeds are forward-looking information. Forward-looking statements should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether, or the times at or by which, any particular result will be achieved. No assurance can be given that any events anticipated by the forward-looking information will transpire or occur. Forward-looking information is based on information available at the time and/or management's good-faith belief with respect to future events and are subject to known or unknown risks, uncertainties, assumptions, and other unpredictable factors, many of which are beyond Perimeter's control. Such forward-looking statements reflect Perimeter's current view with respect to future events, but are inherently subject to significant medical, scientific, business, economic, competitive, political, and social uncertainties and contingencies. In making forward-looking statements, Perimeter may make various material assumptions, including but not limited to (i) the accuracy of Perimeter's financial projections; (ii) obtaining positive results from trials; (iii) obtaining necessary regulatory approvals; and (iv) general business, market, and economic conditions. Further risks, uncertainties and assumptions include, but are not limited to, those applicable to Perimeter and described in Perimeter's Management Discussion and Analysis for the year ended December 31, 2023, which is available on Perimeter's SEDAR+ profile at <https://www.sedarplus.ca>, and could cause actual events or results to differ materially from those projected in any forward-looking statements. Perimeter does not intend, nor does Perimeter undertake any obligation, to update or revise any forward-looking information contained in this news release to reflect subsequent information, events, or circumstances or otherwise, except if required by applicable laws.

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