

IOCASTE VENTURES AND TENX PROTOCOLS ENTER INTO DEFINITIVE AGREEMENT

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IN THE UNITED STATES

Toronto, ONTARIO – August 18, 2025 – locaste Ventures Inc. ("**locaste**") (TSXV: ICY.P), a capital pool company, and TenX Protocols Inc. (formerly, Layer X Inc.) ("**TenX Protocols**") are pleased to announce that they have entered into a business combination agreement dated August 18, 2025 (the "**Definitive Agreement**") which outlines the terms and conditions pursuant to which locaste and TenX Protocols will complete a transaction that will result in a reverse takeover of locaste by the shareholders of TenX Protocols (the "**Transaction**") by way of a three-cornered amalgamation between locaste, TenX Protocol, and a wholly-owned subsidiary of locaste (the "**Amalgamation**").

In addition, as previously announced on June 3, 2025, TenX Protocols engaged Canaccord Genuity Inc., to act as lead agent, together with Sightline Wealth Management LP, Ventum Financial Corp., INFOR Financial Inc. and Richardson Wealth Limited (collectively, the "**Agents**") to complete a private placement offering of subscription receipts of TenX Protocols (the "**Subscription Receipts**") on a "commercially reasonable efforts" basis (the "**Brokered Offering**") for aggregate gross proceeds of up to C\$20,000,000. TenX Protocols has also agreed to grant the Agents an option (the "**Agents' Option**"), which will allow the Agents to offer an additional 15% of the Subscription Receipts under the Brokered Offering. The Agents' Option may be exercised in whole or in part at any time up to two days prior to the closing of the Brokered Offering.

For additional information concerning the Transaction and the foregoing matters, please refer to locaste's press releases dated March 25, 2025 and June 3, 2025 which are available under locaste's SEDAR+ profile at www.sedarplus.com and the filing statement which will be filed under locaste's SEDAR+ profile at www.sedarplus.com (the "**Filing Statement**").

The Transaction

Subject to TSX Venture Exchange ("**TSXV**") approval, shareholder approval and other conditions set out in the Definitive Agreement, TenX Protocols will amalgamate with a wholly-owned subsidiary of locaste in order to facilitate the completion of the Transaction. Upon completion of the Transaction, it is the intention of the parties that the resulting company after the completion of the Transaction (the "**Resulting Issuer**") will continue to carry on the business of TenX Protocols. Following completion of the Transaction, subject to all requisite approvals, it is anticipated that the Resulting Issuer will be a Tier 2 Technology issuer.

Immediately prior to the completion of the Transaction, locaste will effect: (i) a consolidation of all of the outstanding common shares in the capital of locaste (the "**locaste Shares**") on a 7.5 to 1 basis (the "**Consolidation**"), resulting in an aggregate of approximately 1,494,034 post-Consolidation locaste Shares outstanding; and (ii) a name change pursuant to which it will change its name to "TenX Protocols Inc." or such other name as determined by TenX Protocols.

Pursuant to the Definitive Agreement, in connection with the Transaction, the holders of common shares in the capital of TenX Protocols (the "**TenX Shares**"), immediately prior to the effective time of the of the Amalgamation, will receive one (1) post-Consolidation locaste Share (the "**Resulting Issuer Shares**") in exchange for each TenX Share held. Upon completion of the Transaction and without giving effect to the Offerings (as defined below), the shareholders of locaste will hold approximately 1,494,034 Resulting

Issuer Shares and the shareholders of TenX Protocols will hold approximately 21,073,333 Resulting Issuer Shares (at a deemed price of \$0.75 per Resulting Issuer Share).

In addition to the foregoing, the former holders of locaste securities convertible into locaste Shares will hold securities entitling them to acquire up to an additional 122,632 Resulting Issuer Shares and the former holders of TenX Protocols securities convertible into TenX Shares will receive securities entitling them to acquire up to an additional 360,000 Resulting Issuer Shares.

Non-Arm's Length Parties (as defined in the policies of the TSXV) of locaste do not hold any direct or indirect beneficial interest in TenX. The Transaction is not a Non-Arm's Length Qualifying Transaction (as defined in the policies of the TSXV), and it is not expected that the Transaction will be subject to approval by locaste's shareholders.

