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NEWS RELEASE

GOAT INDUSTRIES ANNOUNCES ENTERING INTO OF DEFINITIVE AGREEMENT TO ACQUIRE GAMBLING PLATFORM

Vancouver, British Columbia, Canada – September 26, 2025 – GOAT Industries Ltd. (the “Company” or “GOAT”) (CSE: GOAT) (OTC: BGTF) (FWB: 26B.F) is pleased to announce, further to its press release dated August 25, 2025, that it has entered into a binding arm’s length share exchange agreement (the “**1509 Agreement**”) dated September 25, 2025, to acquire (the “**1509 Transaction**”) all of the issued and outstanding securities of 1509467 B.C. Ltd. (“**1509**”) from the securityholders of 1509 (the “**1509 Vendors**”). The Company is concurrently in the process of negotiating a binding share exchange agreement (the “**Vroom Agreement**”) with Vroom, Inc. DBA Vroom (“**Vroom**” and, together with 1509, the “**Targets**”) and the securityholders of Vroom, contemplating the Company’s acquisition of Vroom (the “**Vroom Transaction**” and, together with the 1509 Transaction, the “**Transaction**”), which it anticipates signing and announcing in the coming days. Completion of the 1509 Transaction is conditional on entry into of the Vroom Agreement and completion of the Vroom Transaction.

Business of the Targets

The business of the Targets is focused on the global sports betting market, most directly in the US\$40B+ North American Market, including the 500+ tribal casino markets¹. 1509 is the owner of certain technologies and US licenses (the “**Technology and Licenses**”) that enable casinos, sports books and sports book platforms to have a distinctive advantage by using a combination of content recognition and AI enabling personalization. This includes a combination of live sports content distribution rights intertwined with unique marketing and advertising approaches for the casino and/or sports book. Vroom is a sales and marketing business that activates a combination of live sports rights within casinos and sports books and is responsible for ensuring that the Technology and Licenses penetrate the market effectively.

Together, these two entities are known in the market as “BETSource”.

Transaction Terms

Pursuant to the 1509 Agreement, the Company will acquire all of the issued and outstanding securities of 1509 from the 1509 Vendors, in exchange for an aggregate of 54,322,500 common shares in the capital of the Company (each, a “**Company Share**”), issuable to the 1509 Vendors, *pro rata*, on the close of the Transaction at a deemed price of \$0.21 per Company Share for an aggregate purchase price of \$11,407,725 (the “**1509 Purchase Price**”). 46,822,500 of the Company Shares (the “**Escrowed Shares**”) issuable to the 1509 Vendors will be subject to a voluntary escrow (the “**Escrow**”) whereby such shares will be released upon a time-based release schedule (the “**Time-Based Release**”) set out below, provided that the Escrowed Shares shall be eligible for earlier release in the event following performance milestones are achieved: (i) 50% of the Escrowed Shares shall vest upon 1509 booking annual revenues (consolidated basis) of USD\$10,000,000, as reasonably determined by the board of

directors of the Company (the “**Board**”) (“**Milestone 1**”); and (ii) the remaining 50% of the Escrowed Shares shall vest upon 1509 booking annual revenues (on a consolidated basis) of USD\$20,000,000, as reasonably determined by the Board (“**Milestone 2**” and, together with Milestone 1, the “**Milestones**”). The Time-Based Release schedule is set out as follows:

<u>% of Escrowed Shares Released</u>	<u>Release Date</u>
as to 25% of the Escrowed Shares	4 months and one day from the closing date
as to 18.75% of the Escrowed Shares	7 months from the closing date
as to 18.75% of the Escrowed Shares	10 months from the closing date
as to 18.75% of the Escrowed Shares	13 months from the closing date
as to 18.75% of the Escrowed Shares	16 months from the closing date

In addition to the Escrow and notwithstanding the Milestones being achieved, all Company Shares issuable to the 1509 Vendors in connection with the 1509 Transaction will be subject to a four month and one day hold period from the date of issue pursuant to National Instrument 45-106 – *Prospectus Exemptions*.

Completion of the 1509 Transaction is subject to, among other things, (i) receipt of all necessary regulatory approvals, including, as applicable, all required filings with the Canadian Securities Exchange (“**CSE**”); (ii) completion of the Vroom Transaction; (iii) the Shareholder Approval (defined below); and (iv) completion of an equity financing by the Company of a minimum of \$2,000,000 and up to \$6,000,000 through the sale of units of the Company, at a price of \$0.30 per unit, with each unit being comprised of one Company Share and one half of one Company Share purchase warrant, with each whole warrant exercisable at a price of \$0.45 for a period of two years.

The Transaction will not constitute a fundamental change or change of business, within the meaning of the policies of the CSE, however, as the Transaction will result in the Company issuing more than 100% of the current issued and outstanding Company Shares, shareholder approval will be required pursuant to CSE Policy 4 (the “**Shareholder Approval**”). In connection with the Shareholder Approval, the Company expects to send disclosure relating to the Transaction, including providing shareholders with auditor reviewed financial statements for the Targets. It is anticipated that the Transaction, if closed, will trigger a business acquisition report under National Instrument 51-102 – *Continuous Disclosure Obligations*.

*The securities described herein have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”), or any state securities laws, and accordingly, may not be offered or sold within the United States except in compliance with the registration requirements of the U.S. Securities Act and applicable state securities requirements or pursuant to exemptions therefrom. This press release does not constitute an offer to sell or a solicitation to buy any securities in any jurisdiction.*

ABOUT GOAT INDUSTRIES LTD.

GOAT is an investment issuer focused on investing in high-potential companies operating across a variety of industries and sectors. The goal of the Company is to generate maximum returns from its investments.

For more information about the Company, please visit <https://www.goatindustries.co/>. The Company's final prospectus, financial statements and management's discussion and analysis, among other documents, are all available on its profile page on SEDAR+ at www.sedarplus.ca.

ON BEHALF OF THE BOARD OF DIRECTORS

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The CSE and Information Service Provider have not reviewed and does not accept responsibility for the accuracy or adequacy of this release.

Forward-Looking Information

This news release contains "forward-looking information" within the meaning of applicable Canadian securities legislation, including in relation to the Transaction, the 1509 Agreement, the Vroom Agreement, the conditions to completion of the Transaction and the expected business of the Targets. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain acts, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company, as the case may be, to be materially different from those expressed or implied by such forward-looking information. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. Actual results and developments may differ materially from those contemplated by these statements depending on, among other things, the risks relating to the Transaction, the Targets operations and results, the shareholders of the Company approving the Transaction. The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws.

ⁱ <https://casinoindustrynews.com/news/usa/2024-us-tribal-gaming-revenues-growth/>