



Zedcor Inc. Announces \$20M Bought Deal Public Offering

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CALGARY, ALBERTA – January 15, 2025: Zedcor Inc. (the "Company" or "Zedcor") (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 substitute purchasers, 5,980,000 common shares (the "Offered Shares") of the Company at a price of \$3.35 per Offered Share (the "Issue Price") for aggregate gross proceeds to the Company of \$20,033,000 (the "Offering").

In connection with the Offering, the Company has granted the Underwriters an option (the "Over-Allotment Option"), exercisable in whole or in part at any time and from time to time for up to 30 days following the Closing Date (as defined below), to purchase up to an additional number of Offered Shares (the "Additional Shares") equal to 15% of the number of Offered Shares sold pursuant to the Offering at a price per Additional Share equal to the Issue Price to cover over-allotments, if any, and for market stabilization purposes.

The Offered Shares will be offered (i) in Canada by way of a short form prospectus to be filed in each of the Provinces of Canada, other than Quebec; and (ii) to eligible purchasers by way of available prospectus exemptions in certain jurisdictions outside of Canada. The Offered Shares may also be offered and sold in the United States to Qualified Institutional Buyers (as defined in Rule 144A under the United States Securities Act of 1933, as amended (the "1933 Act")) and to a limited number of "accredited investors" (as defined in Rule 501(a) of Regulation D under the 1933 Act, in each case by way of private placement pursuant to an exemption from the registration requirements of the 1933 Act and pursuant to any applicable securities laws of any state of the United States.

The Company intends to use the net proceeds of the Offering for the accelerated expansion of its service platform across the United States and Canada, increased sales and marketing efforts, growth 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 is anticipated to occur on or about February 5, 2025 (the "Closing Date") and is subject to certain conditions including, but not limited to, the receipt of all necessary approvals, including the approval of the TSX Venture Exchange.

The securities have not been and will not be registered under the 1933 Act, as amended, 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 1933 Act) unless registered under the 1933 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 disrupting the traditional physical security industry through its proprietary MobileyeZ™ security towers by providing turnkey and customized mobile surveillance and live monitoring solutions to blue-chip customers across North America. The Company continues to expand its established platform of over 1,300 MobileyeZ™ towers in Canada and the United States, with emphasis on industry leading service levels, data-supported efficiency outcomes, and continued innovation. Zedcor services the Canadian market through equipment and service centers currently located in British Columbia, Alberta, Manitoba, and Ontario. The Company continues to advance its U.S. expansion which now has the capacity to service markets throughout the Midwest with locations throughout Texas and in Denver, Colorado, with a location in Phoenix, Arizona and Atlanta, Georgia anticipated in the first half of 2025.

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; the terms of the Offering; the timing and completion of the Offering; the exercise of the Over-Allotment Option; the expansion of the Company's service offering to other geographic regions; and the receipt of regulatory, stock exchange and other required approvals in connection with the Offering. 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 the receipt of required regulatory approvals; current forecasts and anticipated utilization rates; the availability of debt and equity financing; the ability of the Company to obtain an adequate supply of the equipment required to construct towers; the availability of skilled personnel; and the level of competition in the marketplaces and industries in which the Company operates. 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.

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