Concurrent Financing

TenX Protocols and locaste intend to complete the Brokered Offering for up to 26,666,666 Subscription Receipts of TenX Protocols at a price of C\$0.75 per Subscription Receipt for aggregate gross proceeds of up to C\$20,000,000.

Upon satisfaction of certain conditions, immediately prior to the closing of the Transaction, each Subscription Receipt will automatically be converted into a unit of TenX Protocols (each, a "**Unit**") without further payment or action on the part of the holder. Each Unit will consist of one (1) TenX Share and one-half of one (1/2) common share purchase warrant of TenX Protocols (each whole warrant, a "**Warrant**"). Each such Warrant will be exercisable into one (1) TenX Share at an exercise price of C\$1.15 per TenX Share. Immediately after conversion of the Subscription Receipts: (a) each TenX Share issued pursuant to the conversion of the Subscription Receipts will automatically be exchanged pursuant to the terms of the Transaction into one (1) Resulting Issuer Share; and (b) each Warrant issued pursuant to the conversion of the Subscription Receipts will automatically be exchanged pursuant to the terms of the Transaction into one (1) common share purchase warrant of the Resulting Issuer (each, a "**Resulting Issuer Warrant**"). Each Resulting Issuer Warrant will be exercisable into one (1) Resulting Issuer Share at an exercise price of C\$1.15 per Resulting Issuer Share for a period of 24 months from the satisfaction of the escrow release conditions.

TenX Protocols has agreed to pay the Agents a cash commission equal to 7.0% of the aggregate gross proceeds of the Brokered Offering (including any proceeds derived from the exercise of the Agents' Option), other than in respect of proceeds raised from purchasers on a president's list (the "**President's List**") in respect of which the cash commission payable to the Agents will be reduced to a minimum of 3.0% of the gross proceeds of such sales. In addition, TenX Protocols will issue to the Agents such number of compensation warrants (each, a "**Compensation Warrant**") as is equal to 7.0% of the aggregate number of Subscription Receipts sold under the Brokered Offering (including on any exercise of the Agents' Option), other than in respect of Subscription Receipts sold to purchasers on the President's List, in respect of which the Agents shall receive Compensation Warrants equal to a minimum of 3.0% of such aggregate sales. Each Compensation Warrant will ultimately entitle the Agents to purchase one (1) Resulting Issuer Share at a price of at C\$0.75 for a period of 24 months following the date of the satisfaction of the escrow release conditions. In addition, TenX Protocols has agreed to pay the lead agent a corporate finance fee of C\$250,000 (the "**Corporate Finance Fee**"), C\$125,000 of which is to be paid out in cash and C\$125,000 is payable by the issuance of 166,666 Resulting Issuer Shares.

In the event the Brokered Offering is completed and is fully-subscribed (excluding the exercise of the Agents' Option), participants in the Brokered Offering will receive an aggregate of 26,666,666 Resulting Issuer Shares at a post-Transaction price per share of C\$0.75.

TenX Protocols also expects to complete a non-brokered private placement of Subscription Receipts for additional gross proceeds of up to C\$25,000,000 (the “**Non-Brokered Offering**” and collectively, with the Brokered Offering, the “**Offerings**”) concurrently with the Brokered Offering, pursuant to which purchasers will satisfy the purchase price for the Subscription Receipts through payment in-kind (by contributing certain agreed upon crypto assets to TenX at current market values), subject to applicable laws. No Compensation Warrants or cash commission shall be payable in connection with purchasers under the Non-Brokered Offering. There is no minimum amount that must be raised in connection with the Non-Brokered Offering.

It is expected that the proceeds of the Brokered Offering and the Non-Brokered Offering will be used primarily for strategic acquisitions and general working capital purposes.

Directors and Officers of the Resulting Issuer

Upon completion of the Transaction, it is anticipated that the current directors and officers of locaste will resign and that the management team of the Resulting Issuer following the completion of the Transaction will be comprised of Mateusz Cybula (Chief Executive Officer), Filip Cybula (Chief Operating Officer), Geoff Byers (Chief Technology Officer), and Martin Bui (Chief Financial Officer and Corporate Secretary). It is anticipated that following the completion of the Transaction, the Resulting Issuer's board of directors will consist of four directors, being Mateusz Cybula, Filip Cybula, Michael Ashby, and Aydin Kilic.

