



## **Route1 Announces Completion of Issuance of Shares for Compensation and Implementation of Long-Term Incentive Plan**

**Toronto, Canada, December 16, 2022** - [Route1 Inc.](#) (TSXV: ROI) (the “Company” or “Route1”), an advanced North American provider of turn-key engineering and professional services, is pleased to announce that, pursuant to its September 19, 2022 and October 17, 2022 news releases, it has completed the issuance of common shares (the “Shares”) of the Company to directors and executive management team members in lieu of cash compensation of approximately \$301,883.48 by issuing 2,787,693 common shares at a deemed price of \$0.085 and \$0.115 per share. The securities issued are subject to a four-month and one day hold period, expiring on April 15, 2023.

The issuance of the Shares constituted a "related party transaction" as this term is defined in Multilateral Instrument 61-101: Protection of Minority Securityholders in Special Transactions ("MI 61-101"). The Company relied on the exemption from the valuation requirement of MI 61-101 contained in section 5.5(a) of MI 61-101 as neither the fair market value of the Shares nor the debt exceeded 25% of the Company's market capitalization.

Additionally, the Company announces that it received approval for its long-term incentive plan (“LTIP”) at the Company’s annual general and special meeting of shareholders (the “Meeting”), which was held on November 30, 2022 in Toronto, Canada.

The LTIP permits the granting of options, performance share units, restricted share units and/or deferred share units. The aggregate number of common shares of the Company to be reserved and set aside for issuance for option awards will not exceed 10% of the issued and outstanding common shares of the Company at the time of granting the award (on a non-diluted basis). The aggregate number of common shares of the Company to be reserved and set aside for issuance for non-option awards, will not exceed the number of shares equal to 3,970,946. The LTIP is subject to final approval by the TSX Venture Exchange.

A copy of the LTIP is available in the management information circular for the Meeting, which is available at [www.sedar.com](http://www.sedar.com).

### **[About Route1 Inc.](#)**

Route1 Inc. is an advanced North American engineering and professional services company using data capture technologies. We bring security and operations together with real-time actionable intelligence to enhance safety and security, drive greater profitability and improve operational efficiencies. With a deep-rooted background in software development, network operations, and cybersecurity, Route1 brings a unique and valuable approach to the turn-key engineering and professional services arena. Route1’s services follow a complete life-cycle model, ensuring the evolution of your technology



to meet your desired outcomes. Route1 is listed in Canada on the TSX Venture Exchange under the symbol ROI. For more information, visit: [www.route1.com](http://www.route1.com).

**For More Information, Contact:**

Tony Busseri  
President and Chief Executive Officer  
+1 480 500-7030  
[tony.busseri@route1.com](mailto:tony.busseri@route1.com)

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