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## INVESTORS NEWS

FOR IMMEDIATE RELEASE

# Gatekeeper Systems Announces Non-Brokered Private Placement Units Offering

Abbotsford, BC July 9, 2015 - Gatekeeper Systems Inc. ("Gatekeeper" or the "Company") (TSX.V: GSI; OTC: GKPRF) announces that it plans to conduct a non-brokered private placement offering (the "Offering") of up to 10,000,000 units (the "Units") at a price of \$0.15 per Unit for gross proceeds of up to \$1,500,000. There is no proposed minimum subscription for the Offering.

Each Unit will consist of one common share and one-half share purchase warrant (each whole share purchase warrant a "Warrant"), with each whole Warrant exercisable at \$0.25 for a period of 24 months from the date of closing.

The Offering is being offered to existing shareholders of the Company under the new "existing security holder" exemption, as well as to other investors pursuant to other available exemptions. In order to be eligible to participate in the Offering under the "existing security holder" exemption, a subscriber must have held common shares of the Company as of July 8, 2015 (and continue to be a shareholder) and must reside in a jurisdiction in which the exemption is available. The aggregate investment of a subscriber under the "existing security holder" exemption in a 12-month period cannot exceed \$15,000, unless that subscriber has obtained advice from a registered investment dealer regarding the suitability of the investment.

The Company plans to use the gross proceeds of the Offering as follows:

Use of Proceeds	(\$)
Inventory orders and working capital	547,500
Software and product development	90,000
Expansion of sales, marketing and engineering and operations staff	750,000
General and administrative	112,500
<b>TOTAL</b>	<b>1,500,000</b>

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Although the Company intends to use the proceeds of the offering as described above, the actual allocation of net proceeds may vary from the uses set forth above, depending on future operations or unforeseen events or opportunities.

The Offering is being allocated to subscribers on a "first come, first served" basis wherein the subscribers who are first to submit a completed subscription agreement and pay the corresponding subscription price will be accepted until the offering is fully subscribed. The Company reserves the right to increase the offering size, subject to TSX Venture Exchange approval.

Subject to TSX Venture Exchange approval, the Company may pay qualified finders a fee consisting of cash and/or securities of the Company.

Certain directors and officers of the Company may acquire securities under the Offering. Any such participation would be considered to be a "related party transaction" as defined under Multilateral Instrument 61-101 ("MI 61-101"). The transaction will be exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as neither the fair market value of any shares issued to or the consideration paid by such persons will exceed 25% of the Company's market capitalization.

All securities issued under the Offering will be subject to a 4 month hold period under applicable Canadian securities laws. The closing of the Offering is subject to acceptance of the TSX Venture Exchange.

### **About Gatekeeper Systems Inc.**

Gatekeeper provides innovative, end-to-end video safety and security solutions for mobile applications including body cameras, in-car police video systems, school bus video and stop arm camera video enforcement systems, transit bus video systems, and airborne digital recording systems for military applications.

The Company is headquartered in Abbotsford, British Columbia, Canada, and its shares are traded on the TSX Venture Exchange under the symbol "GSI", and on the OTC Markets under the symbol "GKPRF".

For more information visit: [www.gatekeeper-systems.com](http://www.gatekeeper-systems.com).

**On behalf of the Board,**

***"Douglas Dymont"***

President & CEO

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Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

**Cautionary Note Regarding Forward-Looking Statements:** This release contains forward-looking statements, including statements regarding the possible completion of a non-brokered private placement and the intended use of proceeds from the Offering. In making the forward-looking statements in this release, the Company has applied certain factors and assumptions that the Company believes are reasonable, including that the Company is able to obtain any required government or other regulatory approvals to complete the Company's planned private placement and operations and that the Company is able to complete the Offering. However, the forward-looking statements in this release are subject to numerous risks, uncertainties and other factors that may cause future results to differ materially from those expressed or implied in such forward-looking statements. Such uncertainties and risks may include, among others, that the Offering will not complete, actual results of the Company's operations being different than those expected by management and delays in obtaining or failure to obtain required government or other regulatory approvals or financing. 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. Readers are cautioned not to place undue reliance on forward-looking statements. The Company does not intend, and expressly disclaims any intention or 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.

*This news release does not constitute an offer to sell or solicitation of an offer to sell any securities in the United States. The securities 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 within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.*

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