



CEMATRIX Announces \$3.5 Million Bought Deal Private Placement

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Calgary, Alberta – July 17, 2024 – CEMATRIX Corporation (TSX: CEMX) (OTCQB: CTXXF) ("CEMATRIX" or the "Company"), a North American leading manufacturer and supplier of technologically advanced cellular concrete products, is pleased to announce that it has entered into an agreement with Beacon Securities Limited ("**Beacon**"), on behalf of a syndicate of underwriters (together with Beacon, the "**Underwriters**"), in connection with a "bought deal" private placement financing of 7,778,000 units (the "**Units**") of the Company at a price of \$0.45 per Unit (the "**Issue Price**") for aggregate gross proceeds to the Company of \$3,500,100 (the "**Offering**"). The Units will be issued under Part 5A (the "**Listed Issuer Financing Exemption**") of National Instrument 45-106 – *Prospectus Exemptions* ("**NI 45-106**").

Each Unit will consist of one common share in the capital of the Company (a "**Unit Share**") and one-half of one common share purchase warrant (each whole warrant, a "**Warrant**") of the Company. Each Warrant will entitle the holder thereof to acquire one common share (a "**Warrant Share**") at a price per Warrant Share of \$0.60 for a period of 24 months from the Closing Date (as defined herein).

In connection with the Offering, the Company has granted the Underwriters an option (the "**Underwriters' Option**"), exercisable, in whole or in part, by Beacon by giving notice to the Company at any time up to 48 hours prior to the Closing Date to purchase up to an additional 6,889,000 Units at the Issue Price for additional gross proceeds of up to the maximum as permitted under the Listed Issuer Financing Exemption.

Subject to compliance with applicable regulatory requirements and in accordance with NI 45-106, the Units will be offered for sale to purchasers resident in Canada pursuant to the Listed Issuer Financing Exemption, and in other qualifying jurisdictions. The securities issued under the Listed Issuer Financing Exemption will not be subject to a hold period pursuant to applicable Canadian securities laws. There is an offering document related to the Offering that can be accessed under the Company's profile at www.sedarplus.ca and on the Company's website at www.cematrix.com. Prospective investors should read this offering document before making an investment decision.

The Company intends to use the net proceeds of the Offering to support its sales growth, and for working capital.

The closing of the Offering is anticipated to occur on or about July 29, 2024 (the "**Closing Date**") and is subject to certain conditions including, but not limited to, the receipt of all necessary approvals including the conditional approval of the Toronto Stock Exchange.

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 U.S. state securities laws, and may not be offered or sold in the "United States" (as such term is defined in Regulation S under the U.S. Securities Act) unless registered under the U.S. Securities Act and applicable U.S. state securities laws or an exemption from such registration is available. This news release shall not constitute an offer to sell or the solicitation of

an offer to buy nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

For more information about CEMATRIX please visit www.cematrix.com.

ABOUT CEMATRIX

CEMATRIX is a rapidly growing company that manufactures and supplies technologically advanced cellular concrete products developed from proprietary formulations across North America. This unique cement-based material with superior thermal protection delivers cost-effective, innovative solutions to a broad range of problems facing the infrastructure, industrial, energy and commercial markets. The Company's wholly owned operating subsidiaries include CEMATRIX (Canada) Inc. ("CCI"), Chicago based MixOnSite USA Inc. ("MOS") and Bellingham based Pacific International Grout Company ("PIGCO"). This has made CEMATRIX a true leader in North America's growing Cellular Concrete market. For more information, please visit our website at www.cematrix.com.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Certain statements made and information contained in this news release, including statements regarding the use of proceeds raised under the Offering and final approval relating to the Offering, is "forward-looking information" within the meaning of applicable Canadian securities legislation. All statements, other than statements of historical facts, are forward-looking statements. Generally, forward-looking statements can be identified by the use of terminology such as "plans", "expects", "estimates", "intends", "anticipates", "believes" or variations of such words, or statements that certain actions, events or results "may", "could", "would", "might", "will be taken", "occur" or "be achieved". Forward-looking statements are subject to a variety of risks and uncertainties which could cause actual events or results to differ from those reflected in the forward-looking statements, including, without limitation, statements in connection with the Offering and the issuance of the Units, including the amounts expected to be raised, the timeline of certain events in respect thereof, including the applicable exemptions, satisfaction of closing conditions, including the receipt of final acceptance of the Toronto Stock Exchange in respect of the Offering, management's discretion with respect to the use of proceeds and the use of the available funds following completion of the Offering, including the timing and cost of planned expenditures and potential development of its projects. Forward-looking statements or forward-looking information relate to future events and future performance and include statements regarding the expectations and beliefs of management based on information currently available to the Company.

Although the Company believes that the assumptions and factors used in preparing these forward-looking statements are reasonable based upon the information currently available to management as of the date hereof, actual results and developments may differ materially from those contemplated by these statements and no assurance can be given that such events will occur in the disclosed times frames or at all. Readers are therefore cautioned not to place undue reliance on forward-looking statements and forward-looking information. Any forward-looking statement speaks only as of the date of this news release and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking information, whether as a result of new information, changing circumstances, or otherwise.

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