March 14, 2025

GBank Financial Holdings Inc. Announces Filing of Amendment No. 1 to Form S-1 Registration Statement

LAS VEGAS, March 14, 2025 /PRNewswire/ --GBank Financial Holdings Inc. (the "Company") (OTCQX: GBFH), the parent company of GBank (the "Bank"), announced today that it has filed Amendment No. 1 to Form S-1 Registration Statement Under the Securities Act of 1933 (the "Registration Statement") with the Securities and Exchange Commission (the "SEC") to register the resale of 1,081,081 shares of common stock (the "Registered Securities") issued in the Company's private placement transaction, which closed on October 11, 2024. The Registration Statement was filed under the terms of a registration rights agreement to register the resale of the Registered Securities by certain selling shareholders named in the Registration Statement under the U.S. Securities Act of 1933, as amended.

The Registration Statement relating to these Registered Securities has been filed with the SEC but has not yet been declared effective. The Registered Securities may not be sold and offers to buy may not be accepted until the Registration Statement is declared effective by the SEC. The Registration Statement is subject to amendment and completion. Copies of the Registration Statement (and the preliminary prospectus contained therein) may be obtained from the Company by request at GBank Financial Holdings Inc., 9115 W. Russell Rd., Suite 110, Las Vegas, Nevada 89148, or by visiting https://www.sec.gov/Archives/edgar/data/1791145/000147793225001651/gbfh_s1.htm

This news release shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any offer or sale of any securities, in any state or jurisdiction in which the offer, solicitation, or sale of securities would be unlawful. The securities being offered have not been approved or disapproved by the SEC, nor has any such regulatory authority passed upon the accuracy or adequacy of the Registration Statement.

Click here to learn more about GBank Financial Holdings Inc.

Notice Regarding Disclosures and Forward-Looking Statements

This press release contains forward-looking statements within the meaning of applicable securities laws, including, but not limited to: the Registration Statement; the Securities; the filing of the Registration Statement with the SEC and the comments with respect to strategies, expectations, planned operations, and future actions of the Company. Forward-looking statements may generally be identified by the use of words such as "anticipates," "expects," "intends," "plans," "should," "could," "would," "may," "will," "believes," "estimates," "potential," "target," or "continue," and variations or similar expressions. These statements are based upon the current expectations and beliefs of management and are subject to certain risks and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. These risks and uncertainties include, but are

not limited to that the Registration Statement may not be declared effective by the SEC, and that the Registration statement may be amended, as well as other factors that could impact the Company's performance, including: changes in general economic conditions; potential recessionary impacts; market fluctuations; increased competition for deposits; regulatory changes affecting the banking industry; interest rate fluctuations; inflationary pressures; geopolitical instability; cybersecurity threats; severe weather or natural disasters; the development and adoption of emerging technologies; and the potential for increased regulatory requirements and costs related to climate change.

Although the Company believes that the assumptions underlying these forward-looking statements are reasonable, no assurance can be given that the results contemplated will be achieved. Due to these and other risks and uncertainties, readers are cautioned not to place undue reliance on these forward-looking statements. All forward-looking statements are made as of the date of this press release, and the Company does not undertake any obligation to update them to reflect new information or future events, except as required by law. All forward-looking statements included in the press release are qualified in their entirety by this cautionary statement.

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