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**SAYWARD CAPITAL CORP.
ANNOUNCES DEFINITIVE AGREEMENT FOR QUALIFYING TRANSACTION
TO ACQUIRE TECHNOSTEEL CONSTRUCTION (L.L.C.)**

Calgary, Alberta, April 24, 2025 – Sayward Capital Corp. (TSXV: SAWC.P) (“**Sayward**”), a capital pool company as defined under the policies of the TSX Venture Exchange (“**TSXV**” or the “**Exchange**”), is pleased to announce that, further to its press release dated June 13, 2024 (the “**LOI Press Release**”) and the non-binding letter of intent dated June 13, 2024 with Technosteel Construction (L.L.C.) (“**Technosteel**”), a corporation organized under the laws of the Abu Dhabi Global Markets (ADGM), it has entered into a share exchange agreement dated March 26, 2025 (the “**Definitive Agreement**”) with Technosteel and all of the shareholders of Technosteel in respect of a proposed business combination of Sayward and Technosteel (the “**Proposed Transaction**”), which Sayward anticipates will constitute its “Qualifying Transaction” pursuant to Policy 2.4 – *Capital Pool Companies* of the Exchange (“**Policy 2.4**”), as such term is defined in the policies of the Exchange. Sayward, as it exists upon completion of the Proposed Transaction (the “**Resulting Issuer**”), will continue the business of Technosteel.

Terms of the Proposed Transaction

The Definitive Agreement was negotiated at arm’s length and sets out that, among other things, at closing of the Proposed Transaction, Sayward will issue 711.11111 common shares in the capital of Sayward (the “**Sayward Shares**”) to each of the shareholders of Technosteel in exchange for each ordinary share held in the capital of Technosteel (the “**Technosteel Shares**”) rounded down to the nearest whole number, which is expected to result in a deemed transaction price of US\$0.1875 per Sayward Share.

There are currently 8,000,000 Sayward Shares issued and outstanding with no intention to consolidate or split such shares in connection with the Proposed Transaction. There are also currently 800,000 options to purchase Sayward Shares (the “**Sayward Options**”) and 500,000 warrants to purchase Sayward Shares (the “**CPC Agent’s Warrants**”) issued and outstanding. All of the Sayward Options are to be exercised prior to, and as a condition to, completion of the Proposed Transaction by the holders of the Sayward Options at the applicable exercise prices therefor. Sayward also intends to use commercially reasonable efforts to have the CPC Agent’s Warrants exercised at the applicable exercise prices in accordance with the Definitive Agreement.

There are currently 300,000 Technosteel Shares issued and outstanding with no intention to consolidate or split such shares in connection with the Proposed Transaction. There are no other securities of Technosteel issued and outstanding. Prior to closing of the Proposed Transaction, in addition to the Private Placement (as defined below), Technosteel expects to issue up to 6,966 Technosteel Shares to ARC Group Limited (“**ARC**”) for services provided by ARC in connection with the Proposed Transaction (the “**ARC Issuance**”). ARC is a global financial advisory firm, which has provided strategic and financial advisory services to Technosteel in connection with the Proposed Transaction. These services include structuring the reverse takeover, coordinating due diligence, preparing for the TSXV listing, and advising on Private Placement and strategic guidance. ARC and its control persons are not considered a “Non-Arm’s Length Party” to Technosteel pursuant to the policies of the Exchange.

It is anticipated that the Resulting Issuer will change its name to “Technosteel Corp.”, or such other name as may be determined by Technosteel in its sole discretion, subject to approval by the shareholders of Sayward (the “**Sayward Shareholders**”), the TSXV and any other relevant regulatory authorities (the “**Name Change**”).

Pursuant to the Definitive Agreement, the completion of the Proposed Transaction remains subject to certain conditions precedent that must be satisfied or waived, including, but not limited to: (i) tendering of closing deliverables; (ii) requisite Exchange and other regulatory approvals; (iii) requisite approvals of the Sayward Shareholders for the Name Change, reconstitution of the board of directors and the implementation of an equity

incentive plan; (iv) completion of the ARC Issuance and the Private Placement; (v) the preparation of requisite financial statements of Technosteel; (vi) the Sayward Options being exercised; (vii) requirements of sponsorship being met or waived; (viii) no material adverse change occurring with respect to Sayward or Technosteel between the date of entering into the Definitive Agreement and the closing date of the Proposed Transaction; and (ix) the closing date occurring on or before May 31, 2025. If all conditions to the completion of the Proposed Transaction are satisfied or waived, the Proposed Transaction is expected to be carried out.

