

WHATCOM CAPITAL II CORP. COMPLETES IPO AND ANNOUNCES LISTING ON THE TSX VENTURE EXCHANGE

Vancouver, British Columbia – July 27, 2021: Whatcom Capital II Corp. (TSX-V: **WAT.P**) (the “**Company**”) is pleased to announce that the Company completed its initial public offering (“**IPO**”) in which it distributed 7,550,000 common shares of the Company at a price of \$0.10 per common share for aggregate gross proceeds of \$755,000 pursuant to a final prospectus dated May 28, 2021. The Company’s common shares were listed on July 27, 2021 and are expected to commence trading on the TSX Venture Exchange (the “**Exchange**”) on or about July 29, 2021 under the trading symbol “WAT.P”.

Haywood Securities Inc. (the “**Agent**”) acted as exclusive agent in respect of the IPO on a commercially reasonable efforts basis. The IPO consisted of the distribution of 7,550,000 common shares at a price of \$0.10 per common share. Pursuant to the IPO, the Agent received a cash commission of 10% of the gross proceeds raised and an aggregate of 755,000 non-transferable common share purchase warrants entitling the Agent and members of its selling group to purchase 755,000 common shares at \$0.10 per common share at any time until July 27, 2023. The Agent also received a cash corporate finance fee.

At the closing of the IPO, the Company also granted stock options (the “**Options**”) to certain directors of the Company to acquire up to an aggregate of 800,000 common shares. Each Option is exercisable to acquire one common share at a price of \$0.10 any time prior to July 27, 2026.

Following completion of the IPO, the Company has 15,000,000 common shares issued and outstanding, 7,620,000 of which are subject to escrow restrictions pursuant to the policies of the Exchange.

The Company is a capital pool company within the meaning of the policies of the Exchange. The Company has not commenced operations and has no assets other than cash. The Company will use the net proceeds of the offering to identify and evaluate potential ‘Qualifying Transactions’ pursuant to the policies of the Exchange.

Additional information on the Company can be found in the Company’s long form prospectus dated May 28, 2021 as filed on SEDAR at www.sedar.com.

Contact Information

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This press release includes “forward-looking information” that is subject to a few assumptions, risks and uncertainties, many of which are beyond the control of the Company. Statements regarding listing of the Company’s common shares on the TSX Venture Exchange and identifying Qualifying Transactions are subject to all of the risks and uncertainties normally incident to such events. Investors are cautioned that any such statements are not guarantees of future events and that actual events or developments may differ materially from those projected in the forward-looking statements. Such forward-looking statements represent management’s best judgment based on information currently available.

Neither TSX Venture Exchange 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 release.