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Cizzle Brands Corporation Announces Closing of Transformative Transaction with the Acquisition of Flow Water Inc.'s Co-Manufacturing Business

The acquisition follows a spinout of the brand-related assets of the Target prior to closing, enabling Cizzle to focus on scaling Flow's lucrative co-manufacturing business.

TORONTO, ONTARIO, CANADA – December 24, 2025 - Cizzle Brands Corporation (Cboe Canada: **CZZL**) (the "**Company**" or "**Cizzle**") is pleased to announce that it has completed the acquisition (the "**Acquisition**") of all of the issued and outstanding shares of Flow Water Inc. (the "**Target**") from RI Flow Sub LLC (the "**Vendor**").

The Acquisition was completed pursuant to the terms of a definitive share purchase agreement, whereby Cizzle Brands Acquisition Inc. ("**AcquireCo**"), a wholly-owned indirect subsidiary of the Company, acquired all of the issued and outstanding shares of the Target for an aggregate purchase price of approximately \$83.75 million (the "**Purchase Price**"), subject to customary post-closing adjustments. As described below, the Purchase Price was funded through a comprehensive financing package, including a senior secured credit facility from Orion Infrastructure Capital ("**OIC**"), together with a vendor take-back loan from the Vendor and two concurrent non-brokered private placements.

Immediately prior to completion of the Acquisition, certain assets relating to the Target's branded consumer packaged goods business, including brand-related intellectual property and trademarks, were transferred out of the Target to a company owned by the Vendor (who will continue to operate that business under the Flow brand). As a result, under Cizzle's ownership, the Target will focus exclusively on its established and profitable beverage co-manufacturing business (the "**Manufacturing Business**"). Following the Acquisition, Cizzle will change the name of the Target to Cizzle Brands Manufacturing Inc. and its manufacturing facility in Aurora, Ontario will become known as the CWENCH Hydration Factory.

All dollar amounts in this news release are in Canadian dollars unless otherwise specified.

Financial Impact and Revenue Contribution

Based on the Company's post-transaction pro forma consolidated financial information, the Acquisition is expected to immediately add meaningful scale to Cizzle's revenue base.

On a pro forma basis, the Manufacturing Business is expected to contribute approximately \$21.5 million of revenue in the second half of fiscal 2026 and approximately \$46.5 million of revenue in fiscal 2027.



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As a result, the combined Company is expected to generate pro forma consolidated revenue of approximately \$41 million in fiscal 2026 and approximately \$75 million in fiscal 2027, with additional synergies anticipated to further drive profitability.

Strategic Rationale

The Acquisition materially accelerates Cizzle's path to profitability and strengthens its long-term operating platform. Specifically, the Acquisition:

- is immediately accretive to Cizzle and positions the Company to become EBITDA-positive and cash-flow positive on a significantly accelerated basis, relative to the Company's standalone growth trajectory for CWENCH Hydration, SPOKEN Nutrition and HappiEats;
- secures in-house manufacturing capacity for CWENCH, materially reducing cost of goods sold as volumes scale while improving production control and reliability; and
- creates meaningful operational and commercial synergies, including procurement efficiencies, logistics optimization and expanded manufacturing flexibility.



Cizzle Brands Corporation has acquired Flow Water Inc.'s lucrative co-manufacturing business in a transaction valued at approximately \$83.75M.

Management Commentary

"To say that this transaction is a pivotal moment in Cizzle's history would be an understatement," said John Celenza, Founder and Chief Executive Officer of Cizzle Brands Corporation. "By acquiring Flow's manufacturing business, we are adding a substantial and profitable manufacturing platform that immediately increases revenue, improves margins, and materially accelerates our path to sustainable cash flow. Just as importantly, we now control a critical part



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of our value chain, which positions us to support the continued growth of CWENCH and future brands with far greater efficiency. With Tetra Pak capacity in North America being quite scarce, this acquisition allows us to immediately become an industry leader in sustainable and eco-friendly packaging in the Tetra format.”

Transaction Structure, Financing and Strategic Investment

To fund the Acquisition and post-closing working capital, the Company completed a comprehensive financing package comprised of:

- a senior secured credit facility (the “**Credit Facility**”) provided by OIC’s growth strategy (the “**OIC Loan**”), a leading North American infrastructure investment firm, pursuant to a definitive credit agreement;
- a vendor take-back loan (the “**VTB**”) provided by the Vendor; and
- two non-brokered private placement financings (the “**Private Placements**”) for units and convertible debentures, respectively.

OIC Loan

Under the OIC Loan, OIC provided a senior secured credit facility to AcquireCo, in an aggregate principal amount of US\$40 million with an additional drawdown of up to US\$10 million available. The Credit Facility has a term of 5 years and bears interest at a rate of 12% per annum. The proceeds of the initial advance under the Credit Facility were used to partially fund the Acquisition. The Credit Facility includes customary covenants, events of default and restrictions, consistent with facilities of this nature. In connection with the OIC Loan, Cizzle also issued to OIC 7.5 million warrants to purchase common shares of Cizzle at a price of \$0.40 per common share.