Concurrent with the execution of the Definitive Agreement, Sayward deposited C\$25,000 and Technosteel deposited C\$50,000 into escrow for purposes of satisfying a break fee that is payable by either party to the other party in certain circumstances detailed in the Definitive Agreement if completion of the Proposed Transaction does not occur.

The Proposed Transaction will not constitute a “Non-Arm’s Length Qualifying Transaction” (within the meaning of Policy 2.4 of the Exchange).

After giving effect to the Proposed Transaction, the shareholders of Technosteel (the “**Technosteel Shareholders**”) will collectively exercise control over the Resulting Issuer. However, as at the date hereof, it is not possible for the parties to determine the number of Sayward Shares that will be issued upon completion of the Proposed Transaction nor the ownership percentages associated with the Sayward Shareholders and the Technosteel Shareholders immediately prior to the completion of the Proposed Transaction as this will depend upon the exercise of the Sayward Options and the CPC Agent’s Warrants, the ARC Issuance and the Private Placement, such factors having an impact on the total number of Sayward Shares that will be issued in connection with the Proposed Transaction. Upon the foregoing being determined, Sayward will issue a press release advising of such.

It is intended that the Resulting Issuer will be listed on the TSXV as a Tier 1 Industrial Issuer, subject to TSXV approval.

Private Placement

Further to the LOI Press Release, in connection with the Proposed Transaction, Technosteel intends to complete a private placement of up to 30,000 Technosteel Shares to raise gross proceeds of up to US\$4,000,200 (the “**Private Placement**”) at a price of at least US\$133.34 per Technosteel Share (the “**Offering Price**”). It is expected that the Private Placement will close prior to the closing of the Proposed Transaction and any subscribers for Technosteel Shares will, as a condition to acceptance of their subscription, be required to enter into a joinder agreement to the Definitive Agreement that will, among other things, cause them to become a party to and bound by the Definitive Agreement and, as a result, exchange their Technosteel Shares for Sayward Shares at the closing of the Proposed Transaction on the same terms as are summarized above and set out in the Definitive Agreement. In due course, further disclosure regarding the Private Placement, including the gross proceeds and Offering Price determined by Technosteel, will be provided in a subsequent press release. The proceeds of the Private Placement are intended to be used for expansion of Technosteel’s structural steel fabrication capacity, technological automation, general corporate and working capital purposes.

Finder’s Fee

As disclosed in the LOI Press Release, Sayward has entered into a finder’s fee agreement whereby 2818390 Ontario Corp. will be paid a finder’s fee in the amount of US\$470,370 (the “**Finder’s Fee**”) on closing of the Proposed Transaction in connection with introducing Sayward to Technosteel. The Definitive Agreement provides that, at Technosteel’s option in its sole discretion, all or part of the Finder’s Fee may be paid by way of issuance of Sayward Shares at a deemed value of US\$0.1875 per such share. The Finder’s Fee is subject to TSXV acceptance in accordance with the policies of the TSXV.

The Finder is not considered a “Non-Arm’s Length Party” to Sayward pursuant to the policies of the Exchange.

About Sayward

Sayward is incorporated under the *Business Corporations Act* (Alberta) and is a capital pool company within the meaning of the policies of the Exchange. Sayward has not commenced operations and has no assets other than cash. Sayward's principal business is the identification and evaluation of assets or businesses with a view to completing a "Qualifying Transaction" under Policy 2.4.

