

**TOKENS.COM AND COIN HODL ANNOUNCE RECEIPT OF  
NEO CONDITIONAL APPROVAL FOR LISTING**

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**April 6, 2021 - Toronto, ON** – Tokens.com Inc. ("**Tokens**") and COIN Hodl Inc. (TSXV: COIN) ("**COIN**") are pleased to announce that they have received the conditional approval of the Neo Exchange Inc. ("**NEO**") for the listing on NEO of the issuer resulting from the previously announced reverse takeover of COIN by Tokens (the "**Transaction**"). NEO is a senior stock exchange that offers enhanced liquidity and increased access to retail and institutional investors.

In connection with the Transaction, among other things, Tokens will amalgamate with a wholly-owned subsidiary of COIN, all of the outstanding common shares of Tokens will be exchanged for COIN Shares, and COIN will change its name to "Tokens.com Corp.", or such other name as determined by Tokens.

"Through our unique business plan, we've created significant shareholder value as a private entity," said Andrew Kiguel, CEO of Tokens. "We're now ready to bring our platform to a broader audience through a public listing on the NEO."

In conjunction with the conditional approval to list the COIN Shares on NEO, COIN will apply to the TSX Venture Exchange (the "**TSXV**") for delisting of the COIN Shares from the TSXV. The migration is not expected to impact the ability of current COIN shareholders to trade COIN Shares following the completion of the Transaction, although trading will remain halted until the Transaction has closed. The trading symbol for the COIN Shares, before and after the completion of the Transaction, is expected to remain "COIN".

Listing of the COIN Shares is subject to COIN and Tokens fulfilling all of NEO's listing requirements on or before June 10, 2021, including the minimum distribution requirements, and will be subject to receipt of final approval of the NEO, as well as any other necessary regulatory or shareholder approvals. Completion of the Transaction is also subject to a number of conditions. There can be no assurance that the Transaction will be completed as proposed or at all.

None of the COIN Shares to be issued in connection with the Transaction have been, or will be, registered under the United States *Securities Act of 1933*, as amended (the "**1933 Act**"), or any state securities laws, and may not be offered or sold within the United States or to any U.S. Person (as defined in Regulation S under the 1933 Act) unless registered under the 1933 Act and applicable state securities laws or an exemption from such registration is available. This news release does not constitute an offer to sell or a solicitation of an offer to sell any COIN Shares in any jurisdiction where such offer or solicitation would be unlawful, including the United States.

Investors are cautioned that, except as disclosed in the filing statement to be prepared in connection with the Transaction, and to be filed prior to listing on NEO, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon. Trading in COIN Shares should be considered highly speculative.

For further information, please contact:

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

## **ABOUT TOKENS**

Tokens.com is a Proof-of-Stake technology company that provides investors with a simple and secure way to gain exposure to staking rewards and cryptocurrencies. Tokens provides investors with exposure to the digital assets that power Decentralized Finance and Non-Fungible Tokens, without the burden of buying, managing and securing digital assets themselves. Tokens creates value for its investors through earning staking yields and the appreciation of its digital asset inventory, all achieved through environmentally friendly technology.

### **CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION:**

*This news release contains “forward-looking information” and “forward-looking statements” (collectively, “forward-looking statements”) within the meaning of applicable Canadian securities laws. All statements other than statements of historical fact are forward-looking statements, and are based on expectations, estimates and projections as at the date of this news release. Any statement that involves discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions, future events or performance often using phrases such as “expects”, “anticipates”, “plans”, “budget”, “scheduled”, “forecasts”, “estimates”, “believes” or “intends”, or variations of such words and phrases, or stating that certain actions, events or results “may” or “could”, “would”, “might” or “will” be taken to occur or be achieved, are not statements of historical fact and may be forward-looking statements. In this news release, forward-looking statements relate, among other things, to the terms and conditions of the Transaction; the expected migration of the listing of the COIN Shares from the TSXV to NEO; the expected benefits of listing on NEO; and the business of Tokens. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties and other factors which may cause actual results and future events to differ materially from those expressed or implied by such forward-looking statements. Such factors include: general business, economic, competitive, political and social uncertainties; delay or failure to receive any necessary board, shareholder or regulatory approvals, including the approval of any applicable regulatory authority; the risk that a regulatory authority may not approve the Transaction on the terms proposed or at all; that factors may occur which impede or prevent Tokens’ future business plans; and other factors beyond the control of COIN and Tokens. There can be no assurance that such statements 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 the forward-looking statements and information contained in this news release. The terms and conditions of the Transaction may change based on the receipt of tax, corporate and securities law advice for each of the parties. Except as required by law, COIN and Tokens assume no obligation to update the forward-looking statements, whether they change as a result of new information, future events or otherwise, except as required by law.*