April 16, 2025

GBank Financial Holdings Inc. Registration Statement Declared Effective

LAS VEGAS, April 16, 2025 /PRNewswire/ -- GBank Financial Holdings Inc. (the "Company") (OTCQX: GBFH), the parent company of GBank, announced today that U.S. Securities and Exchange Commission has declared effective the Company's Registration Statement on Form S-1 (the "Form S-1") related to registration and resale of 1,081,081 shares of common stock, currently held by existing stockholders and issued in the Company's private placement transaction, which closed on October 11, 2024.

The Company is not offering or selling new shares of common stock, and there will be no change to the issued and outstanding number of shares of common stock of the Company, in connection with the Form S-1.

Copies of the prospectus included in the Registration Statement 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/1791145/000147793225002363/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, any statements related to the listing, uplisting or trading of the Company's common stock on the Nasdaq Capital Market, including the timing and outcome of the Nasdaq Stock Market's review the Form S-1 and the Company's application to list its shares of common stock on the Nasdaq Capital Market. 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: 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; political instability; cybersecurity threats; severe weather or natural disasters; and the development and adoption of emerging technologies.

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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