

ALDD VENTURES CORP.
NEWS RELEASE
ALDD VENTURES ANNOUNCES PROPOSED QUALIFYING TRANSACTION

October 30, 2024

Vancouver, BC – ALDD Ventures Corp. (the “Company” or “ALDD”) (TSXV: ALDD.P) is pleased to announce that it has entered into a binding letter of intent (the “**LOI**”) on October 30, 2024, with Sparling Financial SARL (“**Sparling**”), an arm’s length party, pursuant to which the Company intends to acquire (the “**Acquisition**”) all of the issued and outstanding securities of Sparling by way of share exchange or other acceptable means, subject to regulatory approval including that of the TSX Venture Exchange (the “**Exchange**”). The Acquisition is expected to constitute the Company’s qualifying transaction under the policies of the Exchange. Upon completion of the Acquisition, subject to all requisite approvals, it is anticipated that the Resulting Issuer (as defined herein) will be a Tier 2 - Technology issuer.

About Sparling

Sparling Financial SARL is a financial holding company based in Luxembourg that operates two brands.

- SparlingFinancial.com (“**Sparling Financial**”) is a digital asset prime brokerage, providing trading and custody of digital assets to accredited and corporate clients, offering either white-glove concierge services or API integrations.
- Guildwell.com (“**Guildwell**”), is expected to launch in Q4 2024, will offer banking solutions custom-built from the ground up to service online businesses, including settlement accounts, local payouts, merchant services, and FX.

By combining the APIs and services of both Sparling Financial and Guildwell, Sparling is building the infrastructure to enable the future of payments and empower the next generation of innovators. Sparling provides the infrastructure to allow businesses of all types to easily leverage digital assets and other financial services to enhance their product offerings while staying fully compliant with relevant regulations.

Sparling began operating in 2023 to a small number of clients. Unaudited financial statements for 2023 show a revenue of CAD\$499,711. From January 1, 2024 to present, unaudited financial records show revenue of CAD\$1,630,566. Primary operational costs are broker commissions and bank fees. Bank fees are expected to be reduced following the completion of the Acquisition, as Sparling builds out its own banking rails.

Sparling Financial group’s primary assets are intangible and relate to the acquisition of regulated entities and R&D related to proprietary system designs, amounting to (on an unaudited basis) CAD\$503,142 in 2024 (2023: CAD\$470,633). On an unaudited basis, cash on hand has increased 17-fold in 2024 on increased revenue and funds introduced by existing investors (2024: CAD\$217,265, 2023: CAD\$12,863). Other assets and other liabilities relate to a credit line relating to a multi-year contract for a key banking partner. Sparling has minimal fixed assets, operating cloud-based systems. Sparling does not have audited financial statements at this time.

The Acquisition

It is anticipated that the parties will complete the Acquisition by way of a share exchange agreement, pursuant to which the Company will acquire all of the issued and outstanding securities in the capital of Sparling resulting in Sparling becoming a wholly-owned subsidiary of the Company (the “**Resulting Issuer**”) on closing (the “**Closing**”). The final structure and form of the Acquisition remains subject to satisfactory tax, corporate and securities law advice for both Sparling and the Company and will be set forth in a definitive agreement (the “**Definitive Agreement**”) to be entered into among the parties, which will replace the LOI. Upon completion of the Acquisition, the Resulting Issuer will continue to carry on the business of Sparling as currently constituted.

Pursuant to the terms of the LOI, the Company intends to acquire all of the issued and outstanding shares of Sparling for an aggregate purchase price of approximately \$9.3 million (the “**Purchase Price**”). The Purchase Price will be satisfied through the issuance of an aggregate of 29 million common shares (the “**Consideration Shares**”) in the capital of the Company at a price of \$0.32 per Consideration Share. It is anticipated that any existing convertible securities of Sparling will be converted or exercised prior to the closing of the Acquisition.

In connection with the Acquisition, prior to or concurrently with the closing of the Acquisition, subject to the Company shareholder approval, the Company will undertake a share consolidation (the “**Consolidation**”) on the basis of one (1) post-consolidation common shares of ALDD (each, an “**ALDD Share**”) for every two (2) pre-consolidation ALDD Shares.

The Acquisition will constitute a qualifying transaction for the Company under the policies of the Exchange. Closing of the Acquisition is subject to a number of conditions including but not limited to satisfactory due diligence investigations, the negotiation and execution of the Definitive Agreement, receipt of all required shareholder, regulatory and third-party approvals and consents, including that of the Exchange, the approval of the Cayman Islands Monetary Authority pursuant to the *Securities Investment Business Act* (Caymans) and satisfaction of other customary closing conditions. The Acquisition cannot close until the required approvals are obtained. There can be no assurance that the Acquisition will be completed as proposed or at all.

Resulting Issuer

In connection with the Acquisition, it is anticipated that the Company will, among other things: (i) change its name to “Guildwell.” or any other such name that is acceptable to Sparling; (ii) reconstitute the existing directors and officers of the Company with nominees mutually agreed upon by the parties; (iii) enter into employment, consulting or other agreements with key members of the Sparling team and management; (iv) enter into such escrow or pooling agreements as required by the Exchange or as agreed by the parties.

