NEWS RELEASE

Quarterhill Inc. Announces $35 Million Bought Deal Private Placement

2026-08-26

TORONTO, August 26, 2026 /CNW/ -- **Quarterhill Inc. ("Quarterhill" or the "Company")** (TSX: QTRH) (OTCQX: QTRHF) is pleased to announce that it has entered into an agreement with ATB Cormark Capital Markets and Roth Canada, Inc., as co-lead underwriters and joint bookrunners on behalf of a syndicate of underwriters (collectively, the "**Underwriters**"), pursuant to which the Underwriters have agreed to purchase, on a "bought deal" private placement basis, 14,113,000 common shares of the Company (the "**Shares**") at a price of $2.48 per Share (the "**Issue Price**") for aggregate gross proceeds of $35,000,240 (the "**Underwritten Offering**").

The Company has agreed to grant the Underwriters an option to purchase up to an additional 15% of the Shares at the Issue Price (the "**Underwriters' Option**", and together with the Underwritten Offering, the "**Offering**"), exercisable in whole or in part, at any time up to 48 hours prior to the Closing Date (as defined below). If the Underwriters' Option is exercised in full, additional proceeds of approximately $5,250,160 will be raised pursuant to the Offering and the aggregate proceeds of the Offering will be approximately $40,250,400.

The Company intends to use the net proceeds from the Offering for general corporate purposes, working capital, and to fund growth initiatives, including future acquisitions.

The Offering is expected to close on or about September 16, 2026 (the "**Closing Date**") and is subject to the Company receiving all necessary regulatory approvals, including the conditional approval of the Toronto Stock Exchange (the "**TSX**").

The Shares will be offered for sale on a private placement basis in all provinces and territories of Canada pursuant to applicable prospectus exemptions. The Shares may also be offered by way of private placement in the United States pursuant to available exemptions from registration under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**") and in such other jurisdictions as are agreed to by the Company and the Underwriters. All securities issued pursuant to the Offering will be subject to a statutory hold period in Canada expiring four months and one day from the Closing Date, in accordance with applicable securities laws.

The securities referred to herein have not been, and will not be, registered under the U.S. Securities Act, or any U.S. state securities laws, and may not be offered or sold in the United States or to, or for the account or benefit of, any U.S. persons or any persons within the United States absent registration or available exemptions from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This news release shall not constitute an offer to sell or the solicitation of an offer to buy securities in the United States, nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. 'United States' and 'U.S. person' are as defined in Regulation S under the U.S. Securities Act.

About Quarterhill

Quarterhill is a global leader in the Intelligent Transportation System ("**ITS**") industry, advancing mobility through smart infrastructure solutions that reduce congestion, improve roadway safety, and create more sustainable travel. Each year, Quarterhill's platforms process billions of transactions, perform compliance and safety inspections on millions of commercial vehicles, and enable transportation agencies worldwide to optimize thousands of lanes of trac to improve travel for everyone. Leveraging advanced artificial intelligence and machine learning technologies, Quarterhill's platform delivers automation and predictive insight to help agencies manage transportation networks more efficiently. By working in close partnership with governments, communities, and industry leaders, Quarterhill is building today's connected roadways while shaping the next generation of intelligent, resilient mobility. Quarterhill is listed on the TSX under the symbol QTRH and on the OTCQX Best Market under the symbol QTRHF. For more information: www.quarterhill.com

Cautionary Note Regarding Forward-Looking Statements

This news release contains forward-looking information and forward-looking statements within the meaning of applicable Canadian securities laws (collectively, "**forward-looking statements**"). Forward-looking statements relate to future events, conditions or future financial performance of Quarterhill based on future economic conditions and courses of action. All statements other than statements of historical fact may be forward-looking statements. Such forward-looking statements are often, but not always, identified by the use of any words such as "seek", "anticipate", "budget", "plan", "goal", and similar expressions. In particular, this news release contains forward-looking statements pertaining to, but not limited to, the following: the terms and conditions of the Offering, the intended use of proceeds of the Offering, the anticipated Closing Date and ability to obtain all regulatory approvals including the conditional approval of the TSX in connection with the Offering.

Although the forward-looking statements contained in this news release are based upon assumptions which management of the Company believes to be reasonable, the Company cannot assure investors that actual results will be consistent with these forward-looking statements.

The Company's actual results could differ materially from those anticipated in the forward-looking statements, as a result of numerous known and unknown risks and uncertainties and other factors including, but not limited to: the Company's inability to meet all conditions precedent to the closing of the Offering, unforeseen circumstances arising that would enable the Underwriters to exercise their termination outs, changes that would require any use of proceeds to be applied differently than anticipated and the ability to obtain all requisite approvals in connection with the Offering, including the approval of the TSX. Additional risks, uncertainties and other factors that could cause any anticipated forward-looking statements in the Company's public disclosure documents to differ, include: changes in demand for the Company's products and services; general economic, political, market and business conditions, including fluctuations in interest rates, foreign exchange rates, stock market volatility; reliance on key management personnel; risks related to competition within the Company's industry and relating to technological advances; litigation risks; cyber-security risks; fixed price contracts may result in unexpected costs to the Company; and the other risks set forth in the Company's most recent annual information form and management's discussion and analysis for the three and twelve months ended December 31, 2025 available under the Company's profile on SEDAR+ at http://www.sedarplus.ca.

The Company's actual results, performance or achievement could differ materially from those expressed in, or implied by, these forward-looking statements and, accordingly, no assurance can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do so, what benefits the Company will derive therefrom. Readers are cautioned that the foregoing lists of important factors are not exhaustive, and they should not unduly rely on the forward-looking statements included in this news release. All forward-looking statements contained in this news release are expressly qualified by this cautionary statement. Quarterhill has no intention, and undertakes no obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

SOURCE Quarterhill Inc.