

November 22, 2022

**TSX: DYA**  
**OTCQX: DYFSF**  
**FRA: DMJ**

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### ***dynaCERT* Launches Private Placement of Carbon Credit Convertible Notes**

This news release is not for dissemination in the United States or for distribution to U.S. wire services.

TORONTO, ON--(Business Wire – November 22, 2022). *dynaCERT* Inc. (TSX: DYA) (OTCQX: DYFSF) (FRA: DMJ) ("*dynaCERT*" or the "Company") is pleased to announce that it has launched an offering of up to \$10,000,000 of Carbon Credit Convertible Notes under private placement exemptions in Canada. The offering is not convertible into the Company's common shares and is non-dilutive to shareholders of the Company.

Each Carbon Credit Convertible Note is priced at \$1,000 (Canadian) with a maturity date of ten (10) years after the date of issue. Commencing at the fifth (5<sup>th</sup>) anniversary after the date of issue, the Carbon Credit Convertible Notes will be convertible, at any time thereafter, at the option of the holder, into Carbon Credits generated by *dynaCERT*'s proprietary HydraGEN™ Technology.

The Carbon Credit Convertible Notes are currently designed to be offered as a non-brokered private placement to institutional investors that wish to be the first to gain long term exposure to Carbon Credits, including pension funds, mutual funds, growth funds, family offices and high net worth individuals and to large issuers in Canada that are among those that purchase Carbon Credit futures every year, and subsequently retire them to offset their Greenhouse Gases (GHG's) and comply with their ESG requirements. These corporations may include oil & gas producers, pipelines & utilities, mining companies, industrials, such as manufacturing, chemical or cement plants, airlines and transportation companies.

The net proceeds of the financing shall be used by the Company for working capital of its currently available HydraGEN™ Technology business and fulfill timely delivery of sales of its products and to expedite current and new potential deliveries globally, including to Europe, Australia, North America and South America, Asia and the Middle East and for Research & Development of its previously announced AEM Electroliser innovations, designed to serve the Hydrogen Economy with high pressure, high volume Green Hydrogen. There may be circumstances, however, where, for sound business reasons, a reallocation of funds may be necessary.

The Private Placement is subject to all necessary regulatory approvals including acceptance from the Toronto Stock Exchange. All securities issued in connection with the Private Placement will be subject to the regulatory hold period from the date of issue under applicable Canadian securities laws, in addition to such other restrictions as may apply under applicable securities laws of jurisdictions outside Canada. The Company may pay finder's fees in connection with the offering subject to applicable securities



legislation and in accordance with the policies of the Toronto Stock Exchange.

Jim Payne, President & CEO of *dynaCERT*, stated, “Carbon Credit Convertible Notes are an innovative structure offering premium Carbon Credit futures derived from measured and verified emission reductions from the data received from internal combustion engines. This offering is designed to be appealing to companies and issuers that offset their Greenhouse Gas Emissions (GHG’s) as well as institutional investors that so far have had limited ways to gain exposure to the potential and growing demand for voluntary Carbon Credits. I believe this is a unique and creative non-dilutive way to finance *dynaCERT* while helping companies meet their ESG requirements.”

This news release does not constitute an offer to sell or a solicitation of an offer to sell any of the securities in the United States. The securities offered hereby have not and will not be registered under the United States Securities Act of 1933 (the "1933 Act") and may not be offered or sold in the United States or to U.S. persons (as defined in Regulation S under the 1933 Act) unless the securities have been registered under the 1933 Act, or are otherwise exempt from such registration.

#### **About *dynaCERT* Inc.**

*dynaCERT* Inc. manufactures and distributes Carbon Emission Reduction Technology along with its proprietary HydraLytics™ Telematics, a means of monitoring fuel consumption and calculating GHG emissions savings designed for the tracking of possible future Carbon Credits for use with internal combustion engines. As part of the growing global hydrogen economy, our patented technology creates hydrogen and oxygen on-demand through a unique electrolysis system and supplies these gases through the air intake to enhance combustion, which has shown to lower carbon emissions and improve fuel efficiency. Our technology is designed for use with many types and sizes of diesel engines used in on-road vehicles, reefer trailers, off-road construction, power generation, mining and forestry equipment.

Website: [www.dynaCERT.com](http://www.dynaCERT.com).

#### **READER ADVISORY**

*Except for statements of historical fact, this news release contains certain "forward-looking information" within the meaning of applicable securities law. Forward-looking information is frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "estimate" and other similar words, or statements that certain events or conditions "may" or "will" occur. In particular, information relating to Carbon Credits and Carbon Credit Futures cannot be independently verified. Although we believe that the expectations reflected in the forward-looking information are reasonable, there can be no assurance that such expectations will prove to be correct. We cannot guarantee future results, performance of achievements. Consequently, there is no representation that the actual results achieved will be the same, in whole or in part, as those set out in the forward-looking information.*

*Forward-looking information is based on the opinions and estimates of management at the date the statements are made and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those anticipated in the forward-looking information. Some of the risks and other factors that could cause the results to differ materially from those expressed in the forward-looking information include, but are not limited to: uncertainty as to whether our strategies and business plans will yield the expected benefits; availability and cost of capital; the ability to identify and develop and achieve commercial success for new products and technologies; the level of*



*expenditures necessary to maintain and improve the quality of products and services; changes in technology and changes in laws and regulations; the uncertainty of the emerging hydrogen economy; including the hydrogen economy moving at a pace not anticipated; our ability to secure and maintain strategic relationships and distribution agreements; and the other risk factors disclosed under our profile on SEDAR at [www.sedar.com](http://www.sedar.com). Readers are cautioned that this list of risk factors should not be construed as exhaustive.*

*The forward-looking information contained in this news release is expressly qualified by this cautionary statement. We undertake no duty to update any of the forward-looking information to conform such information to actual results or to changes in our expectations except as otherwise required by applicable securities legislation. Readers are cautioned not to place undue reliance on forward-looking information.*

**Neither the Toronto Stock Exchange nor its Regulation Services Provider (as that term is defined in the policies of the Toronto Stock Exchange) accepts responsibility for the adequacy or accuracy of the release.**

***On Behalf of the Board***

***Murray James Payne, CEO***

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