



Vertical Studios Closes Private Placement of Convertible Debentures

TORONTO, ON / November 3, 2025 / Vertical Studios Corp. (TSX:VRTS)(FSE: 9PY0) (the “**Company**” or “**Vertical**”) – Vertical Studios, a leading digital-channel network and video-production studio reaching more than 50 million Gen Z and young millennial viewers monthly, is pleased to announce the closing of a non-brokered private placement through the issuance of unsecured convertible debentures (each, a “**Debenture**”) at a price of \$1,000 per Debenture for aggregate gross proceeds of \$2,298,000 (the “**Offering**”). The Company intends to use the net proceeds from the Offering for general working capital purposes.

The issuance of the Debentures pursuant to the Offering was (and, if applicable, the underlying common shares of the Company (“**Common Shares**”) upon conversion of the Debentures shall be) completed on a private placement and prospectus exempt basis, as applicable, such that the issuances are (or in the case of any underlying Common Shares, shall be) exempt from any applicable prospectus and securities registration requirements.

The Debentures will mature on October 31, 2027 (the “**Maturity Date**”) and will bear interest at an interest rate of fifteen percent (15%) per annum, payable on the Maturity Date in arrears.

At any time from and including the date that is eighteen months prior to the Maturity Date and up to the close of business on the last business day immediately preceding the Maturity Date, holders of Debentures have the right, at the holder’s option, to convert into Common Shares all or a portion of: (A) the principal amount outstanding under the Debentures at \$0.025 per Common Share (the “**Conversion Price**”); or (B) the accrued but unpaid interest under the Debentures at the greater of: (i) the Conversion Price; or (ii) the volume weighted average trading price of the Common Shares on the Toronto Stock Exchange (“**Exchange**”) for the five business days preceding the date of conversion, less applicable discounts in accordance with the policies of the Exchange, subject to adjustments.

Closing of the Offering is subject to receipt of all necessary regulatory approvals, including the final approval of the Toronto Stock Exchange. All securities issued in connection with the Offering are subject to a hold period of four months plus a day from the date of issuance and the resale rules of applicable securities legislation.

This news release does not constitute an offer to sell or a solicitation of an offer to sell any of the 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.



Certain insiders of the Company (the “**Insiders**”) were issued \$763,000 principal amount of Debentures in the Offering, which participation constituted a “related party transaction” as defined under Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). Such participation is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as neither the fair market value of the Debentures acquired by the Insiders, nor the consideration for the Debentures paid by the Insiders, exceed 25% of the Company’s market capitalization. The Company did not file a material change report relating to the Offering less than 21 days before completion of the Offering, as it was not possible to do so in order to complete the Offering in an expeditious manner.

About Vertiqal Studios

Vertiqal Studios, owners of North America’s largest gaming and lifestyle network on social media, is a digital strategy, creative, and distribution holding company. The Company specializes in the creation and distribution of viral videos for brands and advertisers to create always-on digital strategies that live authentically in Gen Z and Millennial culture. Vertiqal Studios partners with leading brands to develop strategic solutions, creative ideation, and content production, while also providing distribution and amplification through its owned & operated channels — all delivered with boutique, white-glove service. Its expertise lies in managing over 130 channels across TikTok, Instagram, and Snapchat, while producing over 100+ pieces of content a day for a growing audience of 52 million-plus followers. By having such robust ownership of culture and communities on social, Vertiqal Studios provides innovative advertising solutions for brands such as RBC, Samsung, White Castle, Coca-Cola, ESPN, Chili’s, and more. For more information and to join our email subscriber list for direct press releases and newsletters, visit <https://vertiqalstudios.com/>.

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Forward-Looking Information

This news release contains forward-looking statements and forward-looking information within the meaning of applicable securities laws. These statements relate to future events or future performance. All statements other than statements of historical fact may be forward-looking statements or information. The forward-looking statements and information are based on certain key expectations and assumptions made by management of the Company. Although management of the Company believes that the expectations and assumptions on which such forward-looking statements and information are based are reasonable, undue reliance should not be placed on the forward-looking statements and information since no assurance can be given that they will prove to be correct.

Forward-looking statements and information are provided for the purpose of providing information about the current expectations and plans of management of the Company relating to the future. Readers are cautioned that reliance on such statements and information may not be appropriate for other purposes, such as making investment decisions. Since forward-looking statements and information address future events and conditions, by their very nature, they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks. Accordingly, readers should not place undue reliance on the forward-looking statements and information contained in this news release.

The forward-looking statements and information contained in this news release are made as of the date hereof and no undertaking is given to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws. The forward-looking statements or information contained in this news release are expressly qualified by this cautionary statement.