

# Buzz Capital Inc. Announces Non-Brokered Private Placement

Toronto, Ontario--(Newsfile Corp. - May 21, 2026) - Buzz Capital Inc. (TSXV: BUZ.P) ("Buzz" or the "Company"), a capital pool company as defined under Policy 2.4 of the TSX Venture Exchange (the "Exchange"), announces that it will be conducting a non-brokered private placement of up to 6,666,667 units (the "Units") of the Company at a price of \$0.15 per Unit for gross proceeds of up to \$1,000,000 (the "Private Placement").

Each Unit will be comprised of one common share (a "Share") and one-half (1/2) of a share purchase warrant (each whole warrant being a "Warrant"). Each Warrant will entitle the holder to acquire one additional Share of the Company at a price of \$0.35 per share for a period of 24 months after issuance.

The Warrants are non-transferable and will be subject to an acceleration clause which provides that if the Shares close at a price of \$0.50 or above on the Exchange for a period of 10 consecutive trading days, the Company may, at any time after such an occurrence, give written notice (via news release) that the Warrants will expire at 5:00 p.m. (Eastern Standard Time) on the 30th day following the giving of notice unless exercised by holders prior to such date.

The Private Placement will be conducted pursuant to available prospectus exemptions contained in National Instrument 45-106 - Prospectus Exemptions, including the "accredited investor" and "family, friends and business associates" exemptions. The Company will consider subscriptions from persons resident outside of Canada; however such persons will need to establish that the issuance of securities to them is exempt from prospectus and registration requirements under applicable securities laws.

The Company may pay qualified finders a fee in accordance with the rules of the Exchange. The finder's fee will be comprised of a cash commission of up to 6% of gross proceeds raised as well as non-transferable finder's warrants ("Finder's Warrants") of up to 6% of the number of Units sold under the Offering. Each Finder's Warrant shall entitle the holder to acquire one (1) Share of the Issuer at a price of \$0.35 per Share for a period of 24 months from Closing. The Finder's Warrants will contain the same acceleration clause as the Warrants.

Insiders of the Company may acquire Units in the Private Placement. Any participation by insiders will constitute a "related party transaction" as defined under Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). The Company expects such participation will be exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as the fair market value of the securities subscribed for by insiders, nor the consideration paid, is expected to exceed 25% of the Company's market capitalization.

The Company intends to use the proceeds from the Private Placement primarily for identifying and evaluating potential acquisitions or businesses with a view to completing a qualifying transaction and for general working capital purposes.

In addition to Exchange acceptance and any other regulatory approvals, closing of the Private Placement is subject to completion of a change of management and control of the Company (see the Company's news release dated March 18, 2026). All securities issued in connection with the Private Placement will be subject to a four-month hold period from the closing date under applicable Canadian securities laws, in addition to such other restrictions as may apply under applicable securities laws of jurisdictions outside Canada. Additionally, Units acquired by insiders may be subject to escrow under Policy 2.4.

The Company has 8,409,999 Common Shares issued and outstanding as of the date of this news release. All currency in this news release is denominated in Canadian dollars.

For further information, please contact:

**Buzz Capital Inc.**

Gregory M. Prekupec, CEO

Email: [gprekupec@dipchand.com](mailto:gprekupec@dipchand.com)

Tel.: (416) 504-5805

*The information in this news release includes certain information and statements about management's view of future events, expectations, plans and prospects that constitute forward looking statements. These statements are based upon assumptions that are subject to significant risks and uncertainties. Because of these risks and uncertainties and as a result of a variety of factors, the actual results, expectations, achievements or performance may differ materially from those anticipated and indicated by these forward-looking statements. Although the Company believes that the expectations reflected in forward looking statements are reasonable, it can give no assurances that the expectations of any forward-looking statements will prove to be correct. Except as required by law, the Company disclaims any intention and assumes no obligation to update or revise any forward-looking statements to reflect actual results, whether as a result of new information, future events, changes in assumptions, changes in factors affecting such forward looking statements or otherwise.*

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