Diagnos Announces Closing of Oversubscribed $4 Million Brokered Private Placement Led by Centurion One Capital

written by Raj Shah | December 9, 2025

December 9, 2025 (Source) – Diagnos Inc. ("**DIAGNOS**" or the "**Company**") (TSXV: ADK and OTCQB: DGNOF) is pleased to announce the successful closing of its previously announced upsized private placement (the "**Offering**") of units of the Company (the "**Units**"). A total of 13,337,262 Units, including pursuant to an exercise of the over-allotment option, were sold under the Offering at a price of $0.30 per Unit (the "**Issue Price**") for aggregate gross proceeds of $4,001,178.60.

The Offering was led by Centurion One Capital Corp. as lead agent and sole bookrunner (the "**Lead Agent**"). Borden Ladner Gervais LLP acted as counsel to the Company, and MLT Aikins LLP acted as counsel to the Lead Agent in connection with the Offering.

André Larente, President of the Company commented: *"DIAGNOS is very pleased to announce the closing of this oversubscribed financing. Centurion One Capital anchored the round and brought together an outstanding group of strategic investors. Their world-class team executed flawlessly, allowing us to capitalize on strong investor demand to complete the offering on an upsized basis. The net proceeds will support the advancement of key regulatory initiatives with Health Canada and the FDA, the acceleration of product development, and the expansion of commercial deployments. This additional capital enhances our ability to deliver long-term value to shareholders."*

Each Unit shall consist of one common share in the capital of the Company (each, a "**Share**") and one Share purchase warrant (each, a "**Warrant**"). The Shares and Warrants to be issued in connection with the Offering will be subject to a statutory hold period of four (4) months and one day from the date of the closing date in accordance with applicable Canadian securities legislation, which period will end on April 6, 2026. Each Warrant shall entitle the holder thereof to purchase one additional Share at a price of $0.40 for a period of eighteen (18) months following the Closing Date (as defined herein).

The net proceeds of the Offering will be used for regulatory affairs, product development, business development and general corporate purposes.

In connection with the Offering, the Company paid a cash commission of $153,974.40, issued 666,863 Units as a corporate finance fee and issued 513,248 broker warrants (the "**Broker Warrants**"). Each Broker Warrant entitles the holder to acquire a Unit at the Issue Price at any time on or before June 6, 2027.

The securities to be issued under the Offering will have a hold period of four months and one day from the Closing Date under applicable Canadian securities laws.

Certain related parties of the Company, namely two (2) directors and one (1) officer, participated in the Offering, acquiring an aggregate of 316,665 Units on the same basis as other subscribers. The participation in the Offering by such related parties of the Company constitutes a "related party transaction" as defined under Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). The Company is relying on exemptions in MI 61-101 from the formal valuation and minority shareholder approval requirements. The Company relied on Sections 5.5(a) and 5.7(1)(a) of MI 61-101

for exemptions from the formal valuation and minority shareholder approval requirements under MI 61-101 as neither the fair market value of the Units nor the fair market value of the consideration paid for the Units, insofar as it involves the related parties, is more than 25% of the Company's market capitalization.

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 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.

ABOUT DIAGNOS INC.

DIAGNOS is a publicly traded Canadian corporation dedicated to early detection of critical eye-related health problems. By leveraging Artificial Intelligence, DIAGNOS aims to provide more information to healthcare clinicians to enhance diagnostic accuracy, streamline workflows, and improve patient outcomes on a global scale.

Additional information is available at www.diagnos.com and www.sedarplus.com.

ABOUT CENTURION ONE CAPITAL CORP.

Centurion One Capital's mission is to ignite the world's most visionary entrepreneurs to conquer the greatest challenges of tomorrow, fueling their ambitions with transformative capital, unparalleled expertise, and a global network of influential connections. Every interaction is guided by our core values of respect, integrity, commitment, excellence in execution, and

uncompromising performance. We make principal investments, drawing on the time-honored principles of merchant banking, where aligned incentives forge enduring partnerships. Centurion One Capital: A superior approach to investment banking.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS:

This press release contains statements which constitute “forward-looking information” or “forward-looking statements” (together “**forward-looking information**”) within the meaning of applicable Canadian and United States securities laws, including statements related to the proposed use of proceeds of the Offering, the Company making any and all requisite filings and applications with respect to the Offering, the receipt of all requisite approvals in respect of the Offering including the final approval of the Exchange, and the technical, financial and business prospects of the Company, its assets and other matters. Forward-looking information is often identified by the words “may”, “would”, “could”, “should”, “will”, “intend”, “plan”, “anticipate”, “believe”, “estimate”, “expect” or similar expressions.

Investors are cautioned that forward-looking information is not based on historical facts but instead reflect the Company’s management’s expectations, estimates or projections, including expectations regarding the use of proceeds of the Offering, the receipt of regulatory and stock exchange approval in respect of the Offering, expectations regarding general business, economic and public markets conditions as well as expectations concerning future results or events based on the opinions, assumptions and estimates of management considered reasonable at the date the statements are made. Although the Company believes that the expectations reflected in such forward-looking information are reasonable, such information involves risks and uncertainties, and undue reliance should not be placed on such information, as

unknown or unpredictable factors could have material adverse effects on future results, performance or achievements of the Company. Among key factors and risks that could cause actual results to differ materially from those projected in the forward-looking information may include, without limitation, present and future business strategies and the environment in which the Company will operate in the future, including the price of inputs including labour costs; investor interest in the Offering; investor perception regarding the Offering and the Company and its products; the Company and its business, expected costs and timelines to achieve the Company's goals; that general business and economic conditions will not change in a material adverse manner; that financing will be available if and when needed and on reasonable terms; the general economic environment; cybersecurity risks; financial projections may prove materially inaccurate or incorrect; the Company may experience difficulties to forecast sales; the impact of value of the Canadian dollar and foreign exchange rates on costs and financial results; general competition in the industry from other companies; management of growth-related risks; reliance on management; risks relating to insurance; our business could be adversely affected by increased labour costs or difficulties in finding suitable employees; changes in regulation; changes in customer demand; requirements for further financing; the Company may prioritize growth over short-term financial results, and the additional assumptions disclosed in the Company's public disclosure record on its profile on SEDAR+ at www.sedarplus.ca. This forward-looking information may be affected by risks and uncertainties in the business of the Company and market conditions. Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking information prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected. Although the

Company has attempted to identify important risks, uncertainties and factors which could cause actual results to differ materially, there may be others that cause results not to be as anticipated, estimated or intended. The Company does not intend, and does not assume any obligation, to update this forward-looking information except as otherwise required by applicable law.

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.