About Technosteel

Technosteel, established in 1992, a Dubai based company focused on structural steel design and building contracting. The company has extensive experience in executing industrial, commercial and residential construction projects, including major infrastructure developments such as stadiums, bridges, oil & gas facilities and high-rise structures. A member of the Steel Construction Institute, Technosteel has positioned itself as a key player in the sector with a robust monthly steel installation capacity of 2,000 tons and a workforce of over 1,200 employees. Technosteel serves a diversified client base, including government entities, multinational corporations and prominent real estate developers. Technosteel has over thirty years of experience in developing its business and asset base. Starting as a steel construction firm in Dubai, it expanded its capabilities through investments in technology (e.g., CAD/CAM software, 3D modeling) and workforce (growing to more than 1,200 employees). Its approval as a Dubai Municipality space frame contractor and membership in the Steel Construction Institute (SCI) in March 2021 signify milestones in asset credibility and industry recognition. The company's history includes executing over 86 notable projects, accumulating expertise and equipment tailored to complex steelwork construction, including space frames, architectural features, and link bridges.

Technosteel has built its asset base since its founding in 1992, expanding to include a sophisticated in-house Computer Numerical Control-based manufacturing facility with a production capacity of up to 1,200 metric tons (MT) of steel per month, supplemented by an erection capacity of 2,000 tons per month. Its manufacturing facility integrates advanced technology, precision engineering, and operational efficiency, distinguishing it from traditional steel fabrication facilities which enables production of highly technical finishings, such as the façade and toppings structures building rooftops. Technosteel executes steel construction projects through modern fabrication equipment (e.g., CNC automated machines, radial drilling, rolling, shearing, and welding machines), a fleet of site construction equipment (cranes, forklifts, lifting gear), and scaffolding systems it owns and operates. Technosteel specializes in, among others, the services of design, engineering, fabrication, blasting, painting, supply and erection of structural and architectural steel projects, including special steel works such as heavy plate built up girders, beam bending, plate rolling and heavy columns and specialized welding, trusses, crane girders, space frames, roof features, canopies, warehouses, industrial buildings, shopping malls, and bridges. Additionally, Technosteel's project portfolio—spanning high-profile works like the Princess Tower (Dubai, UAE), Al Hikma Tower (Dubai, UAE), Abu Dhabi Link Bridge (Abu Dhabi, UAE), Ferrari and Maserati Showroom (Dubai, UAE), and U-Bora Towers (Bando, Korea)—demonstrate the proven track record of Technosteel to attract and build high profile projects through expertise and reputational strength built over decades.

Following the completion of the Proposed Transaction, the Resulting Issuer will wholly-own Technosteel, who will continue to operate in the engineering and construction sector, specializing in structural steel fabrication, industrial contracting and large-scale infrastructure projects.

The steel construction industry is a cornerstone of modern infrastructure and real estate development, driven by steel's unmatched strength, versatility, and recyclability. Globally, the structural steel market is set to reach US\$177.4 billion by 2032 (Allied Market Research, 2024), with projections estimating a compound annual growth rate (CAGR) of 5-6% through 2030, fueled by urbanization, infrastructure investments, and a shift toward sustainable building materials. In the UAE, the industry thrives amid a construction boom, with government initiatives like Vision 2021 (extended into Vision 2030) and mega-projects such as Dubai's Al Maktoum International Airport expansion and Abu Dhabi's cultural developments driving demand.

The industry is increasingly shaped by trends such as digital transformation in design, engineering, project management, and fabrication (e.g., Industry 4.0 technologies), sustainability (e.g., low-carbon steel production), and modular construction, with companies investing in automation and ISO-compliant quality systems to remain competitive. In the UAE, a hub for iconic architecture and infrastructure, steel construction firms benefit from high demand, though they face challenges like fluctuating raw material costs and stringent environmental regulations.

The Resulting Issuer will compete with established regional and international steel construction firms, particularly in the Middle East and UAE markets, where Technosteel has built its reputation.

Key competitors include:

1. **Eversendai Corporation Berhad:** A Malaysian multinational with a strong UAE presence, renowned for steelwork on landmarks like the Burj Khalifa and Burj Al Arab.
2. **Al Fara'a Steel Industries:** A UAE-based leader in structural steel solutions for commercial, industrial, and infrastructure projects.
3. **Arabian International Company for Steel Structures (AIC):** Headquartered in Saudi Arabia, AIC serves the GCC region with expertise in oil and gas, industrial, and commercial steel projects.
4. **Zamil Steel Industries:** A Saudi giant specializing in pre-engineered buildings and structural steel, with a significant UAE footprint.
5. **Cleveland Bridge & Engineering Middle East:** A UK firm with a long-standing UAE presence, excelling in bridges, towers, and complex steel structures, competing on engineering heritage and international standards.

