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TSX: DYA
OTCQX: DYFSF
FRA: DMJ

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***dynaCERT* Closes the Final Tranche of its Non-Brokered
Private Placement for Aggregate Gross Proceeds of \$5,400,000**

TORONTO, ON--(Business Wire – February 22, 2024) *dynaCERT* Inc. (TSX: DYA) (OTCQX: DYFSF) (FRA: DMJ) ("*dynaCERT*" or the "Company") is pleased to announce that it has completed an additional round of its non-brokered private placement of units (the Offering") with the issuance of 10,298,446 units for gross proceeds of \$ 1,544,767. When added to the closings that were completed on December 4, 2023 (which amounted to gross proceeds of \$2,900,783) and December 20, 2023 (which amounted to gross proceeds of \$954,450), the total gross proceeds from these private placements to date is \$5,400,000.

Each unit (a "Unit") is priced at \$0.15 per Unit. All dollar values are in Canadian dollars. Each Unit consists of one (1) common share of the Company (a "Common Share") and one-half (1/2) of a common share purchase warrant. Each whole warrant (a "Warrant") is exercisable into one (1) Common Share at an exercise price of \$0.20 per Warrant at any time for a period commencing upon the closing of the Offering (the "Closing Date") for a period of thirty-six months thereafter. If at any time after the date that is four months and one day after the Closing Date, the closing trading price of the Common Shares on the Toronto Stock Exchange is greater than \$0.35 per Common Share for a period of ten (10) consecutive business days, then the Company may give notice thereof to the holders of the Warrants, and, in such case, the expiry time of the Warrants shall be accelerated and shall be the 30th day after the date on which such notice is deemed to have been given by the Company.

In connection with this closing, an aggregate of 24,983 compensation warrants have been issued, each being exercisable into one (1) Unit at an exercise price of \$0.18 per Unit for a period of twenty-four (24) months after closing. A cash commission of 5% has also been paid in respect of such subscriptions. Subject to applicable securities regulation, the Company may pay finders fees consisting of up to 5% cash and 5% compensation warrants in connection with the Offering.

The Offering has been offered for sale to purchasers (i) in all provinces of Canada pursuant to available private placement exemptions, (ii) in the United States on a private placement basis pursuant to available exemptions from the registration requirements under the United States Securities Act of 1933, as amended, and (iii) in non-Canadian and non-United States jurisdictions as may be agreed to by the Company pursuant to available prospectus or registration exemptions in accordance with applicable laws.

All of the securities issued under this closing (including all underlying securities) are subject to a statutory hold period of four months and one day that will expire on June 23, 2024. Insiders purchased an aggregate of \$183,650.00 or 1,224,333 Units under this closing. Such subscriptions are considered to be related party transactions and are therefore subject to the provisions of Multilateral Instrument 61-101 – "*Protection of Minority Security Holders in Special Transactions*", however exemptions are available from the minority shareholder approval and valuation requirements set forth in the foregoing Multilateral Instrument.



The gross proceeds of the Offering will be used to finance sales of the Company's HydraGEN™ Technology Products to participants in the mining, oil & gas, transportation and generator sectors on a global basis, for working capital and debt repayment, for general corporate purposes, an equity investment in Cipher Neutron Inc., and to settle advisory fees and permitted finders' fees under applicable securities legislation, including advisory fees payable to Canaccord Genuity Corp., a financial advisor to the Company.

The securities offered hereby have not and will not be registered under the United States Securities Act of 1933 (the "1933 Act") and may not be offered or sold in the United States or to U.S. persons (as defined in Regulation S under the 1933 Act) unless the securities have been registered under the 1933 Act or are otherwise exempt from such registration.

About dynaCERT Inc.

dynaCERT Inc. manufactures and distributes Carbon Emission Reduction Technology along with its proprietary HydraLytics™ Telematics, a means of monitoring fuel consumption and calculating GHG emissions savings designed for the tracking of possible future Carbon Credits for use with internal combustion engines. As part of the growing global hydrogen economy, our patented technology creates hydrogen and oxygen on-demand through a unique electrolysis system and supplies these gases through the air intake to enhance combustion, which has shown to lower carbon emissions and improve fuel efficiency. Our technology is designed for use with many types and sizes of diesel engines used in on-road vehicles, reefer trailers, off-road construction, power generation, mining and forestry equipment. Website: www.dynaCERT.com.

READER ADVISORY

This press release of dynaCERT Inc. contains statements that constitute "forward-looking statements". Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause dynaCERT's actual results, performance or achievements, or developments in the industry to differ materially from the anticipated results, performance or achievements expressed or implied by such forward-looking statements. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. Actual results may vary from the forward-looking information in this news release due to certain material risk factors. This news release is not intended for distribution to U.S. news services or for dissemination in the United States. Except for statements of historical fact, this news release contains certain "forward-looking information" within the meaning of applicable securities law. Forward-looking information is frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "estimate" and other similar words, or statements that certain events or conditions "may" or "will" occur. Although we believe that the expectations reflected in the forward-looking information are reasonable, there can be no assurance that such expectations will prove to be correct. We cannot guarantee future results, performance of achievements. Consequently, there is no representation that the actual results achieved will be the same, in whole or in part, as those set out in the forward-looking information.

Forward-looking information is based on the opinions and estimates of management at the date the statements are made and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those anticipated in the forward-looking information. Some of the risks and other factors that could cause the results to differ materially from those expressed in the forward-looking information include, but are not limited to: uncertainty as to whether our strategies and business plans will yield the expected benefits; availability and cost of capital; the ability to identify and develop and achieve commercial success for new products and technologies; the level of expenditures



necessary to maintain and improve the quality of products and services; changes in technology and changes in laws and regulations; the uncertainty of the emerging hydrogen economy; including the hydrogen economy moving at a pace not anticipated; our ability to secure and maintain strategic relationships and distribution agreements; and the other risk factors disclosed under our profile on SEDAR at www.sedar.com. Readers are cautioned that this list of risk factors should not be construed as exhaustive.

The forward-looking information contained in this news release is expressly qualified by this cautionary statement. We undertake no duty to update any of the forward-looking information to conform such information to actual results or to changes in our expectations except as otherwise required by applicable securities legislation. Readers are cautioned not to place undue reliance on forward-looking information.

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

On Behalf of the Board

Murray James Payne, CEO

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