Upon completion of the Proposed Transaction, it is anticipated that the board of directors of the Resulting Issuer shall consist of five directors, each of whom shall be nominated by Sparling and ALDD. The nominees will be determined and announced in connection with the execution of the Definitive Agreement.

Financing

In connection with the Acquisition, the parties intend to complete a financing (the “**Financing**”) of securities of Sparling for gross proceeds of a minimum of \$1 million, to be priced in the context of the market at a mutually agreeable price per security and to be completed on a “best efforts” basis. The Financing shall be structured as either a common share offering, a subscription receipt offering, or such other security offering as determined by Sparling and the Company based on discussions with investors. Other than in connection with the Financing, neither party will issue any shares or rights exchangeable or exercisable into shares of such party prior to closing of the Acquisition. The proceeds of the Financing will be used for the working capital requirements of the Resulting Issuer.

Further particulars regarding the Financing will be disclosed in subsequent news releases relating to the Acquisition. The parties acknowledge that an agent may be engaged (the “**Agent**”) to act as agent on a “commercially reasonable efforts” basis for the Financing and in connection therewith may be paid a commission in an amount to be determined.

Loan

Subject to Exchange approval, the Company has agreed to advance a loan to Sparling in an aggregate principal amount equal to \$75,000 (the “**Loan**”). The Loan shall have an annual interest rate of 0% and shall be evidenced by way of a secured promissory note (the “**Promissory Note**”). The Loan shall mature and all principal and other

amounts owing or outstanding under the Loan will be due and payable on the earlier of: (i) the closing of the Acquisition; (ii) August 31, 2025; (iii) the termination of the Acquisition; and (iv) the occurrence of a default or event of default (or equivalent concept) as set out in the Loan documents.

\$75,000 of the principal amount of the Loan (plus all fees, expenses and other amounts payable pursuant to the Loan and the Promissory Note) shall be secured by way of general security agreement and registration pursuant to the *Personal Property Security Act* against Sparling with respect to the universality of all of its movable (personal) property, present and future, corporeal and incorporeal, of whatever nature or wherever situated.

Funds from the loan transaction are intended to allow Sparling to pay for all its audit, legal and any other expenses associated with the completion of the Acquisition.

Trading Halt

Trading of the Company's shares has been halted and will remain halted pending the Exchange's receipt of satisfactory documentation and completion of the Acquisition.

Filing Statement

In connection with the Acquisition and pursuant to the requirements of the Exchange, the Company will file a filing statement or a management information circular on its issuer profile on SEDAR+ (www.sedarplus.ca), which will contain details regarding the Acquisition, Sparling, the Financing, and the Resulting Issuer.

Sponsorship of the Acquisition

Sponsorship of a "Qualifying Transaction" of a capital pool company is required by the Exchange unless exempt in accordance with Exchange policies. The Company anticipates requesting a waiver from Sponsorship requirements. However, there is no assurance that a waiver from this requirement can or will be obtained.

Cautionary Statements

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

Completion of the Acquisition is subject to a number of conditions including as disclosed herein, but not limited to, Exchange acceptance and if applicable, disinterested shareholder approval. Where applicable, the Acquisition cannot close until the required shareholder and Exchange approval is obtained. There can be no assurance that the Acquisition 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 Acquisition, any information released or received with respect to the Acquisition may not be accurate or complete and should not be relied upon. Trading in the securities of ALDD Ventures Corp. 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.

All information contained in this press release with respect to the Company and Sparling 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.

*This press release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful, including any of the securities in the United States of America. The securities have not been and will not be registered under the United States Securities Act of 1933 (the “**1933 Act**”) or any state securities laws and may not be offered or sold within the United States or to, or for account or benefit of, U.S. persons (as defined in Regulation S under the 1933 Act) unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration requirements is available.*

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Forward-Looking Information

This press release includes “forward-looking information” that is subject to assumptions, risks and uncertainties, many of which are beyond the control of the Company. Statements in this news release which are not purely historical are forward looking, including without limitation any statements concerning the expected results of the Acquisition, the completion of the transactions contemplated by the LOI, the anticipated timing thereof, completion of the Financing and the expected use of proceeds therefrom. Although the Company believes that any forward-looking statements in this news release are reasonable, there can be no assurance that any such forward-looking statements will prove to be accurate. The Company cautions readers that all forward-looking statements, are based on assumptions none of which can be assured and are subject to certain risks and uncertainties that could cause actual events or results to differ materially from those indicated in the forward-looking statements. Such forward-looking statements represent management’s best judgment based on information currently available. Readers are advised to rely on their own evaluation of such risks and uncertainties and should not place undue reliance on forward-looking statements.

The forward-looking statements and information contained in this news release are made as of the date hereof and no undertaking is given to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws or the Exchange. The forward-looking statements or information contained in this news release are expressly qualified by this cautionary statement.