

NEWS RELEASE

SBD CAPITAL CORP. ANNOUNCES CLOSING OF DEBT SETTLEMENT

TORONTO, March 14, 2025 – **SBD Capital Corp. (CSE: SBD)** (the "**Company**") announces that, further to its press releases of January 13, 2025 and March 7, 2025, the Company is pleased to announce that it has settled an aggregate of \$418,571.82 of indebtedness owed to certain creditors of the Company through the issuance of 1,550,263 common shares (each, a "**Common Share**") in the capital of the Company at a price of \$0.27 per Common Share (the "**Debt Settlement**"). The Company will continue to work towards settling its outstanding trade payables in order to remediate its working capital deficiency.

The Debt Settlement is considered a "related party transactions" as defined in Multilateral Instrument 61-101 – *Protection of Minority Securityholders in Special Transactions* ("**MI 61-101**"), as some of the creditors are insiders of the Company. The Company is relying on the exemption from the valuation requirement of MI 61-101 contained in section 5.5(g) of MI 61-101, as the Company's securities are not listed on one of the markets specified in section 5.5(g) of MI 61-101. The Company did not rely on an exemption the minority shareholder approval under MI 61-101, as minority shareholder approval for the Debt Settlement was received at the annual and special meeting of shareholders held on January 24, 2025.

The Common Shares to be issued pursuant to the Debt Settlement shall be subject to a four-month hold period and completion of the Debt Settlement remains subject to final acceptance of the Canadian Securities Exchange.

Prior to the completion of the Debt Settlement, Irwin Lowy LLP ("**ILL**") held an aggregate of 38,333 Common Shares, representing approximately 4.886% of the issued and outstanding Common Shares on an undiluted basis and on a partially diluted basis. Upon completion of the Acquisition, ILL held an aggregate of 551,768 Common Shares, representing approximately 23.59% of the then issued and outstanding Common Shares on an undiluted basis and on a partially diluted basis. Depending on market and other conditions, or as future circumstances may dictate, ILL may from time to time increase or decrease its holdings of Common Shares or other securities of the Company. A copy of the early warning report will be available on the Company's issuer profile on SEDAR+ at www.sedarplus.ca.

Prior to the completion of the Debt Settlement, Mr. Contardi held, directly or indirectly, an aggregate of 78,822 Common Shares, representing approximately 9.99% of the issued and outstanding Common Shares on an undiluted basis and on a partially diluted basis. Upon completion of the Debt Settlement, Mr. Contardi held an aggregate of 423,773 Common Shares, representing approximately 18.12% of the then issued and outstanding Common Shares on an undiluted basis and on a partially diluted basis. Depending on market and other conditions, or as future circumstances may dictate, Mr. Contardi may from time to time increase or decrease its holdings of Common Shares or other securities of the Company. A copy of the early warning report will be available on the Company's issuer profile on SEDAR+ at www.sedarplus.ca

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Forward Looking Information

This news release contains certain "forward-looking information" within the meaning of applicable securities law. Forward looking information is frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "estimate", "may", "will", "would", "potential", "proposed" and other similar words, or

statements that certain events or conditions "may" or "will" occur. These statements are only predictions. Forward-looking information is based on the opinions and estimates of management at the date the information is provided, and is subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking information. For a description of the risks and uncertainties facing the Company and its business and affairs, readers should refer to the Company's Management's Discussion and Analysis. The Company undertakes no obligation to update forward-looking information if circumstances or management's estimates or opinions should change, unless required by law. The reader is cautioned not to place undue reliance on forward-looking information.