



**STACK CAPITAL GROUP INC. ANNOUNCES UPSIZE TO ITS PREVIOUSLY ANNOUNCED BEST EFFORTS PRIVATE PLACEMENT NOW COMBINED WITH THE NON-BROKERED PRIVATE PLACEMENT FOR GROSS PROCEEDS OF UP TO \$35,000,000**

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**TORONTO, CANADA – July 25, 2025** – Stack Capital Group Inc., (the "Company") (TSX:STCK & TSX:STCK.WT.A) is pleased to announce that, as a result of strong investor demand, the Company has doubled the size of its previously announced "best efforts" private placement to up to 1,454,545 units of the Company (the "Units") and up to \$20,000,000 in gross proceeds (the "LIFE Offering"). After giving effect to the upsize of the LIFE Offering, the Company now expects to raise up to \$35,000,000 in total gross proceeds under the combined LIFE Offering and Concurrent Private Placement (as defined herein).

Each Unit will be issued at a price of \$13.75 per Unit (the "Offering Price") and will be comprised of one common share (a "Common Share" and the Common Shares comprising the Units being the "Unit Shares") and one-quarter of one Common Share purchase warrant of the Company (each whole warrant, a "Warrant"). Each Warrant shall be exercisable by the holder thereof to acquire one Common Share (a "Warrant Share") for a period of 24 months following the Closing Date (as hereinafter defined) at an exercise price of \$17.00 per Warrant Share, subject to adjustment in certain events.

In connection with the upsize of the LIFE Offering, the Company has entered into an amended agreement with Canaccord Genuity Corp., Raymond James Ltd., RBC Capital Markets and TD Securities Inc., to act as co-lead agents and joint bookrunners (collectively, the "Joint Bookrunners"), for and on behalf of a syndicate of agents (together with the Joint Bookrunners, the "Agents").

As previously announced, the Company also intends to complete a concurrent non-brokered private placement of up to 1,090,909 Units at the Offering Price to certain investors that have been identified to the Joint Bookrunners, for gross proceeds of up to \$15,000,000, or such higher number as determined by the Company in its discretion (the "Concurrent Private Placement" and, together with the LIFE Offering, the "Offering"). The terms of the Concurrent Private Placement remain the same and the closing of the LIFE Offering is not conditional upon the closing of the Concurrent Private Placement.

In addition, the Company has applied to the Toronto Stock Exchange (the "TSX") for the listing of the Unit Shares, Warrants and Warrant Shares under the Offering.

The LIFE Offering is being made to purchasers resident in all provinces of Canada, except Québec, pursuant to the listed issuer financing exemption from the prospectus requirement available under Part 5A of National Instrument 45-106 – *Prospectus Exemptions* and Coordinated Blanket Order 45-935 *Exemptions from Certain Conditions of the Listed Issuer Financing Exemption* of the Canadian Securities Administrators (collectively, the "LIFE Exemption"). Subject to compliance with the terms of the LIFE Exemption, the Unit Shares and Warrants offered under the LIFE Exemption will not be subject to resale restrictions pursuant to applicable Canadian securities laws. In addition, the Agents may offer the Units for sale on a private placement basis pursuant to available exemptions from the registration or prospectus requirements to investors resident in the United States and certain other jurisdictions outside of Canada and the United States, in each case, as agreed to by the Company and the Joint Bookrunners; provided it is

understood that the Company will not be required to register or make any filings (other than reports on sales of securities in the United States and Canada) in such jurisdictions.

In connection with the upsize of the LIFE Offering, there is an amended and restated offering document related to this LIFE Offering that can be accessed under the Company's profile at [www.sedarplus.com](http://www.sedarplus.com) and on the Company's website at [www.stackcapitalgroup.com](http://www.stackcapitalgroup.com). Prospective investors should read this amended and restated offering document before making an investment decision.