The relevant experience of the proposed officers and directors of the Resulting Issuer is set out below.

Mateusz Cybula – Proposed Chief Executive Officer (CEO) and Director

Mateusz Cybula is the Chief Executive Officer and a Director of TenX Protocols. Mateusz has over a decade of experience in the cryptocurrency and blockchain industry. He holds an MSc from the London School of Economics and was formerly the Chief Executive Officer and co-founder of Cryptiv Inc., a custodial wallet provider acquired by Coinsquare in 2019. Mateusz has a deep understanding of blockchain technologies, cryptocurrency markets, and the systems that drive them, making him adept at building innovative solutions in the evolving world of digital finance.

Filip Cybula – Proposed Chief Operating Officer (COO) and Director

Filip Cybula is the Chief Operating Officer and a Director of TenX Protocols. Filip has over a decade of experience in the cryptocurrency and blockchain industry. As Chief Operating Officer and co-founder of Cryptiv Inc., a custodial wallet provider, he led the company's strategy and growth. Filip specializes in evaluating the fundamental drivers of blockchain networks and understanding their crypto-economic structures. He holds an MSc from the University of Oxford, where his research explored the disruptive impact of the Internet on centralized organizations.

Michael Ashby – Proposed Director

Michael Ashby is the Chief Executive Officer and Chief Investment Officer of AlgoQuant, a global quantitative trading firm active in proprietary trading and asset management. He previously led digital asset

strategy at Point72 and held senior roles at Meraki Global Advisors, Thunderbird Partners and Ziff Brothers. Michael brings deep institutional experience in digital assets, quantitative trading, and fund management.

Aydin Kilic – Proposed Director

Aydin Kilic is the President and Chief Executive Officer of HIVE Digital Technologies Ltd. (TSX-V / NASDAQ: HIVE). Aydin has a twenty-year career as an entrepreneur and electrical engineer with expertise in cryptocurrency, capital markets, real-estate development and scientific research. He founded Fortress Blockchain Corp. in 2017, a Canadian public company in the blockchain industry mining Bitcoin. Mr. Kilic has a degree in Engineering Sciences (Honours) from Simon Fraser University.

Geoff Byers – Proposed Chief Technology Officer (CTO)

Geoff Byers is the Chief Technology Officer of TenX Protocols. Geoff is an experienced blockchain and cryptocurrency developer with over a decade of experience in building secure systems. As Chief Technology Officer and co-founder of Cryptiv Inc., he developed institutional-grade crypto custody solutions, leveraging his deep expertise in reverse engineering and cybersecurity. Previously, Geoff served as Chief Technology Officer of Tetra Trust Company, Canada's first qualified crypto custodian. Active in blockchain since 2014, Geoff is committed to advancing secure blockchain infrastructure.

Martin Bui – Proposed Chief Financial Officer (CFO) and Corporate Secretary

Martin Bui is the Chief Financial Officer of TenX Protocols. Martin graduated from York University with a degree in Accounting & Finance. He has worked across private and public companies in industries like manufacturing, pharmaceuticals, and crypto. Most recently, Martin led financial reporting and corporate finance at Hut 8 Mining. With experience in technical accounting, corporate governance, capital markets, and public company compliance, Martin is a seasoned finance professional.

Financial Information of TenX Protocols

The table below sets out certain financial data for TenX Protocols in respect of the period from incorporation on November 13, 2024 to March 31, 2025:

	Period from Incorporation until March 31, 2025 (Audited)
Total Revenues	C\$838
Operating Income (loss)	C\$(331,246)
Total Assets	C\$3,180,307
Total Liabilities	C\$85,126

Consolidated Capitalization

The following table sets forth the pro forma share capital of the Resulting Issuer, on a consolidated basis, after giving effect to the Transaction:

