*NOT FOR DISTRIBUTION TO UNITED STATES WIRE SERVICES OR DISSEMINATION IN THE UNITED STATES. THIS NEWS RELEASE DOES NOT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY ANY OF THE SECURITIES IN THE UNITED STATES. 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 STATE SECURITIES LAWS AND MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES OR TO U.S. PERSONS UNLESS REGISTERED UNDER THE U.S. SECURITIES ACT AND APPLICABLE STATE SECURITIES LAWS OR AN EXEMPTION FROM SUCH REGISTRATION IS AVAILABLE. THIS NEWS RELEASE DOES NOT CONSTITUTE AN OFFER OR SALE OF SECURITIES IN THE UNITED STATES.*

FOR IMMEDIATE RELEASE TSX Venture Exchange: CHER

# CHEELCARE INC. (FORMERLY DEPARTURE BAY CAPITAL CORP.) AND 9302204 CANADA INC. ANNOUNCE CLOSING OF QUALIFYING TRANSACTION

**July 14, 2025** – **VANCOUVER, BC** – **CHEELCARE INC.** ("**Cheelcare**" or the "**Corporation**"), formerly Departure Bay Capital Corp., is pleased to announce the closing of its previously announced "Qualifying Transaction" with 9302204 Canada Inc. pursuant to Policy 2.4 – *Capital Pool Companies* of the TSX Venture Exchange (the "**TSXV**") on July 7, 2025 (the "**Transaction**"). Cheelcare expects to resume trading on the TSXV at market open on or about July 16, 2025 under the symbol "CHER" (the "**Resumption of Trading**"). Cheelcare's new CUSIP number will be 16308C108 and its new ISIN number will be CA16308C1086. Former registered holders of pre-consolidation common shares of Cheelcare are not required to take any action. The Corporation's transfer agent, TSX Trust, will automatically update the share register to reflect the post-consolidation common shares, and the updated holdings will be reflected in due course.

In conjunction with the closing of the Transaction, the Corporation:

- changed its name from Departure Bay Capital Corp. to Cheelcare Inc.;
- effected a share consolidation on the basis of three (3) pre-consolidation common shares for one (1) post-consolidation common share;
- closed a non-brokered private placement for gross proceeds of $3,500,000 for 4,666,666 subscription receipts which converted into 4,666,666 listed shares at $0.75 per share and 2,333,333 warrants exercisable at $1.50 for a two-year term;
- closed a non-brokered private placement of convertible debentures (the "**Cheelcare Debentures**") for gross proceeds of $502,999.50 (the "**Debenture Private Placement**");
- converted all of its outstanding convertible debentures into 2,440,874 listed shares at a price of $0.5625 per share (comprising of 894,217 listed shares to previous holders of Cheelcare Debentures and 1,546,657 listed shares to subscribers in the Debenture Private Placement); and

- issued 499,512 shares to settle accrued interest owing to 24 creditors under Cheelcare Debentures, including 38,432 shares to four non-arm's length parties at a deemed price of $0.5625 per share.

Cheelcare will be classified as a Tier 2 Technology Issuer. Upon Resumption of Trading, there will be 19,629,070 common shares of Cheelcare issued and outstanding (the "**Cheelcare Shares**") on a non-diluted basis. 1,500,000 Cheelcare Shares are held by former holders of common shares of Departure Bay Capital Corp, 4,666,666 Cheelcare Shares are held by former holders of subscription receipts of 9302204 Canada Inc., 2,940,386 Cheelcare Shares are held by former holders of the of Cheelcare Debentures (comprising of 2,440,874 Cheelcares Shares in respect of the principal amount and 499,512 Cheelcares Shares issued in settlement of accrued interest) and 10,522,018 Cheelcare Shares are held by former holders of common shares of 9302204 Canada Inc.

**Escrowed Securities**

The following table summarizes the securities of Cheelcare held by its directors and officers which are subject to escrow following the completion of the Transaction in accordance with Section 1.3 of TSXV Policy 5.4.

| Name | Designation of Class | Number of Securities Held in Escrow |
|---|---|---|
| Eugene Cherny | Common Shares | 3,587,803 |
| Eugene Cherny | Options | 262,863 |
| Dima Paltsev | Common Shares | 3,284,825 |
| Dima Paltsev | Options | 262,863 |
| Roy Ellis | Common Shares | 1,602,715 |
| Roy Ellis | Options | 65,716 |
| Trevor Treweeke | Common Shares | 92,687 |
| Marc Kazimirski | Common Shares | 275,959 |
| Maxime Lemieux | Common Shares | 40,017 |
| **Total** | **Common Shares** | **8,884,006** |
| **Total** | **Options** | **591,442** |

The following table summarizes the securities of Cheelcare subject to seed share resale restrictions following the completion of the Transaction in accordance with Section 10 of Policy 5.4.

| Name | Designation of Class | Number of Securities Held in Escrow |
| --- | --- | --- |
| Allex Laurin | Common Shares | 78,859 |
| Dmitry Marukh | Common Shares | 348,294 |
| Evelio Goderich | Common Shares | 197,148 |
| Gennady Lisnyak | Common Shares | 223,434 |
| Somin Eduard | Common Shares | 131,432 |
| Allan H. Boyd | Common Shares | 32,858 |
| Jim Brown | Common Shares | 3,943 |
| Michael Katsman | Common Shares | 3,286 |
| **Total** | **Common Shares** | **1,019,254** |

Following completion of the Transaction, securities summarized in the above tables will be escrowed in accordance with TSXV policies and applicable securities laws as follows:

| Percentage of Shares Released | Time of Release |
| --- | --- |
| 10% | Date of Final Exchange Bulletin |
| 15% | 6 months from Final Exchange Bulletin |
| 15% | 12 months from Final Exchange Bulletin |
| 15% | 18 months from Final Exchange Bulletin |
| 15% | 24 months from Final Exchange Bulletin |
| 15% | 30 months from Final Exchange Bulletin |
| 15% | 36 months from Final Exchange Bulletin |

For further details with respect to the Transaction, refer to the filing statement dated June 27, 2025 and the press releases of Cheelcare dated February 26, 2025 and June 30, 2025 available at www.sedarplus.ca.

## About Cheelcare Inc.

Cheelcare is a forward-thinking assistive technology company founded out of a personal commitment to improve the lives of individuals with physical disabilities. Recognizing a gap in the market for mobility devices that combine advanced functionality with modern, dignified design, Cheelcare is dedicated to creating products that empower users and enhance their quality of life. The company develops, manufactures, and distributes three innovative lines of assistive mobility devices: robotic complex rehab power wheelchairs, the *Companion* line of power add-ons for manual wheelchairs, and a range of essential wheelchair accessories.

### Forward-Looking Statements Disclaimer

*Certain information in this press release may contain forward-looking statements. This information is based on current expectations that are subject to significant risks and uncertainties that are difficult to predict. Actual results might differ materially from results suggested in any* *forward-looking statements. Cheelcare assumes no obligation to update the forward-looking statements, or to update the reasons why actual results could differ from those reflected in the forward looking-statements unless and until required by securities laws applicable to Cheelcare. Additional information identifying risks and uncertainties is contained in filings by Cheelcare with the Canadian securities regulators, which filings are available at www.sedarplus.ca.*

*Except for statements of historical facts, comments that address Cheelcare trading on the TSX Venture Exchange are forward-looking.*

*Investors are cautioned that, except as disclosed in the filing statement to be prepared in connection with the Transaction, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon.*

**Neither the 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.**

**For more information about Cheelcare, please contact Eugene Cherny, Chief Executive Officer, by email at echerny@cheelcare.com.**