

MINILUXE ANNOUNCES PRIVATE PLACEMENT FOR UP TO \$5 MILLION (USD)

As part of this non-brokered Private Placement, the Company announces that it has signed indications of interests from new and existing investors and that it will offer existing Debenture holders who participate an option to convert their existing Debentures into shares

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Boston, MA – November 27, 2024 – MiniLuxe Holding Corp. (TSXV: MNLX) (“**MiniLuxe**” or the “**Company**”) today announces that it has initiated a non-brokered private placement of Class A subordinate voting shares of the Company (the “**Subordinate Voting Shares**”) at a price of USD\$0.55 per Subordinate Voting Share for gross proceeds up to USD\$5,000,000 and a maximum of 9,090,909 Subordinate Voting Shares (the “**Offering**”). The net proceeds from the Offering will be used for working capital and general corporate purposes.

This new capital will come from new and existing investors in the Company and proceeds will be used to fund growth initiatives of the Company including certain new studios (both company owned and planned franchise partnered locations) and product innovation. The Company has seen strong progress on the unit economics of its core base business over the past year and has also identified new operating and franchise partners.

As part of the Offering, the Company is presenting an option for existing holders of unsecured convertible debentures of the Company (the “**Debentures**”) who participate in this new private placement to convert their Debentures to equity. These previous Debentures came from the offering that closed in multiple tranches between November 2023, and April 2024. The specifics of this option to existing holders of such Debentures are described below.

Existing Debenture holders who invest at least 75% of their original principal amount of Debentures in this Offering will have the opportunity to convert their outstanding Debentures, including accrued but unpaid interest, into Subordinate Voting Shares at a discounted price of USD\$0.46 per share, representing a discount from the original conversion price of USD\$0.52. This structure was designed to create a modest incentive for existing investor participation while still allowing the Company to offer and attract participation from new investors.

While MiniLuxe’s management will evaluate how much (relative to the \$5M maximum size and from who it will ultimately accept capital for this private placement, the Company has signed indications of interest from new and existing investors for approximately 25 percent of the maximum offering size. Upon confirming final participation in the conversion option, the Company intends to submit a formal shares-for-debt application to the TSX Venture Exchange (“**TSXV**”) and will issue a subsequent news release providing additional details at that time. The issuance of Subordinate Voting Shares in connection with the conversion of Debentures remains subject to the approval of the TSXV.

The initial closing of the Offering is expected to occur before the end of the 2024 calendar year, or such other date as the investors and the Company may agree upon, and is subject to the completion of formal documentation and the Company receiving all necessary regulatory approvals, including the approval of the TSXV.

The Subordinate Voting Shares will be offered and sold by private placement in Canada to "accredited investors" within the meaning of National Instrument 45-106 – *Prospectus Exemptions* and other exempt purchasers in each province of Canada, and may be sold outside of Canada on a basis which does not require

the qualification or registration of any of the Subordinate Voting Shares in the subscriber's jurisdiction. In the United States, the Subordinate Voting Shares will be offered on a private placement basis pursuant to exemptions from the registration requirements of the United States Securities Act of 1933, as amended, and certain other jurisdictions in accordance with applicable securities laws.

The securities issued under the Offering will be subject to a hold period of four months and one day from the issuance date in accordance with applicable securities laws.

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.

About MiniLuxe

[MiniLuxe](#), a Delaware corporation based in Boston, Massachusetts. MiniLuxe is a lifestyle brand and talent empowerment platform servicing the beauty and self-care industry. The Company focuses on delivering high-quality nail care and esthetic services and offers a suite of trusted proprietary products that are used in the Company's owned-and-operated studio services. For over a decade, MiniLuxe has been elevating industry standards through healthier, ultra-hygienic services, a modern design esthetic, socially responsible labor practices, and better-for-you, cleaner products. MiniLuxe's aims to radically transform a highly fragmented and under-regulated self-care and nail care industry through its brand, standards, and technology platform that collectively enable better talent and client experiences.

In addition to creating long-term durable economic returns for stakeholders, MiniLuxe is expanding its reach through franchising, offering entrepreneurs the opportunity to partner with a brand recognized as the [best nail salon franchise](#). MiniLuxe seeks to empower one of the most diverse and largest hourly worker segments through professional development, economic mobility, and ownership opportunities. For its clients, MiniLuxe offers best-in-class self-care services and better-for-you products, and for nail care and beauty professionals, MiniLuxe seeks to become the employer of choice. Since its inception, MiniLuxe has performed over 4 million services.

For further information

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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.

Forward-looking statements

This press release contains "forward-looking information" and "forward-looking statements" (collectively, "forward-looking information") concerning the Company and its subsidiaries within the meaning of applicable securities laws. Forward-looking information may relate to the future financial outlook and anticipated events

or results of the Company and may include information regarding the Company's financial position, business strategy, growth strategies, acquisition prospects and plans, addressable markets, budgets, operations, financial results, taxes, dividend policy, plans and objectives. Particularly, information regarding the Company's expectations of future results, performance, achievements, prospects or opportunities or the markets in which the Company operates is forward-looking information. In some cases, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "targets", "expects", "budgets", "scheduled", "estimates", "outlook", "forecasts", "projects", "prospects", "strategy", "intends", "anticipates", "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might", or "will" occur. In addition, any statements that refer to expectations, intentions, projections or other characterizations of future events or circumstances contain forward-looking information. Statements containing forward-looking information are not historical facts but instead represent management's expectations, estimates and projections regarding future events or circumstances.

Many factors could cause the Company's actual results, performance, or achievements to be materially different from any future results, performance, or achievements that may be expressed or implied by such forward-looking information, including, without limitation, those listed in the "Risk Factors" section of the Company's filing statement dated November 9, 2021. Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results, performance, or achievements could vary materially from those expressed or implied by the forward-looking statements contained in this press release.

Forward-looking information, by its nature, is based on the Company's opinions, estimates and assumptions in light of management's experience and perception of historical trends, current conditions and expected future developments, as well as other factors that the Company currently believes are appropriate and reasonable in the circumstances. Those factors should not be construed as exhaustive. Despite a careful process to prepare and review forward-looking information, there can be no assurance that the underlying opinions, estimates and assumptions will prove to be correct. These factors should be considered carefully, and readers should not place undue reliance on the forward-looking information. Although the Company bases its forward-looking information on assumptions that it believes were reasonable when made, which include, but are not limited to, assumptions with respect to the Company's future growth potential, results of operations, future prospects and opportunities, execution of the Company's business strategy, there being no material variations in the current tax and regulatory environments, future levels of indebtedness and current economic conditions remaining unchanged, the Company cautions readers that forward-looking statements are not guarantees of future performance and that our actual results of operations, financial condition and liquidity, and the development of the industry in which the Company operates may differ materially from the forward-looking statements contained in this press release. In addition, even if the Company's results of operations, financial condition and liquidity, and the development of the industry in which it operates are consistent with the forward-looking information contained in this press release, those results or developments may not be indicative of results or developments in subsequent periods.

Although the Company has attempted to identify important risk factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other risk factors not presently known to the Company or that the Company presently believes are not material that could also cause actual results or future events to differ materially from those expressed in such forward-looking information. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information, which speaks only as of the date made (or as of the date they are otherwise stated to be made). Any forward-looking statement that is made in this press release speaks only as of the date of such statement.