A summary of select audited financial information of Technosteel for the year ended December 31, 2024 is included in the table below:

	December 31, 2024 (UAE Dirhams)
Total Assets	Dhs 76,416,227
Total Liabilities	Dhs 39,689,407
Revenues	Dhs 76,556,793
Net profit	Dhs 1,939,590

Additional financial information with respect to Technosteel will be provided in the prospectus to be filed in connection with the Proposed Transaction.

Proposed Directors and Officers

Further to the LOI Press Release, and subject to further determination, it is currently anticipated that all of the current directors and officers of Sayward will resign from their respective positions with Sayward in connection with the closing of the Proposed Transaction. Dr. Ahmed Abdul Rahman Albanna, Chittransh Verma, Shyamrup Roy Choudhury, and Dana Ahmed Abdulrahman Abdulrahman Albanna are expected to constitute the board of directors of the Resulting Issuer and it is still anticipated that Shyamrup Roy Choudhury will be appointed Chief Executive Officer. Aaron Meckler is expected to be appointed the Chief Financial Officer of the Resulting Issuer instead of Nasser Zaki, who was previously disclosed in the LOI Press Release, and Chittransh Verma is expected to be appointed the Corporate Secretary of the Resulting Issuer. Karam Ali Khorram is currently anticipated to continue in his role as co-managing director of Technosteel.

Dr. Ahmed Abdul Rahman Albanna (Dubai, UAE), Director

Dr. Ahmed Abdul Rahman Albanna, a distinguished figure in diplomatic and international relations, is a proposed director of the Resulting Issuer. He has held pivotal roles in both diplomacy and business serving as the co-Managing Director of Technosteel, founded and served as the Managing Director of Ahmed Albanna Group (AAG) Investment, and served as the Managing Director of NORR Architecture and Engineer.

During his career in the foreign service as a diplomat, Dr. Albanna has served as the Ambassador and Plenipotentiary for the UAE Embassy in New Delhi since January 2016, and he held the esteemed position of Dean of Arab Ambassadors in India in 2022.

Dr. Albanna played crucial roles at the Ministry of Foreign Affairs, having served as the Director of African Affairs and the Director of Economic Affairs. In addition to his diplomatic and business achievements, Dr. Ahmed Abdul Rahman Albanna has played instrumental roles in various key entities having served as an Advisor for DUBAI EXPO 2020 from 2012 to 2013. Furthermore, his contributions extended to the Dubai Rent Committee, where he served as a Member of the Judicial Rent Committee from 2005 to 2013.

Beyond his advisory roles, Dr. Albanna served as the Chairman of the Dubai Quality Group from 2003 to 2004. Prior to this, he held the position of Deputy Chairman at the Dubai Quality Group from 2001 to 2003, showcasing his multifaceted involvement in fostering quality initiatives such as advancing the Dubai Quality Award, elevating DGQ's reputation and increasing membership. His leadership journey continued with his role as Deputy Director General at the Dubai Chamber of Commerce & Industry from 2002 to 2003, where he contributed to the strategic direction of the organization.

Prior to this, Dr. Albanna served as an Assistant Director General, Studies & International Affairs at the Dubai Chamber of Commerce & Industry from 1998 to 2002, underscoring his commitment to international affairs and strategic studies. Before assuming these high-profile roles, was Director of Research & Studies from 1990 to 1998 and Director of the Commercial Registration Department from 1981 to 1990 at the Dubai Chamber of Commerce & Industry. Before assuming these high-profile roles, he held crucial positions such as Director of Research & Studies from 1990 to 1998 and Director of the Commercial Registration Department from 1981 to 1990 at the Dubai Chamber of Commerce & Industry.

Dr. Albanna holds a BS and BA degrees from American University, Washington, U.S.A., MBA from Hull University in 1995 and a Ph.D. from Hull University in 2003.

