

/NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES/

FOR IMMEDIATE RELEASE

TSX Venture Exchange: CTRL.P

EDGE TOTAL INTELLIGENCE INC. (FORMERLY APHELION CAPITAL CORP.) ANNOUNCES COMPLETION OF PRIVATE PLACEMENT FINANCING AND QUALIFYING TRANSACTION

December 24, 2021 – *Vancouver, British Columbia* – Edge Total Intelligence Inc. (formerly Aphelion Capital Corp. (“**Aphelion**”)) (the “**Company**”) is pleased to announce: (i) the closing of its previously announced brokered private placement financing of post-Split (as defined below) common shares in the capital of the Company (“**Shares**”) (the “**Financing**”); (ii) the name change of the Company from Aphelion Capital Corp. to Edge Total Intelligence Inc. (the “**Name Change**”), reclassification of the Shares as subordinate voting shares of the Company (“**SVS**”), creation of preferred multiple voting shares in the capital of the Company (“**MVS**”) and assignment of special rights and restrictions attached to the SVS and the MVS (together with the creation of the SVS and MVS and the Name Change, the “**Amendments**”); (iii) the conversion of the subscription receipts (“**FundCo Subscription Receipts**”) of Aphelion FundCo Inc. (“**FundCo**”); and (iv) the completion of its qualifying transaction resulting in the reverse takeover of the Company by Edge Technologies, Inc. (“**Edge**”) (the “**Qualifying Transaction**”).

The Financing

Further to the press releases of the Company dated November 15, 2021 and November 29, 2021, the Company is pleased to announce that it has completed a brokered private placement of 7,181,774 Shares at a price per Share equal to \$0.62 (the “**Financing Price**”) for aggregate gross proceeds of approximately C\$4,453,000. Canaccord Genuity Corp. (the “**Agent**”) acted as sole agent and sole bookrunner for the Company in connection with the Financing, which was conducted pursuant to an agency agreement (the “**Agency Agreement**”) dated December 23, 2021 among Aphelion, Edge and the Agent (the “**Agency Agreement**”). Each Share represents a post 2:1 stock split common share of the Company (the “**Split**”), which such Split was completed on December 15, 2021 further to the press release of the Company dated December 14, 2021.

Pursuant to the Agency Agreement, the Agent was paid a cash commission of approximately \$270,000 (the “**Cash Fee**”) issued 434,982 agent’s warrants (the “**Agents’ Warrants**”) each exercisable to acquire one Share for a period of twenty-four months at the Financing Price. In connection with the completion of the Qualifying Transaction, each Agents’ Warrant was exchanged for one SVS purchase warrant entitling the holder to acquire one SVS at the Financing Price for a period of twenty-four months following the date of issuance thereof.

The Shares and the Agents’ Warrants issued under the Financing are subject to a hold period of four months and one day expiring on April 24, 2022.

The Amendments

Further to the filing statement of the Company dated November 12, 2021 (the “**Filing Statement**”), the management’s information circular of the Company dated November 5, 2021, and the news release of the Company dated December 14, 2021, the Company is pleased to announce that it has effected the Amendments as approved by the shareholders of the Company shortly following completion of the Financing. Summaries of the special rights and restrictions attached to the MVS and the SVS are included in the Filing Statement, a copy of which is available on the Company’s SEDAR profile at www.sedar.com.

Conversion of the FundCo Subscription Receipts

Further to the press release of the Company dated December 16, 2021, the Company is pleased to announce that the escrow release conditions attached to the FundCo Subscription Receipts pursuant to

the subscription receipt agreement dated December 16, 2021 among the Company, Edge, FundCo and the Agent, in its capacity as sole agent and bookrunner for FundCo in the brokered private placement of FundCo Subscription Receipts, dated December 16, 2021 (the “**Subscription Receipt Agreement**”) have been satisfied (the “**Escrow Release**”).

In connection with the Escrow Release, each FundCo Subscription Receipt was converted into one common share in the capital of FundCo (a “**FundCo Share**”).

Pursuant to the agency agreement dated December 16, 2021 among FundCo, the Company, Edge and the Agent, in its capacity as sole agent and bookrunner for FundCo in the brokered private placement of FundCo Subscription Receipts (the “**Agency Agreement**”), the Agent was further issued 112,903 agent’s warrants (the “**FundCo Agents’ Warrants**”) each exercisable to acquire one FundCo Share for a period of twenty-four months at the Financing Price. In connection with the completion of the Qualifying Transaction, each FundCo Agents’ Warrant was exchanged for one SVS purchase warrant entitling the holder to acquire one SVS at the Financing Price for a period of twenty-four months following the date of issuance thereof.

