



## Helius Announces Pricing of Unit Offering, TSX Conditional Approval For Listing, and Filing of Final Short Form Prospectus

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**VANCOUVER, BC -- March 24, 2016 – Helius Medical Technologies, Inc. (CSE: HSM and OTCQB: HSDT) ("Helius" or the "Company")** a medical technology company focused on the treatment of neurological symptoms caused by disease or trauma is pleased to announce that it has filed and obtained a receipt for its final short-form prospectus (the "**Prospectus**") with the securities regulatory authorities in each of the Provinces of Canada other than Québec in connection with a best efforts offering of units (the "**Units**") of the Company at a price of C\$1.00 per Unit for gross proceeds of a minimum of C\$8 million and up to a maximum of C\$20 million (the "**Offering**"). Mackie Research Capital Corporation (the "**Agent**") is acting as agent and sole bookrunner in connection with the Offering.

Each Unit is priced at C\$1.00 and consists of one Class A common share in the capital of the Company (a "**Common Share**") and one half of one common share purchase warrant (each whole warrant, a "**Warrant**"). Each Warrant will entitle the holder thereof to acquire one additional Common Share at an exercise price of C\$1.50 on or before the date that is 36 months following the date of closing of the Offering.

The Company has granted the Agent an over-allotment option to purchase up to an additional number of Units equal to 15% of the number of Units initially sold in the Offering on the same terms and conditions, exercisable at any time following the closing date of the Offering for a period of 30 days.

Pursuant to an Agency Agreement dated March 23, 2016, the Company has agreed to: (i) pay the Agent a cash commission (the "**Agent's Fee**") equal to 6% of the gross proceeds of the Offering and (ii) issue to the Agent non-transferrable compensation options ("**Compensation Options**") exercisable to purchase that number of Units as is equal to 6% of the aggregate number of Units issued and sold under the Offering, in each case including any Units sold pursuant to the exercise of the Option. Each Compensation Option will entitle the holder thereof to acquire one Unit at the Offering Price until the date which is 24 months following the closing date of the Offering.

The closing of the Offering is expected to occur on or about April 5, 2016, or in any event, no later than June 17, 2016. The Offering is subject to customary conditions and regulatory approval.

Helius is also pleased to announce that it has received conditional approval to have the Company's Common Shares listed for trading on the Toronto Stock Exchange (the "**TSX**") under the symbol "HSM". The listing is subject to the fulfillment of customary conditions, including completion of the Offering, and Helius expects the Common Shares to begin trading on the TSX contemporaneously with the closing of the Offering, following which the Common Shares will be de-listed from the Canadian Securities Exchange.

Helius' graduation to the TSX will mark another progressive stage in the Company's continued growth profile. The listing of the Common Shares on the TSX will provide the Company with greater access to capital, enhance Helius' trading liquidity and visibility within North American capital markets. Following the listing of the Common Shares on the TSX, the Common Shares will continue to trade on the OTCQB in the US under the symbol "HSDT".

Depending on the size of the Offering, the net proceeds from the Offering will be used to fund certain business objectives of the Company, including completion of the traumatic brain injury registrational clinical trial and submission of data for United States Food and Drug Administration ("**FDA**") clearance, building commercial manufacturing capabilities and successfully launch post FDA clearance, pursuit of additional indications in other neurological conditions including multiple sclerosis and Parkinson's disease; investment in device development to accelerate the launch of the next generation of the commercial PoNS™ therapy, and general corporate purposes.

The Units have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**") or any state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and applicable state laws.

This news release shall not constitute an offer to sell or a solicitation of an offer to purchase the Units or any other securities and shall not constitute an offer, solicitation or sale in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful.

### **About the PoNS™**

The PoNS™ device is a non-invasive means for delivering neurostimulation through the tongue. The PoNS™ therapy is currently being studied in the United States for the treatment of balance disorder for subjects with mild to moderate Traumatic Brain Injury ("**mTBI**"), and in Canada for the treatment of gait and balance disorder for subjects with MS.

## **About Helius Medical Technologies, Inc.**

Helius Medical Technologies is a medical technology company focused on neurological wellness. Helius seeks to develop, license and acquire unique and non-invasive platform technologies that amplify the brain's ability to heal itself. Helius intends to file for FDA clearance for the PoNS™ device. For more information please visit [www.heliusmedical.com](http://www.heliusmedical.com).

The Canadian Securities Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of the content of this news release.

### **Cautionary Disclaimer Statement:**

Certain statements in this news release are not based on historical facts and constitute forward-looking statements or forward-looking information within the meaning of the U.S. Private Securities Litigation Reform Act of 1995 and Canadian securities laws ("forward-looking statements").

All statements other than statements of historical fact included in this news release are forward-looking statements that involve risks and uncertainties. Such forward-looking statements include, among others, statements regarding the completion of the Offering, the use of proceeds from the Offering, the TSX listing, the benefits of the TSX listing and the business objectives of the Company.

Forward-looking statements are often identified by terms such as "will", "may", "should", "anticipate", "expects" and similar expressions.

There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from the Company's expectations include the failure to satisfy the conditions of the Offering and the TSX listing and other risks detailed from time to time in the filings made by the Company with securities regulators.

The reader is cautioned that assumptions used in the preparation of any forward-looking information may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted, as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of the Company. The reader is cautioned not to place undue reliance on any forward-looking information. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement. Risks and uncertainties about the Company's business are more fully discussed in the Company's disclosure materials, including its Annual Report on Form 10-K filed with the United States

Securities and Exchange Commission and the Canadian securities regulators and which can be obtained from either at [www.sec.gov](http://www.sec.gov) or [www.sedar.com](http://www.sedar.com).

The forward-looking statements contained in this news release are made as of the date of this news release and the Company assumes no obligation to update any forward-looking statement or to update the reasons why actual results could differ from such statements except to the extent required by law.

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## **CONTACT**

Helius Medical Technologies

### **Corporate Contact**

Brian Bapty, 604-652-3950

[bbapty@heliusmedical.com](mailto:bbapty@heliusmedical.com)

### **Investor Relations:**

778-588-7144

[info@heliusmedical.com](mailto:info@heliusmedical.com)

### **Media Contact:**

Becky Kern, 914-772-2310

[media@heliusmedical.com](mailto:media@heliusmedical.com)