



Clear Blue Technologies Announces Shares for Debt Settlement, Private Placement, and Proposed Share Consolidation

December 27, 2024, Toronto ON -- Clear Blue Technologies International Inc. (TSXV: CBLU) (FRANKFURT: OYA) (OTCQB: CBUTF) (“**CBLU**” or the “**Company**”) today announces that as a result of strong support from its secured lenders, its shareholders, customers, suppliers, employees and convertible debenture holders and other creditors and investors, it has initiated a proposed package of financial restructuring which should position the company well to embrace the opportunities in front of it in 2025 and beyond.

The Package consists of the following:

- A Shares for Debt Transaction to convert existing convertible debentures, shareholder loans, and other creditor amounts into equity.
- A Private Placement to raise additional working capital funds.
- A share consolidation of 6:1 to meet certain TSX Venture Exchange (“**TSXV**”) regulatory requirements.
- A cost reduction program within the Company to reduce operating expenses and R&D investments.

“Clear Blue is strongly positioned to address North American and African Telecom and Smart City opportunities. It is a leader in its target markets and now has 4 proven products, each with strong growth potential. The last 3 years of Covid, war, inflation, interest rate hikes and related events have held the Company back from being able to capitalize on this opportunity. As a result of this financial restructuring, the Company can now move forward and focus on the opportunity in front of it,” said Miriam Tuerk, Co-Founder and CEO of Clear Blue. “A community builds a company, and the Clear Blue community has stepped forward at this stage to support the Company in a big way. We cannot thank everyone enough for their contribution and willingness to work together to achieve this milestone.”

Details of the above are provided below:

The Company will be entering into debt settlement agreements with certain debenture holders and other creditors to settle an aggregate of approximately \$8.77 million indebtedness that will be converted into units of the Company, with each unit comprised of one common share and one common share purchase warrant at a price per common share of \$0.03, with each warrant exercisable for 24 months at a strike price of \$0.05 (the



“**Shares for Debt Transaction**”). If \$8.77 million indebtedness is settled then an aggregate of 292,438,847 common shares and 272,503,847 warrants will be issued on closing.

The completion of the Shares for Debt Transactions is subject to a number of conditions, including the approval of the TSXV. Upon finalizing agreements with all creditors, the Company will issue a subsequent news release outlining the precise amount of debt settled and the number of units issued on closing.

Alongside the Shares for Debt Transaction, the Company has also initiated a non-brokered private placement on identical terms to the Shares for Debt Transaction, with units of the Company to be issued comprised of one common share and one common share purchase warrant at a price per common share of \$0.03, with each warrant exercisable for 24 months at a strike price of \$0.05 (the “**Private Placement**”, and together with the Shares for Debt Transaction, the “**Transactions**”), for gross proceeds of up to \$2 million. The net proceeds from the Private Placement will be used for working capital and general corporate purposes. If the maximum of \$2 million is raised, an aggregate of 66,666,666 common shares and 66,666,666 warrants will be issued on closing the Private Placement.

The Company also announces a plan to proceed with a consolidation of its issued and outstanding common shares on the basis of six (6) pre-consolidation shares for each one (1) post-consolidation share (the “**Consolidation**”). The Company believes that the Consolidation is in the best interests of shareholders as it will allow the Company to complete the Transactions in accordance with abiding by TSXV policies as well as enhance the marketability of the common shares. Accordingly, the Company plans to hold a special meeting of shareholders on or around the beginning of March 2025, prior to which time an information circular will be sent to shareholders containing additional details pertaining to the Consolidation. No fractional shares will be issued as a result of the Consolidation. Any fractional shares resulting from the Consolidation will be rounded down to the next whole common share.

The initial closings of the Transactions are expected to occur on or before December 31, 2024, or such other date as the creditors, investors and the Company may agree upon, and are subject to the completion of formal documentation and the Company receiving all necessary regulatory approvals, including the approval of the TSXV. The securities issued pursuant to the Transactions will be subject to a hold period of four months and one day from the issuance date in accordance with applicable securities laws.

