



Rakovina Therapeutics Inc. Announces Closing of \$1.5 Million Convertible Debenture Financing

May 29, 2023, Vancouver, British Columbia /CNW/ -- Rakovina Therapeutics Inc. ("**Rakovina**" or the "**Company**") (TSX-V: **RKV**) is pleased to announce that it has closed its previously announced non-brokered private placement (the "**Offering**") of unsecured convertible debenture units of the Company (the "**Debenture Units**") for aggregate gross proceeds to the Company of approximately \$1.5 million.

Each whole Debenture Unit is deemed to consist of \$50,000 in principal amount of unsecured convertible debenture of the Company (each, a "**Debenture**") and 100,000 common share purchase warrants of the Company (the "**Warrants**"), with each Warrant entitling the holder thereof to acquire one common share of the Company (a "**Warrant Share**") at a price of \$0.15 per Warrant Share for a period of 30 months ending November 29, 2025.

The Debentures will (i) mature 30 months following the closing date of the Offering (the "**Closing Date**"), unless earlier converted or redeemed, and (ii) accrue interest at a rate of 12% per annum which is due and payable semi-annually commencing on the date that is six (6) months following the Closing Date. Interest on each Debenture is payable, at the option of the holder, in common shares of the Company ("**Common Shares**"), pursuant to the terms and conditions of the indenture governing the Debentures.

Each \$1,000 (or any integral multiple thereof) in principal amount of Debenture is convertible, at the option of the holder, into Common Shares (the "**Debenture Shares**") at a conversion price of \$0.20 per Debenture Share. Rakovina is entitled to redeem each Debenture starting 12 months following the Closing Date by paying a redemption premium on the outstanding principal amount of Debenture equal to 2%, subject to certain limitations.

Rakovina intends to use the net proceeds of the Offering for research and development expenses primarily to advance its lead kt-3000 dual function DNA-damage response inhibitor program toward human clinical trials and for general working capital purposes.

Insiders subscribed for 22 Debenture Units in the Offering for aggregate gross proceeds to the Company of \$1.1 million. The issuance of such Debenture Units constitutes a related party transaction under Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**") and Policy 5.9 by the TSX Venture Exchange ("**TSX-V**"). The Company is relying on exemptions from the formal valuation and minority shareholder approval requirements under MI 61-101 on the basis that neither the fair market value of the Debenture Units issued to interested parties (as defined in MI 61-101), nor the consideration received for those Debenture Units, exceeds 25% of the Company's market capitalization. No new insiders were created, nor has there been a Change of Control (as defined in TSX-V Policies) as a result of closing the Offering. The Company did not file a material change report more than 21 days

before the Closing Date, as the details and amounts of insider participation was not finalized until shortly prior to the Closing Date.

Pursuant to applicable Canadian securities laws, all securities issued and issuable in connection with the Offering will be subject to a four (4) month and one day hold until September 30, 2023. The Offering remains subject to final acceptance by the TSX-V and all regulatory approvals.

The TSX-V has neither approved nor disapproved the content of this press release. Neither the TSX-V nor its Regulation Services Provider (as that term is defined in policies of the TSX-V) accepts responsibility for the adequacy or accuracy of this release.

About Rakovina Therapeutics Inc.

Rakovina Therapeutics Inc. is focused on the development of new cancer treatments based on novel DNA-damage response technologies. The Company has established a pipeline of novel DNA-damage response inhibitors with the goal of advancing one or more drug candidates into human clinical trials and obtaining marketing approval for new cancer therapeutics from Health Canada, the United States Food and Drug Administration and similar international regulatory agencies. Further information may be found at www.rakovinatherapeutics.com.

Cautionary Statement Regarding Forward-Looking Information

This press release may contain "forward-looking statements" regarding the Company and its respective business within the meaning of applicable Canadian securities laws, including, without limitations, statements related to the use of proceeds of the Offering. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by management, are inherently subject to significant business, economic and competitive uncertainties, and contingencies. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "is expected", "expects", "scheduled", "intends", "contemplates", "anticipates", "believes", "proposes" or variations (including negative variations) of such words and phrases, or state that certain actions, events, or results "may", "could", "would", "might" or "will" be taken, occur or be achieved.

The forward-looking events and circumstances discussed in this press release may not occur by certain specified dates or at all and could differ materially as a result of known and unknown risk factors and uncertainties affecting the Company, including risks regarding the medical device industry, economic factors, regulatory factors, the equity markets generally and risks associated with growth and competition. Although the Company has attempted to identify important factors that could cause actual actions, events, or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events, or results to differ from those anticipated, estimated or intended. No forward-looking statement can be guaranteed. Except as required by applicable securities laws, forward-looking statements speak only as of the date on which they are made and the Company undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise. The reader is referred to the Company's most recent filings on SEDAR for a more complete discussion of all applicable risk factors and their potential effects, copies of which may be accessed through the Company's profile page at www.sedar.com.

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