Dana Ahmed Albanna (Dubai, UAE), Director

Dana Ahmed Albanna serves as a proposed board member of the Resulting Issuer bringing extensive experience in project management, innovation, and strategic planning across multiple sectors.

Currently, she holds the position of Project Director at AAG Investments LLC since December 2022, overseeing initiatives in the health-tech, communication and media, and fintech industries in the United Arab Emirates, leveraging her skills in event management, strategic planning, and communication research to drive innovative business solutions. Previously, she served as a Project Manager at the UAE Ministry of Community Development from July 2020 to August 2022, managing community-focused projects over two years. Prior to that, from November 2016 to March 2022, Dana was a Research Analyst at the Prime Minister's Office - UAE, contributing to the National Program for Happiness & Wellbeing, and from November 2018 to December 2020, she led the UAE WellSchool Network Program under the Office of the Minister of State for Happiness & Wellbeing, enhancing national wellbeing initiatives with her analytical expertise.

She was an intern in the Strategic Planning Department at Venture Communications FZ LLC as a student. Dana graduated with a Bachelor's of Science in Design Management from the American University of Sharjah in 2016

and further pursued a Master's degree in Innovation Management from the Mohammed Bin Rashid School of Government.

Shyamrup Roy Choudhury (Dubai, UAE), Director and Chief Executive Officer

Shyamrup Roy Choudhury is a proposed director of the Resulting Issuer and the proposed Chief Executive Officer of the Resulting Issuer, bringing over a decade of strategic and operational expertise.

He currently leads as the founder of True Habitat, a real estate firm established in 2021 to pioneer sustainable development practices in India, reflecting his commitment to environmental and community-focused growth. Additionally, Choudhury is a director of multiple companies, including True Habitat Developers Private Limited and Coveda Technologies Private Limited, registered with India's Ministry of Corporate Affairs since 2009, showcasing his extensive involvement in real estate, technology, and business services.

Previously, he served as Chief Operating Officer at Adani Realty, where he shaped operational strategies, and as Head of Realty Business Unit at Adani Airports, driving city-side development for Mumbai International Airport Authority Limited. Prior to these roles, Choudhury was a senior consultant at Ernst & Young, managing client relations with Japanese firms like Sumitomo and facilitating infrastructure ventures such as IFFCO in India. Earlier in his career, he held positions in retail and mobile distribution, building a broad foundation in business operations.

His leadership journey includes managing high-profile projects and fostering sustainable innovation, leveraging his extensive network across India and the Middle East. Choudhury graduated with an MBA in Marketing from the Institute of Management and Technology, Ghaziabad (Dubai Campus), completed between 2008 and 2010, grounding his multifaceted career in a strong academic foundation.

Chittransh Verma (Dubai, UAE), Director and Corporate Secretary

Chittransh Verma, a seasoned investment professional with a global financial perspective, is a proposed director of the Resulting Issuer and the proposed Corporate Secretary of the Resulting Issuer leveraging his expertise in public market listings and fund management.

He served as a Partner at Fluid Ventures, overseeing seed-stage startup investments. Additionally, Verma is a director in multiple companies, including Fluidventures Partners LLP and I-Bahn Retail Services Private Limited, registered with India's Ministry of Corporate Affairs since 2019, reflecting his deep involvement in business services, financial intermediation, and retail sectors. In his career, he has led public market listings exceeding US\$1.5 billion, encompassing IPOs, secondary offerings, equity, and debt issuances, and manages funds in India (SEBI AIF-1), UAE (CAT4), and the British Virgin Islands, showcasing his regulatory expertise.

Previously, Verma served as Manager - New Initiatives at Abuissa Holding's family office, where he spearheaded strategic projects, and earlier held the role of Graduate Engineering Trainee at Bosch India, gaining foundational technical and operational experience.

His expertise spans SPAC and IPO listings, private equity and venture capital (PEVC) fund operations, mergers and acquisitions (M&A), and capital raising in both private and public markets, complemented by an innovative approach to creating financial instruments.

With a diverse background from prestigious entities like Abuissa, Bosch, and the Birla Group, Verma has cultivated a career marked by leadership in high-stakes financial environments. He holds a Bachelor degree in Mechanical Engineering from Uttar Pradesh Technical University, Lucknow and a Master's degree in International Business from the Birla Institute of Management Technology.

