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**SABIO HOLDINGS INC. (FORMERLY SPIRIT BANNER II CAPITAL CORP.) ANNOUNCES
FINAL EXCHANGE BULLETIN AND COMMENCEMENT OF TRADING**

TORONTO, Ontario, November 25, 2021 Sabio Holdings Inc. (formerly, Spirit Banner II Capital Corp. ("Spirit")) (TSXV: SBIO.P) (the "**Company**" or the "**Resulting Issuer**") is pleased to announce that the TSX Venture Exchange (the "**TSXV**") has published its final exchange bulletin in connection with the Company's previously announced qualifying transaction (the "**Qualifying Transaction**") resulting in the reverse takeover of the Company by Sabio Mobile Inc. ("**Sabio**"), a private company incorporated under the laws of Delaware. For additional information regarding the Qualifying Transaction, see the Company's news release dated November 22, 2021 and the filing statement of the Company dated November 12, 2021 (the "**Filing Statement**"), a copy of which is available under the Company's profile on SEDAR at www.sedar.com.

Trading in the Company's common shares ("**RI Common Shares**") on the TSXV is expected to commence at market open on November 26, 2021.

Early Warning Report

The transaction that triggered the requirement to file the below enumerated report was the Qualifying Transaction, as more fully described in the Filing Statement filed on the Company's SEDAR profile. The early warning report dated November 25, 2021 described below was filed under the Company's profile on SEDAR at www.sedar.com.

Aziz Rahimtoola

Pursuant to the terms of the Qualifying Transaction, Aziz Rahimtoola ("**Aziz**") with an address for service at 16350 Ventura Boulevard, #D827, Encino, CA, United States 91436, acquired 23,768,663 shares of the Resulting Issuer ("**RI Shares**") on November 19, 2021, in exchange for securities of Sabio previously held by Aziz on the same basis as all other prior security holders of Sabio. Aziz is the Chief Executive Officer and a director of the Company.

As a result of the Qualifying Transaction and in connection with the exchange of Sabio securities for securities of the Company, Aziz acquired direct and indirect ownership and control of 23,768,663 RI Shares (including 3,565,300 RI Common Shares and 20,203,363 restricted voting shares of the Company ("**RI Restricted Voting Shares**")), representing approximately 54.4% of the issued and outstanding RI Shares on a non-fully diluted basis as of the date of the closing of the Qualifying Transaction. The RI Restricted Voting Shares do not carry entitlement for the holder to vote for the election of the directors of the Resulting Issuer. Each RI Restricted Voting Share may be converted into one RI Common Share, without payment of additional consideration, subject to requirements described in the Filing Statement. Prior to the Qualifying Transaction, neither Aziz nor any joint actor had ownership or control of any securities of the Company. The RI Shares acquired by Aziz were issued from treasury pursuant to the Qualifying

Transaction for deemed consideration per RI Share of \$1.75, for an aggregate deemed consideration paid of approximately C\$41,595,160.

Aziz holds the RI Shares for investment purposes and does not have any current intentions to increase or decrease his beneficial ownership or control or direction over any additional securities of the Company. As disclosed in the Filing Statement, the RI Shares held by Aziz (the “**Escrowed Securities**”) are subject to a value security escrow agreement in accordance with Policy 5.4 – *Escrow, Vendor Consideration and Resale Restrictions* of the Exchange (“**Escrow Agreement**”) and are also subject to a lock-up agreement as described in the Filing Statement. Upon release of the Escrowed Securities from escrow pursuant to the Escrow Agreement, Aziz may, from time to time and depending on market and other conditions, acquire additional RI Shares and/or other equity, debt or other securities or instruments of the Company in the open market or otherwise, and reserves the right to dispose of any or all of the securities in the open market or otherwise at any time and from time to time, and to engage in similar transactions with respect to the securities, the whole depending on market conditions, the business and prospects of the Company and other relevant factors (in accordance with the terms of the Escrow Agreement and the lock-up agreement).

About Sabio Mobile, Inc.

Sabio provides a CTV platform that is powered by mobile data, providing leading brands with the perfect balance between media, data and technology. Sabio’s unique approach to combining mobile data, device location and consumer behaviors aims to provide brands with more effective targeting and greater prediction accuracy for their mobile and connected TV ad campaigns. Sabio’s team of experienced marketers, engineers and data scientists are passionately innovative in everything they do, from developing Sabio’s proprietary audience platform and ad server to creating and delivering stunning ads on connected TVs and mobile devices.

For more information, visit: sabio.inc

SABIO HOLDINGS INC.

Aziz Rahimtoola
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Disclaimer

Investors are cautioned that, except as disclosed in the Filing Statement prepared in connection with the Qualifying Transaction, any information released or received with respect to the Qualifying Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of the Company should be considered highly speculative.

The TSXV has in no way passed upon the merits of the Qualifying Transaction and has neither approved nor disapproved the contents of this news release.

Neither the Exchange nor its Regulation Service Provider (as defined policies of the Exchange) accepts responsibility for the adequacy or accuracy of this press release.

This news release shall not constitute an offer to sell or the solicitation of an offer to buy any securities in any jurisdiction. Any securities referred to herein have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States or to a U.S. Person absent registration or an applicable exemption from the registration requirements of the United States Securities Act of 1933, as amended, and applicable state securities laws.

Forward-Looking Statements

This press release may contain certain forward-looking information and statements (“forward-looking information”) within the meaning of applicable Canadian securities legislation, that are not based on historical fact, including without limitation statements containing the words “believes”, “anticipates”, “plans”, “intends”, “will”, “should”, “expects”, “continue”, “estimate”, “forecasts” and other similar expressions. Readers are cautioned to not place undue reliance on forward-looking information. Actual results and developments may differ materially from those contemplated by these statements. The Company undertakes no obligation to comment analyses, expectations or statements made by third-parties in respect of the Company, its securities, or financial or operating results (as applicable). Although the Company believes that the expectations reflected in forward-looking information in this press release are reasonable, such forward-looking information has been based on expectations, factors and assumptions concerning future events which may prove to be inaccurate and are subject to numerous risks and uncertainties, certain of which are beyond the Company’s control, including the risk factors discussed in the Filing Statement which are incorporated herein by reference and are available through SEDAR at www.sedar.com. The forward-looking information contained in this press release are expressly qualified by this cautionary statement and are made as of the date hereof. The Company disclaims any intention and has no obligation or responsibility, except as required by law, to update or revise any forward-looking information, whether as a result of new information, future events or otherwise.

Share numbers noted in this press release may not match the numbers disclosed in the Filing Statement due to rounding pursuant to the process of completing the consolidations described above and the exchange of Sabio securities for post-consolidation common shares, as well adjustment based on the aggregate amount of interest on the Sabio convertible notes (which is calculated on a daily basis), accrued up to the actual date of conversion.