StageZero Life Sciences Ltd. Announces Pricing of Public Offering

written by Raj Shah | June 3, 2020



June 2, 2020 (Source) – StageZero Life Sciences Ltd. (TSX:SZLS) ("**StageZero**", or the "**Company**") announces that its previously-announced marketed offering (the "**Offering**") of units of the Company (the "**Units**") will consist of a minimum of 50,000,000 Units and a maximum of 114,285,800 Units for gross proceeds of a minimum of C$3.5 million and maximum of C$8 million. In respect of the foregoing, StageZero will file today an amended and restated preliminary short form prospectus (the "**Amended and Restated Preliminary Prospectus**"), to amend and restate the preliminary short form prospectus dated June 1, 2020.

Each Unit will be offered at a price of $0.07 per Unit (the "**Offering Price**") and will be comprised of one common share of the Company (a "**Common Share**") and one common share purchase warrant (a "**Warrant**"). Each Warrant will entitle the holder thereof to purchase one Common Share at an exercise price of $0.09 for a period of 36 months following the closing date of the Offering. The Offering will be made in the provinces of British Columbia, Alberta, and Ontario (the "**Canadian Jurisdictions**") on a "best efforts" agency basis by Echelon Wealth Partners Inc. ("**Echelon**") and Clarus Securities Inc. ("**Clarus**", and collectively with Echelon, the "**Agents**") as co-lead Agents and joint bookrunners. The Company has also agreed

to grant to the Agents an over-allotment option to sell up to an additional 15% of the number of Units, or their constituent Common Shares or Warrants, offered in the Offering, so long as the aggregate number of additional Units, Common Shares or Warrants, as the case may be, does not exceed 15% of the number of Units, Common Shares or Warrants issued under the Offering (excluding the over-allotment option). The over-allotment option is exercisable for a period of thirty days following the last closing under the Offering.

The Offering will be completed: (i) by way of a short form prospectus to be filed in the Canadian Jurisdictions; and (ii) outside Canada and the United States on a basis which does not require the qualification or registration of any of the Company's securities under domestic or foreign securities laws.

The Offering is expected to close on or about June 18, 2020, or such other date as the Company and the Agents may agree, and is subject to customary closing conditions, including the approval of the securities regulatory authorities in the Canadian Jurisdictions and the Toronto Stock Exchange and the issuance of a receipt for a final short form prospectus. The size of the Offering, between the minimum and maximum will be determined in the context of the market.

The Company intends to use the net proceeds of the Offering for expansion of COVID-19 testing capabilities and sales and marketing related to COVID-19 testing. Net proceeds of the Offering will also be used for upgrades to the Company, including new staff hiring, to meet increased demand for COVID-19 testing as well as working capital and general corporate purposes.

The preliminary short form prospectus is available on SEDAR at www.sedar.com.

This news release does not constitute an offer to sell or a solicitation of an offer to sell any of 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 (as such term is defined in the U.S. Securities Act) unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

About StageZero Life Sciences Ltd.

StageZero Life Sciences is dedicated to the early detection of multiple disease states through whole blood. The Company operates a CAP accredited and CLIA certified high complexity reference laboratory based in Richmond, Virginia. A specialist in PCR testing for the early identification of cancer through blood, the Company is uniquely positioned to provide both COVID PCR testing (nasal swab) and blood test analysis (antibody testing). The Company's full service, telehealth platform includes access to physicians and phlebotomist who can prescribe and draw samples for individuals and groups. As the Company provides COVID-19 testing during this pandemic, the Company continues making progress with its mission to eradicate late stage cancers through early detection. The Company's next generation test, Aristotle®, is a multi-cancer panel for simultaneously screening for 10 cancers from a single sample of blood with high sensitivity and specificity for each cancer. www.stagezerolifesciences.com

Forward-Looking Statements

This press release contains forward-looking statements identified by words such as "expects", "will" and similar

expressions, which reflect the Company's current expectations regarding future events, including the size of the Offering, the closing of the Offering, regulatory approvals and the intended use of proceeds. The forward-looking statements involve risks and uncertainties that could cause the Company's actual events to differ materially from those projected herein. Investors should consult the preliminary short form prospectus filed in connection with the Offering and the Company's ongoing quarterly filings and annual reports for additional information on risks and uncertainties relating to these forward-looking statements. The reader is cautioned not to place undue reliance on these forward-looking statements. The Company disclaims any obligation to update these forward-looking statements, except as required by law.

The Toronto Stock Exchange has neither approved nor disapproved the information contained herein.

A preliminary prospectus containing important information relating to these securities described herein has been filed with securities commissions or similar authorities in certain jurisdictions of Canada. The preliminary prospectus is still subject to completion or amendment. Copies of the preliminary prospectus may be obtained by emailing Echelon Wealth Partners Inc., at ecm@echelonpartners.com. There will not be any sale or any acceptance of an offer to buy the securities until a receipt for the final prospectus has been issued.