Aaron Meckler (Boca Raton, USA), Chief Financial Officer

Aaron Meckler is the proposed Chief Financial Officer of the Resulting Issuer, bringing over a decade of expertise in corporate finance, strategic advisory, and transaction management.

He is currently President of A. Meckler Enterprises, a corporate finance and strategy consulting firm operating as One-Eighty Advisory Group since June 2016, where he had previously provided fractional CFO support, mergers and acquisitions advisory services, and public listing guidance for businesses.

Aaron has served as CFO of Flow Capital Funding LLC since August 2023, overseeing controllership, financial planning, and tax compliance for a firm offering flexible financing to small and medium-sized businesses nationwide. He is a past director of Cannible Foodtech Ltd. and is currently on the board of Muzhu Mining Ltd. Previously, he has been CFO of multiple companies, including CFO of Amuka Capital and Amuka Esports, while concurrently acting as CEO, CFO, and Director for CoinAnalyst Corp. (2020-2021) and Stralak Resources, Inc. (2020-2021). Meckler has also had experience in executing reverse takeover transactions on the Canadian Securities Exchange.

Meckler graduated with a Bachelor's Degree in Commerce, specializing in Accounting and Finance, from York University in 2014, and holds the Chartered Investment Manager (CIM®) and Fellow of the Canadian Securities Institute (FCSI) designations from the Canadian Securities Institute, complemented by a background in Talmudic Studies and Philosophy from Midrash Shmuel Talmudic College in 2012.

Karam Ali Khorram (Dubai, UAE), Co-Managing Director of Technosteel

Karam Ali Khorram, a seasoned Structural Engineer, has served as the co-Managing Director at Technosteel since 1992, and played a key role in the successful execution of significant projects in the field of steel structure building construction.

From 1987 to 1992, Khorram served as a Structural Engineer and Chief Engineer at Dubarch Consultant in Dubai. Here, he played a pivotal role in coordinating project requirements, developing structural calculations, drawings, and specifications, and supervising project structures, earning a promotion to Chief Engineer. Notably, he designed and managed the execution of a 19-storey and a 16-storey building in Abu Dhabi. In the period from 1985 to 1987, Khorram worked as a Structural Engineer at Vazan Industrial Consultant in Iran, focusing on structural design for industrial projects while simultaneously fulfilling his military service.

Khorram initiated his career from 1982 to 1985 as a Project Manager at IRCASIT Industrial Co. in Iran, where he served as a structural designer and later managed the execution of a groundbreaking stress-relieving furnace.

He holds a Bachelor of Science in Civil Engineering, with a specialization in Structural Engineering, graduating from Sharif University of Technology, Tehran, Iran, in 1982.

Other Principals or Insiders of the Resulting Issuer

The following are other Principals or Insiders (as those terms are defined in TSXV policies) currently contemplated in connection with the Resulting Issuer. If any further Principals or Insiders are proposed in connection with the Resulting Issuer, such other persons will be disclosed in a subsequent press release of Sayward. Certain common shares of the Resulting Issuer to be issued pursuant to the Proposed Transaction are expected to be subject to restrictions on resale or escrow under the policies of the TSXV, including the securities to be issued to Principals, which will be subject to the escrow requirements of the Exchange.

Technosteel Construction Holding Co Ltd.

Technosteel Construction Holding Co Ltd. (“**Technosteel Holdco**”) is a holding company incorporated in January 2024, based in Abu Dhabi UAE, that holds 97% of the Technosteel Shares. The shareholders of Technosteel Holdco are Karam Ali Khorram (holding 49%), Dr. Ahmed Abdul Rahman Albanna (holding 37%), and Dana Ahmed Albanna (holding 14%).

Sponsorship of the Proposed Transaction

As disclosed in the LOI Press Release, Sayward intends to make an application for waiver from the sponsorship requirements of the TSXV in connection with the Proposed Transaction; however, there is no assurance that the TSXV will waive all or part of applicable sponsorship requirements.