The Qualifying Transaction

Further to the Filing Statement, pursuant to the merger agreement dated March 3, 2021 among the Company, FundCo, Edge, Electric Acquisition Corp., a wholly owned Virginia subsidiary of the Company (“**US SubCo**”), and 1289571 B.C. Ltd., a wholly owned British Columbia subsidiary of the Company (“**BC SubCo**”), as amended (the “**Merger Agreement**”), and in connection with the Qualifying Transaction, (i) BC SubCo merged with FundCo by way of a three cornered amalgamation pursuant to the Merger Agreement and the laws of the Province of British Columbia (the “**BC Merger**”), and (ii) US SubCo merged with Edge by way of a three cornered amalgamation pursuant to the Merger Agreement and the laws of the State of Virginia (the “**US Merger**”).

Pursuant to the BC Merger, all outstanding securities of FundCo were exchanged (the “**BC Securities Exchange**”) for securities of the Company on a one FundCo Share for one SVS basis resulting in approximately 1,733,934 SVS being issued to former shareholders of FundCo, and the issuance of 112,903 SVS purchase warrant entitling the holder to acquire one SVS at the Financing Price for a period of twenty-four months following the date of issuance thereof. Pursuant to the US Merger, all outstanding securities of Edge were exchanged (the “**US Securities Exchange**”) for securities of the Company resulting in approximately 26,600 MVS being issued to former shareholders of Edge. The Company also acquire certain convertible debt securities of Edge as set out in the Filing Statement. Further details regarding the Qualifying Transaction can be found in the Filing Statement, a copy of which is available under the Company’s profile on SEDAR at www.sedar.com.

The parties to the Qualifying Transaction are working towards receipt of final approval of the Qualifying Transaction from the TSX Venture Exchange (the “**Exchange**”) and it is anticipated that the SVS will commence trading on the Exchange under the trading symbol “CTRL” in January, 2022.

Escrowed Shares

On completion of the Qualifying Transaction, all 26,600 MVS issued to the former shareholders of Edge are subject to escrow in accordance with the Merger Agreement and the requirements of the Exchange (“**MVS Escrow**”). Pursuant to the MVS Escrow, 10% of the escrowed shares will be released on the eight month anniversary of the date of completion of the Qualifying Transaction, and an additional 15% of the escrowed shares will be released on each six month anniversary thereafter such that all escrowed shares will be released from MVS Escrow on the forty-four month anniversary of the date of completion of the Qualifying Transaction. Any amendment to the MVS Escrow will require the prior approval of the Exchange.

In addition, certain current and/or former shareholders of the Company have entered into a CPC Escrow Agreement (the “**CPC Escrow Agreement**”) with the Exchange and TSX Trust Company, as escrow

agent, in respect of 4,000,000 SVS. Under the terms of the CPC Escrow Agreement, 25% of the escrowed shares will be released at the time of the Final Exchange Bulletin, with an additional 25% released on each 6 month anniversary thereafter.

In addition, on completion of the Qualifying Transaction, if so required by the Exchange, certain directors and officers of the Company will enter into an escrow agreement pursuant to which such directors and officers will deposit their securities with TSX Trust Company, as escrow agent until released in accordance with the escrow agreement, Exchange policies and applicable laws. It is presently expected that, if so required by the Exchange, approximately 13,677 MVS will be deposited in escrow. Under the terms of the escrow, 25% of the escrowed shares will be released on the date of completion of the Qualifying Transaction, with an additional 25% released on each 6 month anniversary thereafter.

Where securities held by shareholders subject to the contractual lock up period are also subject to escrow in accordance with Exchange policies and applicable securities laws, the more restrictive escrow/lock-up regime shall govern.

Incentive Stock Options

Additionally, on completion of the Qualifying Transaction, as disclosed in the Filing Statement, an additional 400,000 incentive stock options of the Company (together, the “**Options**”) were issued to certain prior directors of Aphelion. All Options vest immediately and are exercisable at \$0.62 to acquire one SVS for a period of five years from the date of grant.

