Visionstate Announces $450,000 Financing

written by Raj Shah | March 3, 2025

March 3, 2025 (Source) – Visionstate Corp. (TSXV: VIS) ("Visionstate" or the "Company"), a leading provider of Internet of Things (IoT) solutions for facility management, today announced a non-brokered private placement of up to $450,000. The financing will consist of one full unit at $0.025 (two and a half cents) per share, along with a full warrant exercisable at $0.05 (five cents) per share for a term of 36 months upon closing, subject to an acceleration clause.

The price per share is based on the previous closing price of the Company's common shares. The Company intends to issue up to 18 million shares for this financing round. The financing is subject to regulatory approval and customary closing conditions.

Each Unit is comprised of one (1) common share of Visionstate ("Common Share") and one (1) Common Share purchase warrant ("Warrant"), whereby each Warrant entitles the holder to purchase one (1) additional Common Share at a price of $0.05 per Common Share for a period of five (5) years following the date of closing, subject to an acceleration clause.

If the closing price of the Common Shares is equal to or exceeds $0.07 per Common Share for greater than twenty (20) consecutive trading days, then the warrant term shall automatically accelerate to a date that is thirty (30) calendar days following the date a press release is issued by the Company announcing the reduced warrant terms, without further notification made by the Company.

In the event of acceleration, the expiry date will be adjusted

to thirty (30) days after the date that written notice has been given to the warrant holder or the date Visionstate has issued a press release announcing the exercise of the acceleration right. Thereafter, no further notification will be provided by Visionstate to the subscribers. The securities issued under the Placement are subject to a four-month plus one day hold period from the date of closing.

“As Visionstate continues to advance its technology solutions, this financing will provide essential capital to support our growth initiatives,” said Company CEO John Putters. “We remain committed to financial prudence while enhancing our IoT offerings and expanding our market reach.”

Proceeds from the placement will be allocated towards Visionstate’s expansion into the US market for its WANDA solution, where the company recently established an office location in Seattle, Washington. Proceeds will be directed toward increased sales support in that market, and targeted digital advertising efforts. Additionally, funds will be directed toward investment into the Company’s AI model for facility management scheduling and shoring up investments to provide diversification of the Company’s revenue streams. Visionstate Corp. remains dedicated to delivering innovative technology solutions that drive operational efficiencies and improve customer experiences across various industries.

The issuance of Units to insiders pursuant to the Placement will constitute a “related party transaction” as defined under Multilateral Instrument 61-101, Protection of Minority Security Holders in Special Transactions (“MI 61-101”). The Placement will be exempt from the formal valuation and minority shareholder approval requirements of MI 61-101. In particular, Visionstate has determined that the exemptions set out in paragraphs (a) and (b) in section 5.5 of MI 61-101 are

applicable since the aggregate consideration to be paid by the related parties will not exceed 25% of the market capitalization of Visionstate and Visionstate is not listed on the Toronto Stock Exchange, but only on the TSX Venture Exchange. In addition, regarding the minority shareholder approval exemptions, the independent directors have determined that the exemptions set out in paragraphs (1)(a) and (b) in section 5.7 of MI 61-101 are applicable in that the aggregate consideration to be paid by the related parties will not exceed 25% of the market capitalization of Visionstate, the distribution of the securities to the related parties will have a fair market value of not more than $2,500,000 and Visionstate is not listed on the Toronto Stock Exchange, but only on the TSX Venture Exchange.

About Visionstate Corp.

Visionstate Corp. (TSXV: VIS) is a growth-oriented company investing in the research and development of promising new technology in the realms of the Internet of Things, big data and analytics, and sustainability. Visionstate IoT Inc., a wholly owned subsidiary of Visionstate Corp., helps businesses improve operational efficiencies, reduce costs, and elevate customer satisfaction with its state-of-the-art devices that track and monitor guest activities and requests. The footprint of its WANDA smart device extends to hospitals, airports, shopping centres, and other public facilities across North America and beyond. Through a collection of synergistic technologies, Visionstate Corp. continues to innovate, reduce environmental impact, and transform consumer experiences.

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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.

Forward-Looking Statements

Certain information set forth in this material may contain forward-looking statements that involve substantial known and unknown risks and uncertainties. All statements other than statements of historical fact are forward-looking statements, including, without limitation, statements regarding future financial position, business strategy, use of proceeds, corporate vision, proposed acquisitions, partnerships, joint ventures, and strategic alliances, budgets, costs, and plans and objectives of or involving the Company. Such forward-looking information reflects management's current beliefs and is based on information currently available to management. Often, but not always, forward-looking statements can be identified by the use of words such as "plans," "expects," "is expected," "scheduled," "estimates," "forecasts," "intends," "targets," "aims," "anticipates," or "believes" or variations (including negative variations) of such words and phrases, or may be identified by statements to the effect that certain actions "may," "could," "should," "would," "might," or "will" be taken, occur, or be achieved. A number of known and unknown risks, uncertainties, and other factors may cause actual results or performance to materially differ from any future results or performance expressed or implied by the forward-looking information. These forward-looking statements are subject to numerous risks and

uncertainties, certain of which are beyond the control of the Company, including, but not limited to, the impact of general economic conditions, industry conditions, and dependence upon regulatory approvals. Readers are cautioned that the assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be imprecise and, as such, undue reliance should not be placed on forward-looking statements. The Company does not assume any obligation to update or revise its forward-looking statements, whether as a result of new information, future events, or otherwise, except as required by securities laws.

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Issued on behalf of the Board of Directors,

“John A. Putters”

Visionstate Corp.

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