

MEED GROWTH CORP. ENTERS INTO LETTER OF INTENT FOR QUALIFYING TRANSACTION WITH ATHOS METALS CORP.

NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES. ANY FAILURE TO COMPLY WITH THIS RESTRICTION MAY CONSTITUTE A VIOLATION OF U.S. SECURITIES LAWS.

Vancouver, British Columbia – April 29, 2026 – Meed Growth Corp. (TSXV: MEED.P) (“**Meed**”), a “capital pool company” listed on the TSX Venture Exchange (the “**TSXV**”), is pleased to announce that it has entered into a non-binding letter of intent (the “**LOI**”) dated April 29, 2026 with Athos Metals Corp. (“**Athos**”), which outlines the general terms and conditions of a proposed business combination that is intended to constitute Meed’s “Qualifying Transaction” (the “**Transaction**”) under Policy 2.4 – *Capital Pool Companies* (the “**CPC Policy**”) of the TSXV.

About Athos

Athos Metals Corp. is a Canadian mineral exploration company identifying and advancing critical minerals prospects in Canada. Athos’ initial focus is the 15,150-hectare Empire District Project, a district-scale Cu–Ni–PGE–Au exploration opportunity in northwestern Ontario with demonstrated mineralization and significant discovery potential.

For more information please visit: Website: www.athosmetals.com, X: <https://x.com/athosmetals>, LinkedIn: <https://www.linkedin.com/company/athos-metals-corp>

About Meed

Meed is a “capital pool company” that completed its initial public offering in July 2021. The common shares of Meed (“**Meed Shares**”) are listed for trading on the TSXV under the stock symbol MEED.P. Meed has not commenced commercial operations and has no assets other than cash and cash equivalents. It is intended that the Transaction, when completed, will constitute the “Qualifying Transaction” of Meed pursuant to the CPC Policy.

Transaction Overview

The Transaction is expected to be structured as a share exchange, merger, amalgamation, arrangement, takeover bid, or other similar form of transaction resulting in Athos becoming a wholly-owned subsidiary of Meed or otherwise combining its corporate existence with that of Meed (the “**Resulting Issuer**”). Upon completion of the Transaction, the Resulting Issuer will carry on the business of Athos and is expected to be listed on the TSXV.

Pursuant to the terms and conditions of the LOI, Meed and Athos will negotiate and enter into a definitive agreement (the “**Definitive Agreement**”) incorporating the principal terms of the Transaction as described in the LOI and this press release. There is no assurance that a Definitive Agreement will be successfully negotiated or entered into.

The LOI was negotiated at arm’s length. The terms and conditions outlined in the LOI are non-binding on the parties and the LOI is expected to be superseded by the Definitive Agreement to be negotiated between the parties.

Pursuant to the LOI, Meed is expected to acquire all of the issued and outstanding securities of Athos in exchange for Meed Shares on a one-for-one basis following the share consolidation, subject to customary adjustments.

Consolidation

Prior to closing of the Transaction, it is intended that Meed will consolidate (the “**Consolidation**”) its issued and outstanding Meed Shares on the basis of each pre-Consolidation Meed Share having a deemed value of \$0.07. The final ratio of the Consolidation will be based upon the pricing of the Private Placement (as defined below) but ascribing a value per pre-Consolidation Meed Share of \$0.07.

Private Placement

The parties currently contemplate that Athos will complete a private placement of securities, the type and price of such securities to be determined in accordance with the TSXV requirements and in the context of the market, having regard to an assessment of general market conditions and investor sentiment (the “**Private Placement**”). The gross proceeds from the Private Placement are anticipated to be a minimum of \$2,000,000 or such other amount as the parties may determine.

Management of the Resulting Issuer

As a result of the Transaction, the Resulting Issuer will indirectly carry on the business of Athos and will change the Resulting Issuer’s name to a name as determined by Athos and as approved by the TSXV and any other relevant regulatory authorities.

If the Transaction is completed, it is expected that, on closing, the board of directors of the Resulting Issuer will consist of five (5) directors, at least four (4) of whom will be nominees of Athos. Upon closing of the Transaction, the current directors of Meed are expected to resign and be replaced by the Athos nominees, in accordance with applicable corporate law and subject to TSXV acceptance.

Conditions to Completion

Completion of the Transaction is subject to a number of conditions, including but not limited to:

- satisfactory completion of due diligence;
- execution of the Definitive Agreement;
- completion of the Private Placement;
- receipt of all director, shareholder (if necessary) and requisite regulatory approvals, including the acceptance of the TSXV; and
- preparation and filing of a management information circular or filing statement outlining the definitive terms of the Transaction and describing the business to be conducted by the Resulting Issuer following completion of the Transaction, in accordance with the policies of the TSXV.

There can be no assurance that the Transaction will be completed as proposed or at all.

Exclusivity

The parties have agreed to an exclusivity period expiring May 22, 2026, during which they will negotiate in good faith toward a definitive agreement.

Trading Halt

Trading in the Meed Shares has been halted and is not expected to resume trading until completion of the Transaction or until the TSXV receives the requisite documentation to resume trading.

Additional Information

Meed will provide further details of the Transaction by way of press release in accordance with the CPC Policy and will provide the TSXV with all required information, including financial information, with additional disclosure to be disseminated in due course.

All information contained in this press release with respect to Meed and Athos was supplied by the parties respectively, 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 Transaction is subject to a number of conditions, including but not limited to, acceptance of the TSXV and if applicable pursuant to the requirements of the TSXV, majority of the minority 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 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.

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.

This press release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities 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 may not be offered or sold within the United States or to or for the account or benefit of U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

For further information contact:

Meed Growth Corp.
Matthew Gustavson – Chief Financial Officer and Director
Phone: (833) 676-0762

Athos Metals Corp
Alex Bayer – Chief Executive Officer and Director
Phone: (416) 800-9076

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.

Notice on 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. Statements in this press release that are not statements of historical fact may be forward-looking statements. Forward-looking statements are often identified by the use of words such as “may”, “should”, “anticipate”, “would”, “will”, “estimates”, “believes”, “intends”, “expects” and similar expressions.

More particularly and without limitation, this press release contains forward-looking statements relating to the Transaction, the Private Placement, the expected composition of the board of directors of the Resulting Issuer, the completion and timing of the application to the TSXV in respect of the Transaction, the proposed structure of the Transaction, the ability of Meed and Athos to satisfy the conditions to completion of the Transaction within the required timeframes, and the receipt of required approvals from the TSXV and other regulatory authorities, including with respect to the business, name and function of the Resulting Issuer and certain financial information and forecasts.

Meed cautions that forward-looking statements are inherently uncertain and that actual results may be affected by a number of material factors, assumptions and expectations, many of which are beyond the control of Meed and Athos. These factors include, without limitation, assumptions and expectations regarding Meed, Athos, the Resulting Issuer, the Transaction, the negotiation of a definitive agreement on acceptable terms, the timely receipt of all required shareholder, court and regulatory approvals (as applicable), including acceptance of the TSXV, and the satisfaction of other closing conditions, as well as other risks and uncertainties described in Meed's final prospectus dated May 27, 2021, filed with the British Columbia Securities Commission, the Alberta Securities Commission and the Ontario Securities Commission and available on SEDAR+ at www.sedarplus.ca.

Although management considers such forward-looking statements to be reasonable as of the date hereof, assumptions underlying such statements may prove to be incorrect and actual results may differ materially. Readers are cautioned not to place undue reliance on forward-looking statements, which 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 Meed does not undertake any obligation to publicly update or revise any such statements, except as expressly required by applicable 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.