

EVP Capital Announces Delivery of Management Information Circular in Connection with Annual General and Special Meeting and Encourages Shareholders to Access Meeting Materials Electronically

Toronto, Ontario--(Newsfile Corp. - November 25, 2024) - EVP Capital Inc., an Ontario corporation (TSXV: EVP.P) ("**EVP Capital**") has delivered and is in the process of continuing to effect delivery of the management information circular (the "**Circular**") and related materials for the annual general and special meeting (the "**Meeting**") of holders of common shares ("**EVP Shares**") of EVP Capital ("**EVP Shareholders**") to be held December 6, 2024. At the Meeting, EVP Shareholders will be asked, among other matters further described in the Circular, to consider and vote on a special resolution (the "**Arrangement Resolution**") approving a statutory plan of arrangement (the "**Plan of Arrangement**") pursuant to Section 182 of the *Business Corporations Act* (Ontario) (the "**Arrangement**"), subject to the terms and conditions of an arrangement agreement dated June 28, 2024, as amended on October 31, 2024 (the "**Arrangement Agreement**") entered into among EVP Capital, Sharp Edge Labs, Inc. ("**Sharp Edge**") and SEL AcquisitionCo Inc. ("**Merger Sub**"), a wholly owned subsidiary of EVP Capital, all as more particularly described in the Circular. The Arrangement Agreement contemplates that EVP Capital will acquire all of the issued and outstanding common stock of Sharp Edge, an arm's length third party, by way of merger conducted under Delaware General Corporation Law in which Merger Sub will merge with and into Sharp Edge, as part of a plan of arrangement under the *Business Corporations Act* (Ontario).

The board of directors of EVP Capital (the "**EVP Board**") have unanimously determined that the Arrangement is in the best interests of EVP Capital and that the Arrangement is fair to the EVP Shareholders. **The EVP Board unanimously recommends that EVP Shareholders vote FOR the Arrangement Resolution.**

In accordance with the interim order granted by the Ontario Superior Court of Justice (Commercial List) on July 19, 2024, as amended October 18, 2024 (the "**Interim Order**"), providing for the calling and holding of the Meeting and other procedural matters relating to the Arrangement, the Arrangement can only proceed if, among other conditions, it receives the approval of not less than two-thirds (66⅔%) of the votes cast on the Arrangement Resolution by EVP Shareholders in person or by proxy at the Meeting.

Meeting and Circular

The Meeting of the EVP Shareholders will be held at the offices of Meretsky Law Firm located at 121 King Street West, Suite 2150, Toronto, Ontario, M5H 3T9 on December 6, 2024 at 12:00 p.m. (Toronto time). EVP Shareholders of record as of the close of business on November 1, 2024 are entitled to receive notice of and to vote at the Meeting. EVP Shareholders are urged to vote before the proxy deadline of 12:00 p.m. (Toronto time) on December 4, 2024.

The Circular provides important information on the Arrangement and related matters, including the background of the Arrangement, the rationale for the recommendations made by the EVP Board, the mechanics of the Arrangement, and voting procedures. EVP Shareholders are urged to read the Circular and its appendices carefully and in their entirety. The Circular is being delivered to EVP Shareholders in compliance with applicable Canadian securities laws and the Interim Order. **The Circular is available under EVP Capital's profile on SEDAR+ at www.sedarplus.ca.**

Due to the ongoing Canada Post labour strike, it is possible that EVP Shareholders may experience a delay in receiving the Circular and related materials in respect of the Meeting. All EVP Shareholders are encouraged to access the Circular and related materials electronically as noted above. Registered holders of EVP Shares experiencing a delay in receiving the Circular and related materials may contact TSX Trust Company at tsxtis@tmx.com or call 1-866-600-5869 for assistance in obtaining their individual control numbers in order to vote their EVP Shares. Registered holders of EVP Shares are encouraged to vote their EVP Shares via fax at 1-416-595-9593 or via the internet at www.voteproxyonline.com using their 12-digit control number. Registered holders of EVP Shares are also encouraged to complete and return letters of transmittal by hand or by courier to ensure the appropriate documents are received in a timely manner. Beneficial holders of EVP Shares should contact their broker or other intermediary for assistance in obtaining their individual control numbers in order to vote their EVP Shares. Beneficial holders of EVP Shares are encouraged to vote their EVP Shares via the internet at www.voteproxyonline.com or via fax in accordance with the instructions on their voting instruction form. It is recommended that any physical forms of proxy or voting instruction forms be delivered via courier to ensure that they are received in a timely manner. Registered holders of EVP Shares who wish to exercise their dissent rights in connection with the Arrangement are also cautioned to deliver their written objection to EVP Capital by mail using a method other than Canada Post or by facsimile transmission in accordance with the instructions set forth in the Circular to ensure that they are received in a timely manner.

About EVP Capital

For further information about EVP Capital or the upcoming Meeting, please contact:

EVP Capital Inc.
Lorne Sugarman
President and Chief Executive Officer
Telephone: (416) 616-0846
Email: lorne.sugarman@gmail.com

About Sharp Edge

For further information about Sharp Edge, please contact:

Sharp Edge Labs, Inc.
Scott Sneddon, Ph.D., J.D.
Chief Executive Officer
Telephone: 412-475-9733
Email: scott@sharpedgelabs.com

Cautionary Note Regarding Forward-Looking Statements

Certain statements contained in this press release constitute "forward-looking information" as such term is defined in applicable Canadian securities legislation. The words "may", "would", "could", "should", "potential", "will", "seek", "intend", "plan", "anticipate", "believe", "estimate", "expect" and similar expressions as they relate to EVP Capital or Sharp Edge, including the closing of the Arrangement and any other transactions contemplated herein, are intended to identify forward-looking information. All statements other than statements of historical fact may be forward-looking information. Such statements reflect EVP Capital's current views and intentions with respect to future events, and current information available to EVP Capital, and are subject to certain risks, uncertainties and assumptions. Material factors or assumptions were applied in providing forward-looking information, including EVP Capital receiving approval of the Arrangement from the shareholders of EVP and final approval from the TSXV, and Sharp Edge receiving stockholder approval for the merger constituting part of the Arrangement. Many factors could cause the actual results, performance or achievements that may be expressed or implied by such forward-looking information to vary from those described

herein should one or more of these risks or uncertainties materialize. Should any factor affect EVP Capital in an unexpected manner, or should assumptions underlying the forward-looking information prove incorrect, the actual results or events may differ materially from the results or events predicted. Any such forward-looking information is expressly qualified in its entirety by this cautionary statement. Moreover, EVP Capital does not assume responsibility for the accuracy or completeness of such forward-looking information. The forward-looking information included in this press release is made as of the date of this press release and EVP Capital undertakes no obligation to publicly update or revise any forward-looking information, other than as required by applicable law.

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.

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