All Units issued under the Concurrent Private Placement will be issued in accordance with applicable securities laws pursuant to available exemptions from the prospectus requirements. It is anticipated that all Units issued to investors outside of Canada under the Concurrent Private Placement will be issued pursuant to Ontario Securities Commission Rule 72-503 - *Distributions Outside Canada* and will therefore not be subject to resale restrictions pursuant to applicable Canadian securities laws.

The net proceeds of the Offering will be used for investments in accordance with the Company's investment principles and general corporate and working capital purposes.

The Offering is expected to close on or about August 8, 2025, or such other date or dates as may be agreed to by the Company and the Joint Bookrunners (each such date, a "Closing Date") and is subject to certain conditions including, but not limited to, the receipt of all necessary approvals, including the approval of the TSX.

At the closing of the Offering, the Company will pay to the Agents a cash fee equal to 5.0% of the gross proceeds raised in connection with the Offering.

The Company anticipates certain insiders of the Company will participate in the Offering. Any participation in the Offering by insiders constitutes a "related party transaction" as defined under Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). However, the Company expects to rely on exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 based on the fact neither the fair market value of the Units subscribed for by the insiders, nor the consideration for the Units paid by such insiders, is expected to exceed 25% of the Company's market capitalization as at the date of this news release.

No securities regulatory authority has either approved or disapproved of the contents of this news release. This news release is for information purposes only and does not constitute an offer to sell or a solicitation of an offer to buy any of the securities of the Company in the United States of America. The Units, Unit Shares, Warrants and Warrant Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the "1933 Act") or any state securities laws and may not be offered, sold or delivered, directly or indirectly, within the United States, its possessions and other areas subject to its jurisdiction or for the account or for the benefit of U.S. Persons (as defined under applicable securities laws) or persons in the United States unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration is available.

### **About Stack Capital Group Inc.**

The Company is an investment holding company and its business objective is to invest in equity, debt and/or other securities of growth-to-late-stage private businesses. Through the Company, shareholders have the opportunity to gain exposure to the diversified private investment portfolio; participate in the private market; and have liquidity due to the listing of the Common Shares on the TSX. At the same time, the public structure also allows the Company to focus its efforts on maximizing long-term performance through a portfolio of high growth businesses, which are not widely available to most Canadian investors. SC Partners

Ltd. has taken the initiative in creating the Company and acts as the Company's administrator and is responsible to source and advise with respect to all investments for the Company.

### **Forward looking and other cautionary statements**

Certain information in this news release constitutes forward-looking statements under applicable securities law. Any statements that are contained in this news release that are not statements of historical fact may be deemed to be forward-looking statements. Forward-looking statements are often identified by terms such as "may", "should", "anticipate", "expect", "intend" and similar expressions. Forward-looking information contained or referred to in this news release includes, but may not be limited to, the details of the Offering, the completion of the Offering, the receipt of all necessary approvals, including the approval of the TSX, the business of the Company and the proposed use of proceeds of the Company.

Forward-looking statements are based on assumptions and are subject to a number of risks and uncertainties, many of which are beyond our control, which could cause actual results to differ materially from those that are disclosed in or implied by such forward-looking statements. The material assumptions supporting these forward-looking statements include, among others, that the Company will receive the necessary approval for the Offering from the TSX, will satisfy the terms of the LIFE Exemption and any other applicable securities exemptions or safe harbours and will satisfy the commercial closing conditions of the Offering. Additional risk factors that may impact the Company or cause actual results and performance to differ from the forward looking statements contained herein are set forth in the Company's most recent annual information form under the heading "Risk Factors" (a copy of which can be obtained under the Company's profile on [www.sedarplus.com](http://www.sedarplus.com)).

Readers are cautioned that the foregoing list is not exhaustive. Readers are further cautioned not to place undue reliance on forward-looking statements as there can be no assurance that the plans, intentions or expectations upon which they are placed will occur. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement. Except as required by applicable law, 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.

**For more information, please visit our website at [www.stackcapitalgroup.com](http://www.stackcapitalgroup.com) or contact:**

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