



FOR IMMEDIATE RELEASE

Completion of Extension of Debenture Maturity Dates

September 5, 2025

Vancouver, British Columbia – Venzee Technologies Inc. (TSXV: VENZ) (“Venzee” or the “Company”) announces that, further to its press release dated July 29, 2025, it has obtained the approval of the relevant holders of its previously issued Debentures (as defined below) to extend the maturity date of the Debentures for an additional period of six (6) months. Venzee has also obtained the conditional approval of the TSX Venture Exchange (“**TSXV**”) with respect to the proposed maturity date amendments.

Venzee previously issued an aggregate of \$275,000 in principal amount of convertible debentures as follows: (i) an aggregate of \$175,000 in principal amount of convertible debentures were issued on July 25, 2022 with a July 25, 2025 maturity date (the “**July 25 Debentures**”), (ii) an aggregate of \$50,000 in principal amount of convertible debentures were issued on July 29, 2022 with a July 29, 2025 maturity date (the “**July 29 Debentures**”), and (iii) an aggregate of \$50,000 in principal amount of convertible debentures were issued on August 30, 2022 with an August 30, 2025 maturity date (the “**August 30 Debentures**” and, together with the July 29 Debentures and the August 30 Debentures, the “**Debentures**”). The Debentures are convertible at the Conversion Price (as defined below) into units of Venzee (“**Units**”) with each Unit being comprised of one common share of Venzee (“**Common Share**”) and one Common Share purchase warrant of Venzee (“**Warrant**”) entitling the holder to acquire one additional Common Share at an exercise price of \$0.80 per Common Share (previously \$0.08 per Common Share prior to the 10:1 share consolidation completed by Venzee in February 2024) at anytime within a 36 month period from the date the Debentures are converted and the underlying Warrants are issued.¹

Following the foregoing amendments, the Debentures will now mature on January 25, 2026, January 29, 2026 and February 28, 2026, respectively. Prior to maturity, the Debentures will be convertible at the option of the holders at anytime at a conversion price equal to \$0.50 per Unit within the first year from the date of initial issuance, subject to adjustments as contemplated in the Debenture certificates and, in subsequent years, at a conversion price per Unit equal to the higher of the Market Price (as such term is defined in TSXV Policy 4.1) of the Common Shares and \$1.00 (previously \$0.05 per Unit for the first year, and the higher of the Market Price and \$0.10 in subsequent years prior to the 10:1 share consolidation noted above) (the “**Conversion Price**”). In accordance with applicable TSXV policies, the expiry of the Warrants will also be adjusted as a result such that the Warrants underlying the Debentures shall become exercisable by the holders at anytime prior to the date that is five years following the initial issuance of the Debentures, being July 25, 2027, July 29, 2027 and August 30, 2027, respectively.

Both the Debentures and the Warrants remain subject to forced acceleration in accordance with their terms. In particular, in the event the VWAP of the Common Shares is equal to or greater than \$2.50 for a period of 30 consecutive trading days (\$0.25 prior to the share consolidation), the entire principal amount of the Debentures then outstanding shall automatically convert into Units at the Conversion Price. Similarly, with respect to any Warrants outstanding, in

¹ On account of an administrative oversight, the July 29, 2025 press release mistakenly noted that the Debentures were convertible for Common Shares as opposed to Units as described herein. This press release also further clarifies the applicable conversion price as stated in the debenture certificates.

the event the VWAP of the Common Shares is equal to or greater than \$2.50 for a period of 30 consecutive trading days, the Company shall have the right, but not the obligation, to accelerate the expiry of the Warrants to a date that is not less than 30 days following the notice required to be provided to holders.

The proposed amendments as noted herein remain subject to the final approval of the TSXV.

About Venzee

Venzee unlocks Shareholder value by carrying out its mission to create intelligent technology that empowers companies to optimize their ecommerce execution and win on the digital shelf. Its modern PIM/PXM platform disrupts and displaces inefficient manual processes in favor of integrated, machine-driven solutions. To learn more about the Venzee platform, visit <https://venzee.com>.

Further Information

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Forward-Looking Statements

This press release contains "forward-looking information" within the meaning of applicable Canadian securities legislation. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking information in this press release includes, but is not limited to statements with respect to Venzee's completion of the amendments and the final approval of the TSXV.

Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of Venzee to be materially different from those expressed or implied by such forward-looking information. Additional information about assumptions and risks and uncertainties is contained under "Risk Factors and Uncertainties" in Venzee's management's discussion and analysis for the financial year ended March 31, 2025, which is available under Venzee's SEDAR+ profile at www.sedarplus.ca, and in other filings that Venzee has made and may make with applicable securities authorities in the future.

Although Venzee has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. The forward-looking information contained in this news release is expressly qualified in its entirety by this cautionary statement. Venzee does not undertake to update any forward-looking information, except as required by applicable securities laws.

Neither 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.