

# BitNile Holdings Subsidiary, Imperialis Holdings (to be Renamed TurnOnGreen), Files Registration Statement Related to Planned Dividend to BitNile Holdings Shareholders

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***BitNile to Distribute to its Stockholders Approximately 140 Million Shares and Warrants to Purchase an Equal Number of Shares of TurnOnGreen***

LAS VEGAS--(BUSINESS WIRE)-- [BitNile Holdings, Inc.](#) (NYSE American: NILE), a diversified holding company (“**BitNile**” or the “**Company**”), announced that its subsidiary Imperialis Holding Corp. (to be renamed TurnOnGreen, Inc.) (“**TurnOnGreen**”), a publicly-traded company currently engaged in the design, development, manufacture and sale of power system solutions and electric vehicle charging stations, filed a Registration Statement on Form S-1 for the registration of 140 million Shares of its common stock and warrants to purchase 140 million shares of its common stock to be distributed as a dividend payable to the stockholders of BitNile common stock.

This press release features multimedia. View the full release here: <https://www.businesswire.com/news/home/20221017005411/en/>

The shares are currently held by BitNile. Following the SEC declaring the Form S-1 effective, the shares and warrants of TurnOnGreen that BitNile shareholders will be receiving will be registered with the Securities and Exchange Commission, which will permit the BitNile shareholders, subject to certain securities laws and rules discussed in the prospectus, to sell these securities from time to time in either public or privately negotiated transactions.

The registration statement on Form S-1 has been filed with the SEC but is not yet effective. These securities may not be sold nor may offers to buy be accepted prior to the time the Form S-1 becomes effective. This press release shall not constitute an offer to sell nor the solicitation of an offer to buy the securities that are proposed to be registered on the Form S-1, nor shall there be any sale of such securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities law of any such state. Any offer of securities will occur solely by means of the prospectus included in the Form S-1 and any supplements thereto. When available, copies of the prospectus relating to the proposed offering may be obtained from the SEC’s website at [www.sec.gov](http://www.sec.gov) or from: TurnOnGreen, Inc., 1421 McCarthy Blvd., Milpitas, California 95035, or by calling (510) 657-2635.

For more information on BitNile and its subsidiaries, BitNile recommends that stockholders, investors, and any other interested parties read BitNile’s public filings and press releases available under the Investor Relations section at [www.BitNile.com](http://www.BitNile.com) or available at [www.sec.gov](http://www.sec.gov).

## **About BitNile Holdings, Inc.**

BitNile Holdings, Inc. is a diversified holding company pursuing growth by acquiring undervalued businesses and disruptive technologies with a global impact. Through its wholly and majority-owned subsidiaries and strategic investments, BitNile owns and operates a data center at which it mines Bitcoin and provides mission-critical products that support a diverse range of industries,

including oil exploration, defense/aerospace, industrial, automotive, medical/biopharma, karaoke audio equipment, hotel operations and textiles. In addition, BitNile extends credit to select entrepreneurial businesses through a licensed lending subsidiary. BitNile's headquarters are located at 11411 Southern Highlands Parkway, Suite 240, Las Vegas, NV 89141; [www.BitNile.com](http://www.BitNile.com).

### **About Imperialis Holding Corp.**

Imperialis Holding Corp., to be renamed TurnOnGreen, Inc., designs and manufactures innovative, feature-rich, and top-quality power products for mission-critical applications, lifesaving and sustaining applications spanning multiple sectors in the harshest environments. The diverse markets we serve include defense and aerospace, medical and healthcare, industrial, telecommunications and e-Mobility. The Company brings decades of experience to every project, working with our clients to develop leading-edge products to meet a wide range of needs. The Company's headquarters are located at Milpitas, CA; [www.TurnOnGreen.com](http://www.TurnOnGreen.com).

### **Forward-Looking Statements**

This press release contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements generally include statements that are predictive in nature and depend upon or refer to future events or conditions, and include words such as "believes," "plans," "anticipates," "projects," "estimates," "expects," "intends," "strategy," "future," "opportunity," "may," "will," "should," "could," "potential," or similar expressions. Statements that are not historical facts are forward-looking statements. Forward-looking statements are based on current beliefs and assumptions that are subject to risks and uncertainties. Forward-looking statements speak only as of the date they are made, and the Company undertakes no obligation to update any of them publicly in light of new information or future events. Actual results could differ materially from those contained in any forward-looking statement as a result of various factors. More information, including potential risk factors, that could affect the Company's business and financial results are included in the Company's filings with the U.S. Securities and Exchange Commission, including, but not limited to, the Company's Forms 10-K, 10-Q and 8-K. All filings are available at [www.sec.gov](http://www.sec.gov) and on the Company's website at [www.BitNile.com](http://www.BitNile.com).

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