



NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES OR FOR RELEASE, PUBLICATION, DISTRIBUTION OR DISSEMINATION, DIRECTLY OR INDIRECTLY, IN WHOLE OR IN PART, IN OR INTO THE UNITED STATES

PRESS RELEASE

FOR IMMEDIATE DISCLOSURE

ORTHO REGENERATIVE TECHNOLOGIES CLOSSES NON-BROKERED \$1.05 MILLION PRIVATE PLACEMENT

- **Private placement proceeds to be used to initiate the ORTHO-R Phase I/II US Clinical trial for rotator cuff tear repair**
- **Insiders contribute \$380,250 into private placement**

Montreal, QC, December 13, 2021 - [Ortho Regenerative Technologies Inc.](#) (CSE: ORTH, OTCQB: ORTIF) (“**Ortho**” or the “**Company**”), a clinical stage orthobiologics company focused on the development of novel soft tissue repair regenerative technologies, today announced the closing of a non-brokered \$1.05 million private placement offering (the “**Private Placement**”) of unsecured convertible note units (the “**Note Units**”), with \$380,250 of Insiders’ subscriptions. The Private Placement was previously announced in the Company’s news release dated November 12, 2021.

The Company issued 1,075 Note Units at a price of \$975 per Note Unit for total gross proceeds of \$1,048,125. Each Note Unit consists of one (1) unsecured convertible note of the Company in the principal amount of \$1,000 (each a “**Note**”) and 1,000 Class “A” share purchase warrants (each a “**Warrant**”). The Notes bear interest at a rate of 10% per annum from the date of issue, payable in cash, semi-annually in arrears and will mature (the “**Maturity Date**”) on the earlier of (i) 12 months following the closing date of the Private Placement, or (ii) 20 days following the closing of a capital raise in the form of an equity or debt financing of at least \$5 Million (the “**Capital Raise**”). Any unpaid interest payments will accrue and be added to the principal amount of the Notes. Should the Company complete a Capital Raise prior to the Maturity Date, the holder of a Note will have the option, but not the obligation, to convert the outstanding value of the Note and any accrued and unpaid Interest thereon, into the equity securities and/or debt instrument to be issued pursuant to the Capital Raise, at the same terms and conditions.

Each Warrant will entitle the holder thereof to purchase one Class A Share (each, a “**Share**”) at an exercise price of \$0.50 at any time up to 24 months following December 13, 2021. The Notes and the Warrants are subject to a statutory hold period under the applicable securities laws and in such case the certificates evidencing the Notes and the

Warrants will bear a legend to that effect, as applicable. The Company has paid \$21,084 in commissions and issued 21,625 finders' warrants in connection with the Private placement, in compliance with applicable securities laws.

The net proceeds from the Private placement will be used to 1) Initiate the ORTHO-R Phase I/II US Clinical trial for Rotator cuff tear repair, and 2) For working capital and general corporate purposes.

Participation of insiders of the Company in the Private Placement constitutes a "related party transaction" as defined under Regulation 61-101 respecting Protection of Minority Security Holders in Special Transactions ("Regulation 61-101"). The Company intends to rely on exemptions from the formal valuation and minority shareholder approval requirements provided under sections 5.5(a) and 5.7(a) of Regulation 61-101 on the basis that participation in the Private Placement by insiders will not exceed 25% of the fair market value of the Company's market capitalization and also because the Company's Common Shares trade only on the Canadian Securities Exchange. A material change report was not filed in connection with the participation of the insiders in at least 21 days in advance of the closing of the Private Placement, which the Company deemed reasonable in the circumstances, in order to close the transaction as soon as practicable to enable it to use the funds.

This press release does not constitute an offer to sell or a solicitation of an offer to buy securities in the United States. The securities referenced herein 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 state securities laws and may not be offered or sold in the United States except in compliance with one or more exemptions from the registration requirements of the U.S. Securities Act and applicable securities laws

About Ortho Regenerative Technologies Inc.

Ortho is a clinical stage orthobiologics company dedicated to the development of novel therapeutic soft tissue repair technologies to dramatically improve the success rate of orthopedic and sports medicine surgeries. Our proprietary RESTORE technology platform is a proprietary muco-adhesive Chitosan-based biopolymer matrix, specifically designed to deliver biologics such as Platelet-Rich Plasma (PRP) or Bone Marrow Aspirate Concentrate (BMAC), to augment and guide the regeneration of new tissue in various musculoskeletal conditions. ORTHO-R, our lead Chitosan-PRP hybrid drug/biologic implant combination product, is formulated and designed to increase the healing rates of occupational and sports related injuries to tendons, meniscus and ligaments. Other formulations are being developed for cartilage repair, bone void filling and osteoarthritis treatment. The proprietary Chitosan-PRP combination ORTHO-R implant can be directly applied into the site of injury by a surgeon during a routine operative procedure without significantly extending the time of the surgery and without further intervention. Considering the significant potential of our technology platform, Ortho continues to assess new therapeutic target uses outside of the soft tissue repair field. Further information about Ortho is available on the Company's website at

www.orthorti.com and on SEDAR at www.sedar.com. Also follow us on LinkedIn and Twitter.

Forward-Looking Statements

This news release may contain certain forward-looking statements regarding the Company's expectations for future events. Such expectations are based on certain assumptions that are founded on currently available information. If these assumptions prove incorrect, actual results may differ materially from those contemplated by the forward-looking statements contained in this press release. Factors that could cause actual results to differ include, amongst others, uncertainty as to the final result and other risks. The Company disclaims any intention or obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, other than as required by security laws.

NEITHER THE CANADIAN SECURITIES EXCHANGE NOR ITS REGULATIONS SERVICES PROVIDER HAVE REVIEWED OR ACCEPT RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.

Contacts

Company

Claude LeDuc,
President and Chief Executive Officer,

(514) 651-1282

leduc@orthorti.com

or

Luc Mainville, Senior Vice-President and Chief Financial Officer

514-693-8854

mainville@orthorti.com

Investors

Frederic Dumais

Director Communications and Investor Relations

(514) 782-8803

dumais@orthorti.com