

THINKIFIC ANNOUNCES RESULTS AND CLOSING OF ITS SUBSTANTIAL ISSUER BID

VANCOUVER, BC, June 24, 2024 /CNW/ - Thinkific Labs Inc. ("**Thinkific**" or the "**Company**") (TSX: [THNC](#)) announced today the results and closing of its substantial issuer bid (the "**Offer**") to repurchase for cancellation up to C\$47,831,000 of its outstanding subordinate voting shares (the "**Subordinate Voting Shares**") at a price of C\$3.72 per Subordinate Voting Share (the "**Purchase Price**"). The Offer expired at 5:00 p.m. (Eastern Time) on June 21, 2024.

"With the completion of this Offer, shareholders in Thinkific will now own a more concentrated position in the enterprise value of the Company.", said Thinkific CEO, Greg Smith. "The valuation of Thinkific's shares is now more directly tied to the growth and performance of the Company, and the approximately US\$50m cash we have retained is more than sufficient for the execution of our profitable growth strategy."

All of the terms and conditions of the Offer have been complied with or waived and, based on the report prepared by Computershare Investor Services Inc. (the "**Depositary**"), a total of 3,100,634 Subordinate Voting Shares were properly tendered to the Offer. Pursuant to the terms of the Offer, holders of multiple voting shares of the Company (the "**Multiple Voting Shares**", together with Subordinate Voting Shares the "**Shares**") were entitled to tender Multiple Voting Shares (which would be automatically converted into Subordinate Voting Shares immediately prior to take up) in the Offer. 56,563,752 Multiple Voting Shares were tendered pursuant to the Offer. Accordingly, on June 21, 2024, the Company has taken up and purchased for cancellation 12,857,795 Subordinate Voting Shares (including the Multiple Voting Shares converted into Subordinate Voting Shares) at the Purchase Price, for aggregate consideration of C\$47,831,000. The Subordinate Voting Shares purchased under the Offer represent approximately 15.95% of the issued and outstanding Subordinate Voting Shares and Multiple Voting Shares on a non-diluted basis as of May 14, 2024, the date the terms of the Offer were publicly announced. After giving effect to the Offer, approximately 23,754,640 Subordinate Voting Shares and 44,401,619 Multiple Voting Shares are issued and outstanding.

The Rhino Group, Greg Smith and Matthew Smith who, per publicly available ownership information, were the beneficial owners of 0, 97,997, and 2,800 Subordinate Voting Shares, respectively, and 20,738,112, 25,570,000, and 10,255,640 Multiple Voting Shares, respectively, representing in the aggregate approximately 70.29% of issued and outstanding Shares as at May 13, 2024, have tendered 0, 65,000, and 0 Subordinate Voting Shares respectively and 20,738,112, 25,570,000, and 10,255,640 Multiple Voting Shares, respectively, owned by them pursuant to the Offer. After giving effect to the Offer, Rhino Group, Greg Smith and Matthew Smith are expected to own approximately 0, 51,024, and 2,800 Subordinate Voting Shares respectively and 16,279,079, 20,072,032, and 8,050,510 Multiple Voting Shares respectively, representing approximately 23.89%, 29.53% and 11.81% of the Company's issued and outstanding Subordinate Voting Shares and Multiple Voting Shares on a non-diluted basis.

To assist shareholders in determining the tax consequences of the Offer, the Company estimates that for the purposes of the *Income Tax Act* (Canada), the paid-up capital per Subordinate Voting Share ("PUC") is C\$4.78 at the time of repurchase under the Offer. Upon final calculations, it has been determined that the PUC is lower than the range disclosed in the offer to purchase and accompanying issuer bid circular dated May 14, 2024. However, given that the purchase price of the Subordinate Voting Share is C\$3.72, previous disclosure respecting the tax impact of the Offer remains unchanged and shareholders who dispose of Subordinate Voting Shares pursuant to the Offer will not be deemed to have received a taxable dividend for purposes of the Tax Act.

The number of Subordinate Voting Shares purchased under the Offer assumes that all Subordinate Voting Shares tendered through notices of guaranteed delivery will be delivered within the one trading day settlement period.

The full details of the Offer are described in the offer to purchase and issuer bid circular dated May 14, 2024, as well as the related letter of transmittal and notice of guaranteed delivery, copies of which were filed and are available on SEDAR+ at www.sedarplus.ca.

About Thinkific

Thinkific (TSX: [THNC](#)) makes it simple for entrepreneurs and established businesses of any size to scale and generate revenue by teaching what they know. Our Platform gives businesses everything they need to build, market, and sell online courses and other learning products, and to run their business seamlessly under their own brand, on their own site. Thinkific's 50,000+ active creators earn hundreds of millions of dollars in direct course sales while teaching tens of millions of students. Thinkific is headquartered in Vancouver, Canada, with a distributed and growing team.

For more information, please visit www.thinkific.com.

Forward-Looking Information

Certain statements and other information included in this press release constitute "forward-looking information" within the meaning of applicable Canadian securities legislation (collectively, the "forward-looking statements"). These forward-

looking statements are subject to a number of risks and uncertainties, many of which are beyond our control, which could cause actual results to differ materially from such forward-looking statements. All of the forward-looking statements are qualified by the assumptions that are stated or inherent in such forward-looking statements, including: the existence of alternative uses for the Company's cash resources and compliance with applicable laws and regulations pertaining to the Offer. Although the Company believes that these assumptions are reasonable, this list is not exhaustive of the factors that may affect any of the forward-looking statements and the reader should not place an undue reliance on these assumptions and such forward-looking statements.

Events or circumstances that could cause actual results to differ materially from those in the forward-looking statements, include, but are not limited to: general economic, market and business conditions and those risk factors discussed in greater detail in the Company's annual information form, available under the Company's profile on SEDAR+ at www.sedarplus.ca.

The Company disclaims any intention or obligation to update or revise any forward-looking statements in this press release as a result of new information or future events, except as may be required under applicable Canadian securities legislation.

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<https://investors.thinkific.com/2024-06-24-thinkific-announces-results-and-closing-of-its-substantial-issuer-bid>