Designation of Security	Resulting Issuer Shares after giving effect to the Transaction and the Offerings
Resulting Issuer Shares held by existing locaste shareholders	1,494,034
Resulting Issuer Shares held by existing TenX Protocols shareholders	21,073,333
Resulting Issuer Shares held by former holders of Subscription Receipts pursuant to the Brokered Offering ⁽¹⁾	26,666,666
Resulting Issuer Shares held by former holders of Subscription Receipts pursuant to the Non-Brokered Offering ⁽²⁾	33,333,333
Resulting Issuer Shares issued pursuant to Corporate Finance Fee	166,666
Total Resulting Issuer Shares Outstanding (Undiluted):	82,734,032
Resulting Issuer Shares reserved for issuance pursuant to stock options issued in replacement of TenX Protocols options	360,000
Resulting Issuer Shares reserved for issuance pursuant to stock options issued in replacement of locaste options and agents' options	122,632
Resulting Issuer Shares reserved for issuance pursuant to Resulting Issuer Warrants issued under the Brokered Offering ⁽¹⁾	13,333,333
Resulting Issuer Shares reserved for issuance pursuant to Resulting Issuer Warrants issued under the Non-Brokered Offering ⁽²⁾	16,666,666
Resulting Issuer Shares reserved for issuance pursuant to Compensation Warrants ⁽³⁾	18,666,666
Total Resulting Issuer Shares Outstanding (Diluted):	115,083,329

Notes:

- (1) Assumes that the Brokered Offering is completed for aggregate gross proceeds of \$20,000,000 and the Agents' Option is not exercised.
- (2) Assumes that the Non-Brokered Offering is completed for aggregate gross proceeds of \$25,000,000.
- (3) Assumes that the Brokered Offering is completed for aggregate gross proceeds of \$20,000,000, the Agents' Option is not exercised and no sales are made to President's List purchasers.

Sponsorship

Sponsorship of a Qualifying Transaction of a capital pool company is required by the TSXV unless an exemption or waiver from the sponsorship requirement is available. A request has been made to the TSXV for a waiver of the sponsorship requirements of Policy 2.2 – *Sponsorship and Sponsorship Requirements* of the TSXV, but there is no assurance that such waiver will be granted.

Trading Halt

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

Non-Arm's Length Parties

There are no Non-Arm's Length Parties (as defined in TSXV Policy 1.1 - Interpretation) of locaste that have (a) direct or indirect beneficial interest in TenX Protocols or (b) are Insiders (as defined in TSXV Policy 1.1 - Interpretation) of TenX Protocols. There are no relationships between or among the Non-Arm's Length

Parties of locaste and the Non-Arm's Length Parties to the Qualifying Transaction. The Transaction is not a Non-Arm's Length Qualifying Transaction (as defined in the policies of the TSXV), and it is not expected that the Transaction will be subject to approval by locaste's shareholders.

About TenX Protocols Inc.

TenX Protocols was incorporated on November 13, 2024, under the *Business Corporations Act* (Ontario) to pursue a diversified blockchain and cryptocurrency staking strategy through its proprietary advanced staking infrastructure and innovative developer tooling. TenX Protocols is not a reporting issuer in any province or territory of Canada. TenX Protocols founders, Mateusz Cybula and Filip Cybula, and a team of experienced operators have a proven track record of execution in the cryptocurrency and blockchain ecosystem, including Cryptiv Inc.

TenX Protocols' primary focus is to build vertically integrated staking that combines proprietary digital asset staking, in-house validator operations, and a forthcoming staking platform for third-party participation. TenX Protocols' main business generates revenue by managing a balance sheet of digital cryptocurrency assets that are staked using a proprietary method to earn high-throughput blockchain protocol-native rewards, with a focus on networks that optimize for speed, scalability, and security. TenX Protocols intends to allocate the majority of its available capital to directly holding and staking various cryptocurrencies that it believes may increase in value. Given TenX Protocols' management team's experience in this ecosystem, they believe they can understand those economics better than most of its competitors.

About locaste Ventures Inc.

locaste is a capital pool company, incorporated for the purposes of identifying and evaluating businesses or assets with a view to completing a Qualifying Transaction (as such term is defined under the policies of the TSXV). locaste was incorporated on July 6, 2021 under the *Business Corporations Act* (British Columbia) and is a reporting issuer in the provinces of British Columbia, Alberta and Ontario. The locaste Shares are listed for trading on the TSXV. The locaste Shares were halted on March 25, 2025 in connection with the announcement of the Transaction and remain halted as at the date hereof. Until completion of a Qualifying Transaction, locaste will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a proposed Qualifying Transaction.