Insiders may participate in the Transactions and the participation of insiders will be considered a related party transaction subject to Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions (“**MI 61-101**”). The Company intends to rely on exemptions from the formal valuation and minority shareholder approval requirements provided under subsections 5.5(b) and 5.7(1)(a) of MI



61-101 on the basis that no securities of the Company are listed on specified markets and the fair market value of the debt being settled by interested parties does not exceed 25% of the Company's market capitalization.

Additionally, the Company announces that it entered into a promissory note dated September 30, 2024, pursuant to which, Miriam and John Tuerk, directors and officers of the Company, collectively loaned the Company the principal amount of \$994,704 (the "**Loan**"). The Loan is repayable on January 1, 2026, without interest. The lenders are control persons and directors and officers of the Company, and accordingly, the Loan constitutes a "related party transaction" pursuant to MI 61-101. The Loan is exempt from the formal valuation and minority shareholder approval requirements of 61-101. The Company is exempt from the formal valuation requirement contain in section 5.5(b) of MI 61-101 as the Company does not have securities listed on a specified stock exchange. The Loan is further exempt from the minority shareholder approval requirement pursuant to section 5.7(1)(a) of MI 61-101 as the fair market value of Loan is less 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 described in this news release. Such securities have not been, and will not be, registered under the U.S. Securities Act, or any state securities laws, and, accordingly, may not be offered or sold within the United States, or to or for the account or benefit of persons in the United States or "U.S. Persons", as such term is defined in Regulation S promulgated under the U.S. Securities Act, unless registered under the U.S. Securities Act and applicable state securities laws or pursuant to an exemption from such registration requirements.

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About Clear Blue Technologies International

Clear Blue Technologies International, the Smart Off-Grid™ company, was founded on a vision of delivering clean, managed, "wireless power" to meet the global need for reliable, low-cost, solar and hybrid power for lighting, telecom, security, Internet of Things devices, and other mission-critical systems. Today, Clear Blue has thousands of systems under management across 37 countries, including the U.S. and Canada. (TSXV: CBLU) (FRA: 0YA) (OTCQB: CBUTF)



Legal Disclaimer

Neither 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.

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Forward-Looking Statement

This press release contains certain "forward-looking information" and/or "forward-looking statements" within the meaning of applicable securities laws. Such forward-looking information and forward-looking statements are not representative of historical facts or information or current condition, but instead represent only Clear Blue's beliefs regarding future events, plans or objectives, many of which, by their nature, are inherently uncertain and outside of Clear Blue's control. Generally, such forward-looking information or forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or may contain statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "will continue", "will occur" or "will be achieved". The forward-looking information contained herein may include, but is not limited to, information concerning the Company's current and future financial position.

By identifying such information and statements in this manner, Clear Blue is alerting the reader that such information and statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of Clear Blue to be materially different from those expressed or implied by such information and statements.

An investment in securities of Clear Blue is speculative and subject to several risks including, without limitation, the risks discussed under the heading "Risk Factors" in Clear Blue's listing application dated July 12, 2018. Although Clear Blue has attempted to identify important factors that could cause actual results to differ materially from those



contained in the forward-looking information and forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended.

In connection with the forward-looking information and forward-looking statements contained in this press release, Clear Blue has made certain assumptions. Although Clear Blue believes that the assumptions and factors used in preparing, and the expectations contained in, the forward-looking information and statements are reasonable, undue reliance should not be placed on such information and statements, and no assurance or guarantee can be given that such forward-looking information and statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information and statements. The forward-looking information and forward-looking statements contained in this press release are made as of the date of this press release. All subsequent written and oral forward- looking information and statements attributable to Clear Blue or persons acting on its behalf is expressly qualified in its entirety by this notice.”

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities described in this news release. Such securities have not been, and will not be, registered under the U.S. Securities Act, or any state securities laws, and, accordingly, may not be offered or sold within the United States, or to or for the account or benefit of persons in the United States or “U.S. Persons”, as such term is defined in Regulation S promulgated under the U.S. Securities Act, unless registered under the U.S. Securities Act and applicable state securities laws or pursuant to an exemption from such registration requirements.