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nDatalyze Corp. announces Binding Memorandum of Understanding related to the proposed acquisition of a food importation and distribution business.

Calgary, Alberta, August 5, 2025: **nDatalyze Corp.** (CSE: NDAT) ("**NDAT**" or the "**Company**") is pleased to announce that on August 1, 2025 it entered into a Binding Memorandum of Understanding ("MOU") to acquire all of the issued and outstanding common shares of a Vancouver-based private company operating an international food import and distribution business ("FoodCo"). The parties are working to execute a Definitive Agreement ("DA") and close the contemplated reverse takeover ((RTO") as soon as practically possible. The RTO would result in the current FoodCo shareholders exchanging 100% of the issued and outstanding FoodCo Shares for NDAT common voting shares. The transaction also contemplates NDAT conducting a private placement of between $300,000 and $1,000,000 Canadian Dollars whereby each $0.019 subscribed for will constitute a Subscription Receipt ("SR"), with each SR exchangeable into one NDAT common share at Closing. FoodCo is to facilitate the placement. All non-affiliated PP common shares will be subject to a four-month sale restriction starting from the actual Closing date. Proceeds from the SRs will be held by a third-party Transfer Agent and released subject to the following terms and conditions:

a) In the event of the Transaction Closing, all funds are released to NDAT immediately after Closing. In the event the transaction does NOT Close, NDAT shall be entitled to receive from the Subscription Receipt escrow funds an amount equal to NDAT's actual, documented, paid-plus-accrued Transaction-related costs ("TRCs"), up to a maximum of CDN$100,000 with the balance of the Subscription Receipt escrow funds refunded pro rata to the Subscription Receipt subscribers;
b) No Shares Issued in the Event of Non-Closing: if the transaction does not Close, no NDAT common shares will be issued in exchange for any Subscription Receipts and that NDAT will have no obligation to issue any shares in any way related to the Transaction;
c) the Parties agree that if the Transaction does not Close, NDAT will be responsible for all TRC costs in excess of $100,000.

Other Conditions:

Technology Spin-Out: FoodCo understands and agrees that as part of the transaction NDAT will transfer all of its Intellectual Property, mental health-related assets, operations, and all cash except the post-Transaction Costs PP proceeds plus $50,000, to its wholly-owned subsidiary, whereafter the subsidiary shares will be distributed on a pro-rata basis to those NDAT shareholders who were NDAT shareholders prior to the PP.

Expected post-transaction percentages and outstanding shares: Immediately after the RTO closing NDAT will have 295,584,493 common voting shares outstanding that will be held as follows:

Pre-private placement NDAT shareholders – 13.98% (41,327,425 common shares)
Private Placement shareholders (unaffiliated) – between 5.34% and 17.81% (15,789,474 and 52,631,579 common shares)
Finder's Fee persons (unaffiliated) – .68% (2,000,000 common shares)
FoodCo insider shareholders –67.54% and 80.00% (between 199,625,489 and 236,467,596 common shares (escrowed))

Existing NDAT Directors and Officers share purchase options: FoodCo understands that there are certain NDAT Directors/Officers/Consultants share purchase options ("Options") outstanding and that the Options will stay in place until exercised or expire in accordance with the terms of the NDAT Stock Option Plan. For clarity, all unexercised options shall terminate after 90 days of the Closing of the Transaction.

Post-Closing Board of Directors and Officers: At Closing, all current NDAT Directors and Officers will resign and FoodCo nominees will account for 100% of the new members of NDAT's post-Closing Board of Directors and Officers. Directors and Officers will be subject to Regulatory and/or CSE acceptance/approval.

Finder's Fee: For arranging the introduction and facilitating the Transaction, as soon as practically possible after the Closing, NDAT will issue 2,000,000 common shares to the Finder. Finder's Fee shares will be subject to a four month hold period.

Binding Effect and Definitive Agreement: This MOU is intended as a binding expression of the mutual understanding of the Parties with respect to the proposed Transaction. The Parties acknowledge and agree that the terms and conditions of the proposed Transaction shall be subject to the execution of a formal, definitive agreement, which, once executed, shall supersede and replace this MOU in its entirety.

Regulatory Matters and Exchange Filings: NDAT and FoodCo accept that the proposed transaction is subject to the acceptance and approval of the Canadian Securities Exchange ("CSE"). The Parties agree that NDAT's legal counsel shall have primary carriage of all correspondence, filings, and regulatory submissions to the CSE and other applicable securities regulators in connection with the Transaction and related matters, including the listing of any securities issued upon completion. FoodCo agrees to provide all supporting documentation, financial and corporate information, and timely assistance as reasonably requested by NDAT's counsel in connection with such filings and applications. NDAT's counsel shall keep both Parties informed and shall circulate draft materials in advance for review and comment, but final control over content, structure, and timing of regulatory submissions shall rest with NDAT and its legal counsel.

Selected Financial Information

FoodCo is currently preparing audited financial statements which will be included in the information circular in connection with the proposed transaction. Following is select UNAUDITED financial information provided by FoodCo:

	Calendar 2024	**Calendar, 2023**
Revenues	$14,498,926	$13,232,487
Net Income	$ 364,529	$ 682,791

Further details will be provided from the DA in a future news release.

Trading Halt: Management expects that the Company's common shares will remain halted until the Transaction has closed or is abandoned.

For further information, contact:
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Disclosure

Completion of the transaction is subject to a number of conditions, including but not limited to, CSE acceptance and, shareholder approval. Where applicable, the transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all. The CSE has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this news release.

This press release contains forward-looking information within the meaning of Canadian securities laws. Such information includes, without limitation, information regarding the completion of the proposed acquisition of FoodCo and the Financing; and the anticipated business plan of the resulting issuer subsequent to completion of the transactions described herein. Although the Company believes that such information is reasonable, it can give no assurance that such expectations will prove to be correct. Information disclosed herein regarding the Company is provided by the Company. Information disclosed herein regarding FoodCo is provided by FoodCo. The parties have not verified the information provided by the other parties.

Forward looking information is typically identified by words such as: believe, expect, anticipate, intend, estimate, forecast, postulate and similar expressions, or are those, which, by their nature, refer to future events. NDAT cautions investors that any forward-looking information provided by NDAT are not guarantees of future results or performance, and that actual results may differ materially from those in forward looking information as a result of various factors, including, but not limited to NDAT's ability to complete the proposed transaction; the state of the financial markets for NDAT's equity securities; recent market volatility; NDAT's ability to raise the necessary capital or to be fully able to implement its business strategies; and other risks and factors that NDAT is unaware of at this time. The reader is referred to NDAT's page on SEDAR+ at www.sedarplus.ca.