Additional Information

Sponsorship of a Qualifying Transaction of a capital pool company is required by the TSXV unless an exemption or waiver from the sponsorship requirement is available. A request has been made to the TSXV for a waiver of the sponsorship requirements of Policy 2.2 – *Sponsorship and Sponsorship Requirements* of the TSXV, but there is no assurance that such waiver will be granted.

Trading in the locaste Shares is presently halted. It is uncertain whether the locaste Shares will resume trading until the Transaction is completed and approved by the TSXV. There are not any interests in the Transaction held by non-arm's length parties to the TSXV.

Except as disclosed herein there are no finder's fees or similar fees payable for the Transaction.

All information contained in this news release with respect to TenX Protocols (including, the proposed directors and officers of the Resulting Issuer) and locaste was supplied by the respective parties 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.

For further information regarding locaste, TenX Protocols, the Resulting Issuer or the Transaction, please refer to the Filing Statement which will be made available under locaste's SEDAR+ profile at www.sedarplus.com.

Borden Ladner Gervais LLP acts as legal counsel to locaste. TenX Protocols is represented by Mintz LLP. The Agents are represented by Fasken Martineau DuMoulin LLP.

For more information, please contact:

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Cautionary Note Regarding Forward-Looking Information

This press release contains statements which constitute "forward-looking statements" and "forward-looking information" within the meaning of applicable securities laws (collectively, "forward-looking statements"), including, without limitation, statements regarding the plans, intentions, beliefs and current expectations of locaste and TenX Protocols with respect to future business activities and operating performance. Forward-looking statements are often identified by the words "may", "would", "could", "should", "will", "intend", "plan", "anticipate", "believe", "estimate", "expect" or similar expressions and includes information regarding: (a) expectations regarding whether the Transaction, the Brokered Offering or the Non-Brokered Offering will be consummated including whether the conditions to the consummation of the Transaction, the Brokered Offering or the Non-Brokered Offering or the conversion of the Subscription Receipts will be satisfied; (b) the timing for completing the Brokered Offering or the Non-Brokered Offering and the Transaction, if at all, and the size and conditions to such transaction; (c) expectations for other economic, business, and/or competitive factors; and (d) the use of proceeds of the Brokered Offering or the Non-Brokered Offering.

Investors are cautioned that forward-looking statements are not based on historical facts but instead reflect locaste and TenX Protocols' respective management's expectations, estimates or projections concerning future results or events based on the opinions, assumptions and estimates of management considered reasonable at the date the statements are made. Although locaste and TenX Protocols believe that the expectations reflected in such forward-looking statements are reasonable, such statements involve risks and uncertainties, and undue reliance should not be placed thereon, as unknown or unpredictable factors could have material adverse effects on future results, performance or achievements of the resulting issuer. Among the key factors that could cause actual results to differ materially from those projected in the forward-looking statements are the following: the ability to close the Brokered Offering or the Non-Brokered Offering and to consummate the Transaction; the ability to obtain requisite regulatory and shareholder approvals and the satisfaction of other conditions to the consummation of the Transaction on the proposed terms and schedule; the potential impact of the announcement or consummation of the Transaction on relationships, including with regulatory bodies, employees, suppliers, customers and competitors; changes in general economic, business and political conditions, including changes in the financial markets; changes in applicable laws and regulations both locally and in foreign jurisdictions;

compliance with extensive government regulation; the risks and uncertainties associated with foreign markets; and the diversion of management time on the Transaction. These forward-looking statements may be affected by risks and uncertainties in the business of locaste and TenX Protocols and general market conditions.

Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected. Although locaste and TenX Protocols have attempted to identify important risks, uncertainties and factors which could cause actual results to differ materially, there may be others that cause results not to be as anticipated, estimated or intended and such changes could be material. locaste and TenX Protocols do not intend, and do not assume any obligation, to update the forward-looking statements except as otherwise required by applicable law.

Completion of the Transaction is subject to a number of conditions, including but not limited to TSXV acceptance and if applicable pursuant to TSXV 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 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 locaste should be considered highly speculative.

The TSXV has in no way passed upon the merits of the Transaction and has neither approved nor disapproved the contents of this press release.

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