



Zedcor Inc. Announces \$4 Million Bought Deal and \$10 Million Concurrent Private Placement Offering

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CALGARY, ALBERTA – May 1, 2024: Zedcor Inc. (the “Company”) (TSX VENTURE: ZDC) is pleased to announce that it has entered into an agreement with Beacon Securities Limited (“Beacon”), on behalf of a syndicate of underwriters (together with Beacon, the “Underwriters”), pursuant to which the Underwriters have agreed to purchase, on a bought deal basis, with a right to arrange for substituted purchasers, 4,000,000 common shares (the “Offered Shares”) of the Company at a price of \$1.00 per Offered Share (the “Issue Price”) for aggregate gross proceeds to the Company of \$4,000,000 (the “Offering”), pursuant to Part 5A (the “Listed Issuer Financing Exemption”) of National Instrument 45-106 – *Prospectus Exemptions* (“NI 45-106”).

In connection with the Offering, the Company has granted the Underwriters, an option (the “Underwriters’ Option”), exercisable, in whole or in part by Beacon by giving notice to the Company at any time up to 48 hours prior to the Closing Date (as defined below) to purchase up to an additional 1,000,000 Offered Shares at the Issue Price for additional gross proceeds of up to \$1,000,000. Subject to compliance with applicable regulatory requirements and in accordance with NI 45-106, the Offered Shares will be offered for sale to purchasers resident in Canada, except Quebec, and other qualifying jurisdictions, pursuant to the Listed Issuer Financing Exemption. The securities issued under the Listed Issuer Financing Exemption will not be subject to a hold period pursuant to applicable Canadian securities laws.

There is an offering document related to the Offering that can be accessed under the Company’s profile at www.sedarplus.ca and on the Company’s website at www.zedcor.com. Prospective investors should read this offering document before making an investment decision.

In addition to the Offering, the Company and the Underwriters also intend to complete a brokered private placement on a commercially reasonable “best efforts” agency basis of common shares of the Company (the “Private Placement Shares”) to certain purchasers pursuant to applicable exemptions under NI 45-106 at the Issue Price for gross proceeds of up to \$10,000,000 (the “Concurrent Private Placement”). The Private Placement Shares will be offered for sale to purchasers resident in Canada and other qualifying jurisdictions. Any Private Placement Shares issued under the Concurrent Private Placement will be subject to a four-month hold period in Canada.

The Company intends to use the net proceeds of the Offering and the Concurrent Private Placement for the expansion of its fleet of MobileyeZ™ security towers to meet strong demand from its US operations, other capital expenditures, working capital and general corporate purposes.

The closing of the Offering and the Concurrent Private Placement is anticipated to occur on or about May 16, 2024 (the “Closing Date”) and is subject to certain conditions including, but not limited to, the receipt of all necessary approvals including the conditional approval of the TSX Venture Exchange (the “TSXV”). Closing of the Offering is not conditional upon the closing of the Concurrent Private Placement.

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 U.S. state securities laws, and may not be offered or sold in the "United States" (as such term is defined in Regulation S under the U.S. Securities Act) unless registered under the U.S. Securities Act and applicable U.S. state securities laws or an exemption from such registration is available. This news 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 in any jurisdiction in which such offer, solicitation or sale would be unlawful.

About Zedcor Inc.

Zedcor Inc. is a Canadian public corporation and is the parent company to Zedcor Security Solutions Corp. Zedcor is a technology enabled company that is changing how physical security services are provided to businesses. Zedcor operates throughout Canada and Texas with equipment and service centers in British Columbia, Alberta, Manitoba, Ontario, and Houston, Texas. The Company has three main service offerings to customers across all market segments: 1) surveillance and live monitoring through its proprietary MobileyeZ security towers; 2) surveillance and live monitoring of fixed site locations; and 3) security personnel.

The Company operates a fleet of over 850 proprietary MobileyeZ security towers, equipped with high resolution, technology-based cameras, and monitors numerous fixed site locations for customers across various industries. Video from security towers and fixed site locations is streamed to the Company's central monitoring station where video alarms are live verified and responded to based on customer requirements. Zedcor also offers high level security guard services to enterprise level customers who are looking to supplement video-based security for valuable, high risk, or mission critical operational assets.

FORWARD-LOOKING STATEMENTS

Certain statements included in this press release constitute forward-looking statements or forward-looking information. Forward-looking statements or information can be identified by terminology such as "anticipate", "believe", "expect", "plan", "intend", "estimate", "propose", "budget", "should", "project", "may be", or similar words (including negative or grammatical variations) suggesting future outcomes or expectations. In particular, forward-looking statements and information contained in this press release, include, but are not limited to: the use of the net proceeds of the Offering and the Concurrent Private Placement; the terms of the Offering and Concurrent Placement; the timing and completion of the Offering and/or the Concurrent Private Placement; the exercise of the Underwriters' Option; and the receipt of regulatory, stock exchange and other required approvals in connection with the Offering and the Concurrent Private Placement. Although the Company believes that the expectations implied in such forward-looking statements or information are reasonable, undue reliance should not be placed on these forward-looking statements or information because the Company can give no assurance that such statements or information will prove to be correct. Forward-looking statements or information are based on current expectations, estimates and projections that involve a number of assumptions about the future and uncertainties, including general market and economic conditions, current forecasts and utilization. Although management of the Company believes these expectations and assumptions reflected in these forward-looking statements or information to be reasonable, there can be no assurance that any forward-looking statements or information will be proved to be correct, and actual results may differ materially from those anticipated in such statements or information. For this purpose, any statements or information contained herein that are not statements or information of historical fact may be deemed to be forward-looking statements or information and readers should not place undue reliance on such forward-looking statements or information. The forward-looking statements or information contained in this press release are made as of the date hereof and the Company assumes no obligation to update publicly or revise any forward-looking statements or information, whether as a result of new contrary information, future events or any other reason, unless the Company is required by any applicable securities laws. The forward-looking statements or information contained in this press release are expressly qualified by this cautionary statement.

For further information contact:

Todd Ziniuk

Chief Executive Officer

P: (403) 930-5430

E: tziniuk@zedcor.com

Amin Ladha

Chief Financial Officer

P: (403) 930-5430

E: aladha@zedcor.com

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