Board of Directors and Executive Management

Following the completion of the Qualifying Transaction, the following individuals will comprise the directors and officers of the Company:

- | | |
|--------------------|-------------------------------------|
| • Jim Barrett | - Chief Executive Officer, Director |
| • Christian Mack | - Director |
| • David Roman | - Director |
| • Jason James | - Chief Financial Officer, Director |
| • Edward Mede | - Director |
| • Steven Owings | - Director |
| • Seth Kay | - Director |
| • Joshua Armstrong | - Secretary |

Auditors

Concurrent with the closing of the Qualifying Transaction, it is expected that MNP LLP will be appointed auditors of the Company. The transfer agent for the Company is expected to continue to be TSX Trust Company.

Year End

Following completion of the Qualifying Transaction, the fiscal year end of the Company shall be December 31.

Additional Information for Shareholders

The Company’s transfer agent, TSX Trust Company, will send Direct Registration System statements to all former Edge and FundCo shareholders who held physical securities (other than for those that are required to be in certificated form) setting out each holder’s shareholdings. The CUSIP number for SVS is 279874101.

For further information, please refer to the Filing Statement posted to the Company's issuer profile on SEDAR at www.sedar.com.

Additional Information

The Qualifying Transaction is not a "Non-Arm's Length Transaction" (as defined in the Policies of the TSXV), and as such shareholder approval is not required for the Qualifying Transaction under the Policies of the TSXV.

Trading in the SVS is presently halted and will remain halted until receipt of final approval for the Qualifying Transaction.

Receipt of final approval for the Qualifying Transaction is subject to a number of conditions and there can be no assurance that the Qualifying Transaction will be completed as proposed or at all.

For further information, please refer to the filing statement of the Company in respect of the Qualifying Transaction posted to the Company's issuer profile on SEDAR at www.sedar.com.

About Edge

Edge Technologies, Inc. is a software company based in Arlington, Virginia, United States of America who delivers increased operational resilience, agility, and efficiency through its rapid development edgeCore™ (low-code) platform that securely unifies the control and data of existing technologies in real-time without creating new data stores. Its configurable pipelines and visualizations transform siloed systems into composable operations that meet the unique needs of users and evolving business situations. Beyond limited single-pane-of-glass and business intelligence approaches, edgeCore features building-block modules like intelligent automation and interface adapters to deliver true digital transformation that accelerates time to value.

For more information, visit www.edgeti.com.

About the Company

The Company was incorporated under the *Business Corporations Act* (British Columbia) on January 10, 2019 and is a Capital Pool Company (as defined in the policies of the TSXV) listed on the TSXV. Prior to completion of the Qualifying Transaction, the Company had no commercial operations and no assets other than cash. Following completion of the Qualifying Transaction, the Company operates the business of Edge through the resulting entity from the US Merger.

Forward-Looking Statements Disclaimer and Reader Advisory

Not for dissemination in the United States or for distribution to U.S. newswire services. The securities offered have not been registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or any applicable state securities laws and may not be offered or sold in the United States or to, or for the account or benefit of, a person in the United States or a U.S. person (as defined in Regulation S under the U.S. Securities Act) absent registration under the U.S. Securities Act and any applicable state securities laws, or compliance with an exemption therefrom. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any state in which such offer, solicitation or sale would be unlawful.

Certain information in this press release may contain forward-looking statements. This information is based on current expectations that are subject to significant risks and uncertainties that are difficult to predict. Actual results might differ materially from results suggested in any forward-looking statements. The Company assumes no obligation to update the forward-looking statements, or to update the reasons why actual results could differ from those reflected in the forward looking-statements unless and until required by securities laws applicable to the Company. Additional information identifying risks and

uncertainties is contained in filings by the Company with the Canadian securities regulators, which filings are available at www.sedar.com.

Resuming of trading in the SVS and Exchange approval of the Qualifying Transaction is subject to a number of conditions, including but not limited to, Exchange policies and if applicable pursuant to Exchange requirements, majority of the minority 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.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the Qualifying Transaction, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.

TSX Venture Exchange Inc. has in no way passed upon the merits of the Qualifying Transaction and has neither approved nor disapproved the contents of this press release.

The Company common shares will remain halted until such time as permission to resume trading has been obtained from the TSXV. The Company is a reporting issuer in Alberta, British Columbia, and Ontario.

On behalf of the Board of Directors of the Company

“Jim Barrett”

Jim Barrett, Director

For more information about the Company, please contact Jim Barrett, Director, at 888-771-3343 or ir@edgeti.com.