Vendor Take-back Loan

The VTB is a 1-year secured vendor promissory note with RI Flow Sub LLC in the principal amount of \$22.25 million. The VTB bears interest at a rate of 12% per annum. The VTB is prepayable at any time, in whole or in part, without penalty.

Private Placements

The Private Placements consisted of:

1. a \$4.725 million offering of units (each, a “**Unit**”) of the Company at a price of \$0.40 per Unit, with each Unit comprised of one common share and one-half of one common share purchase warrant. Each whole warrant is exercisable to acquire one common share of Cizzle at a price of \$0.60 per share for a period of 24 months, subject to acceleration in certain circumstances; and



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2. \$7.5 million principal amount of convertible notes, bearing interest at 7.2% per annum, convertible at any time by the holders thereof at conversion price of \$0.50 per common share and a three-year maturity date.

Cliff Rucker, through RI CZL Investor LLC and the owner of RI Flow Sub LLC, participated as a lead investor in the equity financing, underscoring his conviction in the long-term potential of Cizzle following the completion of the Acquisition and his alignment with the Company's post-transaction strategy.

Net proceeds from the Private Placements were used to fund the Acquisition and satisfy transaction-related obligations, and will provide incremental working capital for the combined operations. Finders' fees, consisting of 500,000 common shares and 71,250 Units were paid to certain persons in respect of the Acquisition.

Advisors and Counsel

Bennett Jones LLP acted as legal advisor to Cizzle, and Stifel Nicolaus Canada Inc. acted as a financial advisor to Cizzle. Miller Thomson LLP acted as legal advisor to the Vendor in relation to the Acquisition. In connection with the Credit Facility, Greenberg Traurig, LLP acted as U.S. legal advisor to OIC and Stikeman Elliott LLP acted as Canadian legal advisor to OIC. Jenner & Block LLP acted as U.S. legal advisor to Cizzle in connection with the Credit Facility.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities described in this news release. Such 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, accordingly, may not be offered or sold within the United States, or to or for the account or benefit of persons in the United States or "U.S. Persons", as such term is defined in Regulation S promulgated under the U.S. Securities Act, unless registered under the U.S. Securities Act and applicable state securities laws or pursuant to an exemption from such registration requirements.

About Cizzle Brands Corporation

Cizzle Brands Corporation is a sports nutrition company that is elevating the game in health and wellness. Through extensive collaboration and testing with leading athletes and trainers across several sports, Cizzle Brands has launched three game-changing brands: (i) CWENCH Hydration™, a better-for-you sports drink that is now carried in over 5,500 locations in Canada, the United States, and Europe; (ii) Spoken™ Nutrition, a premium brand of athlete-grade nutraceuticals that carry the prestigious NSF Certified for Sport® qualification; and (iii) HappiEats™, upgrading everyday eats with high-performance foods such as Sport Pasta™. All Cizzle Brands products are designed to help people of all ages achieve their best in competitive sports and in living a healthy, vibrant, active lifestyle.



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For more information about Cizzle Brands, please visit: <https://www.cizzlebrands.com/>

For more information about CWENCH Hydration™, please visit:
<https://www.cwenchhydration.com>

For more information about Spoken™ Nutrition, please visit: <https://www.spokennutrition.com>

For more information about HappiEats™, please visit <https://www.myhappieats.com>

About OIC

With approximately \$6 billion in assets under management, OIC invests in North America and select international markets. OIC's unique partnership approach – for entrepreneurs, by entrepreneurs – cultivates creative credit, equity, and growth capital solutions to help middle market businesses scale and deploy sustainable infrastructure. OIC's target investment sectors include energy efficiency, digital infrastructure, sustainable power generation, renewable fuels, waste & recycling, and transportation, storage & logistics. OIC was founded in 2015 by a team of energy and sustainability veterans, successful infrastructure investors, and former asset owners and industry operators. Across OIC's platform is a team of approximately 50 professionals based in New York, Houston, and London.

On behalf of the Board of Directors of the Company,

CIZZLE BRANDS CORPORATION

"John Celenza"

John Celenza, Founder, Chairman, and Chief Executive Officer

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

This news release contains "forward-looking information" which may include, but is not limited to, information with respect to the activities, events or developments that the Company expects or anticipates will or may occur in the future, such as, but not limited to: expected financial results, new products of the Company and potential sales and distribution opportunities. Such forward-looking information is often, but not always, identified by the use of words and phrases such as



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"plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or variations (including negative variations) of such words and phrases, or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Various assumptions or factors are typically applied in drawing conclusions or making the forecasts or projections set out in forward-looking information. Those assumptions and factors are based on information currently available to the Company.

Forward looking information involves known and unknown risks, uncertainties and other risk factors which may cause the actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Such risks include risks related to increased competition and current global financial conditions, access and supply risks, reliance on key personnel, operational risks, regulatory risks, financing, capitalization and liquidity risks. 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. The Company undertakes no obligation, except as otherwise required by law, to update these forward-looking statements if management's beliefs, estimates or opinions, or other factors change.