TGS Esports Signs LOI to Merge with Jeff Credit

TGS Esports Inc. and Jeff Credit Limited Announce Proposed Business Combination

Mr. Spiro Khouri reports

Vancouver, British Columbia--(Newsfile Corp. - February 6, 2026) - TGS Esports Inc. (TSXV: TGS) has signed a non-binding letter of intent dated Aug. 15, 2025, with Jeff Credit Ltd. (the target). The LOI outlines the general terms and conditions of a proposed business combination and financing transaction having regard to relevant tax, securities and other factors that will result in a reverse takeover of the company and its shareholders.

The LOI is intended to be a non-binding proposal regarding the contemplated transaction and is subject to the signing of a definitive agreement concerning the transaction, which incorporates the principal terms of the LOI.

The resulting issuer

The transaction will result in the company and the target combining their respective businesses and continuing under the name Jeff Credit Ltd. or such other name as determined by the target (the resulting issuer), provided such name is acceptable to the TSX Venture Exchange. The resulting issuer is expected to continue the business of the target and the company with the common shares of the resulting issuer being listed on the TSX-V subject to required approvals.

Pursuant to the transaction, the company will acquire all of the issued and outstanding common shares in the capital of the target in consideration for issuance of a pro rata percentage (based on respective valuations of the target and the company) of the issued and outstanding common shares of the resulting issuer at the closing of the transaction, on a fully diluted basis, based on a valuation of the company of $100,000 and a valuation of the target of $8-million, as may be amended from time to time upon the mutual written agreement of the parties. Shareholders of the target will become shareholders of the resulting issuer.

About TGS Esports Inc.
TGS Esports is a full-service marketing solutions provider that specializes in engaging video game and esports fans. TGS Esports creates gaming strategies and marketing programs for brands that want to connect with diverse communities of gamers in any genre, anywhere they play. TGS Esports works with an extensive network of influencers, creators and gaming community organizations to create unique content for every digital and social media platform. TGS Esports builds custom brand activations for live, in-person engagement, for long- and short-form video, and for live-streaming events and tournaments. TGS Esports has unmatched expertise in cultivating relationships and driving viewership among highly coveted and elusive young audiences.

About Jeff Credit Ltd.
Jeff Credit is a professional lending institution, licensed by the government of Hong Kong for over a decade. It provides credit to its clients located primarily in Hong Kong, underpinned by careful due diligence and robust risk management frameworks.
Jeff Credit's comprehensive credit services include property mortgage loans, personal loans, car loans, and financing solutions for small and medium-sized enterprises (SMEs). Jeff Credit employs advanced risk assessment systems and multiple guarantee mechanisms to ensure sound risk management. Furthermore, the handling and disposal of distressed assets are some of Jeff Credit's specialties.

Looking to the future, Jeff Credit is closely evaluating the ESG-related (environmental, social and governance) market. Jeff Credit is planning to partner with providers of green taxis to offer credit services for drivers who need to lease new electric vehicles for their transportation businesses.

Next steps

Following the execution of the LOI, the target and the company will begin to negotiate and settle definitive documentation in relation to the transaction, including a definitive merger, amalgamation or share exchange agreement setting forth the detailed terms of the transaction, including the terms set out in the LOI and such other terms and conditions as are customary for transactions of a similar nature and magnitude of the transaction. It is expected that an application for the listing of the resulting issuer shares will be submitted to the TSX-V following the execution of the definitive agreement.

We seek Safe Harbor.

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