Trading Halt

As disclosed in the LOI Press Release, in accordance with the policies of the TSXV, trading in the Sayward Shares has been halted and is not expected to resume trading until completion of the Proposed Transaction or until the TSXV receives the requisite documentation to resume trading.

Sayward Meeting

As the Proposed Transaction is not a “Non-Arm’s Length Qualifying Transaction” (within the meaning of Policy 2.4 of the Exchange), it is not anticipated that the Proposed Transaction will require approval of the Sayward Shareholders. However, the Name Change, the Resulting Issuer director appointments and the implementation of an equity incentive plan for the Resulting Issuer will require the approval of Sayward Shareholders at an annual and special meeting of Sayward Shareholders (the “**Sayward Meeting**”) that is expected to be held prior to the completion of the Proposed Transaction. Further details with respect to the matters to be approved at the Sayward Meeting will be contained in the management information circular prepared in connection with Sayward Meeting and available for review on Sayward’s SEDAR+ profile at www.sedarplus.ca.

Additional Information

Additional information concerning the Proposed Transaction and any connected transactions of Sayward, Technosteel and the Resulting Issuer, will be provided in subsequent press releases and in Sayward’s management information circular or prospectus to be prepared in connection with the Proposed Transaction, to be filed in connection with the Proposed Transaction, which will be available under Sayward’s SEDAR+ profile at www.sedarplus.ca.

All information contained in this press release with respect to Sayward and Technosteel was supplied by or from the respective party for inclusion herein, without independent review by the other party, and each party and its directors and officers have relied on the other party for any information concerning the other party.

Completion of the Proposed Transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and, if applicable pursuant to Exchange requirements, majority of the minority shareholder approval. Where applicable, the Proposed Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Proposed Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or prospectus to be prepared in connection with the Proposed Transaction, any information released or received with respect to the Proposed 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.

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

Further Information

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Forward-Looking Information

This press release contains forward-looking statements and forward-looking information (collectively, “**forward-looking statements**”) within the meaning of applicable securities laws. Any statements that are contained in this press release that are not statements of historical fact may be deemed to be forward-looking statements. Forward-looking statements are often identified by terms such as “may”, “should”, “anticipate”, “will”, “estimates”, “believes”, “intends” “expects” and similar expressions which are intended to identify forward-looking statements. More particularly and without limitation, this press release contains forward-looking statements concerning the Proposed Transaction, the exercise of the Sayward Options and CPC Agent’s Warrants, the ARC Issuance, the Finder’s Fee, the Name Change, the Sayward Meeting, the Private Placement, the expected composition of the board of directors and senior officers of the Resulting Issuer, the completion and timing of the application to the TSXV in respect of the Proposed Transaction, the proposed structure by which the Proposed Transaction is to be completed, the ability of Sayward and Technosteel to meet the conditions of the Proposed Transaction in the required timeframes, the obtainment of the necessary exemptions and approvals from the TSXV or other regulatory bodies, subsequent press releases and the business, name and function of the Resulting Issuer and certain financial information and forecasts.

Sayward cautions that all forward-looking statements are inherently uncertain, and that actual performance may be affected by a number of material factors, assumptions and expectations, many of which are beyond the control of Sayward and Technosteel, including expectations and assumptions concerning Sayward, Technosteel, the Resulting Issuer, the Proposed Transaction, the closing of the Proposed Transaction, the timely receipt of all required shareholder and regulatory approvals, including the acceptance of the TSXV, the satisfaction of other closing conditions in accordance with the terms of the Definitive Agreement, as well as other risks, uncertainties and assumptions, including assumptions regarding prevailing market conditions and general business, economic, competitive, political and social uncertainties to develop the forward-looking information in this press release. There can be no assurance that such statements, although considered reasonable by management at the time of preparation, will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, the reader is cautioned not to place undue reliance on any forward-looking statements. Forward-looking statements contained in this press release are expressly qualified by this cautionary statement.

The forward-looking statements contained in this press release are made as of the date of this press release, and Sayward does not undertake any obligation to update publicly or to revise any of the included forward-looking statements, whether as a result of new information, future events or otherwise, except as expressly required by securities law.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any securities in any jurisdiction.

Neither TSXV nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this press release.