

WBM CAPITAL PROVIDES UPDATE RELATED TO OCTOBER 2024 SHAREHOLDERS MEETING

September 17, 2024 – Vancouver, British Columbia – WBM Capital Corp. (formerly, Tiidal Gaming Group Corp.) (“**WBM**” or the “**Company**”) wishes to update certain disclosure in the Company’s management information circular dated September 10, 2024 (the “**Circular**”) in connection with the special shareholders meeting to be held on October 1, 2024, pursuant to which shareholders are being asked to approve a share consolidation of 6,000,000 to 1 (the “**Consolidation**”) which if approved by disinterested shareholders of the Company will result in Triforce Ventures SA (“**Triforce**”) becoming the sole shareholder of the Company.

Based on its review of the Circular, staff of the Ontario Securities Commission has requested that pursuant to Multilateral CSA Staff Notice 61-302 and the review program thereunder, the Company provide the following disclosure updates set out below.

Following completion of the Company’s substantial issuer bid on December 15, 2023, in which the substantial majority of shareholders tendered their Shares for repurchase and retirement by the Company, the Company was left with no operating business and no significant assets. The Company’s newly constituted board of directors (the “**Board**”) conducted a strategic review to determine the best path forward for the Company to maximize shareholder value and to continue as a going concern as a reporting issuer in good standing in the Provinces of British Columbia, Alberta and Ontario.

During these deliberations, the Board determined that it was in the best interests of the Company to use available funds to pay down its accounts payable, which were predominately owing to professional service providers, and to delist the Company’s common shares (the “**Shares**”) from the Canadian Securities Exchange to reduce operating costs (the “**Delisting**”). The Delisting was approved by disinterested shareholders of the Company at the Company’s annual general and special meeting held on April 5, 2024 and the Delisting was effective at close of market on June 7, 2024.

Following settling of the Company’s accounts payables and completion of the Delisting, the Company had net cash of approximately \$28,000 or \$0.005 per Share, including prepaid expenses and a provision for doubtful receivables. Recognizing the Company’s limited prospects, the Board determined that it was in best interests of the Company to align the Company with an active capital markets participant that was amenable to financing the Company and that had a successful track record in either identifying a high growth private company to consummate a reverse merger with or building an operating business within the Company (each, a “**Target**”).

Mr. Carlo Rigillo, the Company’s CEO, CFO and Director, spearheaded Company efforts to structure a transaction to achieve these objectives and commenced discussions with a number of prospective groups, including Mr. Raymond D. Harari, the sole shareholder of Triforce. Mr. Harari advised the Company that Triforce would be agreeable to investing in the Company and assist identifying a Target subject to it acquiring a controlling interest in the Company at a price per Share not to exceed the Company’s net cash value.

After reasonable pursuits, the Board determined that Triforce’s proposal was the only actionable proposal and the parties agreed that Triforce would invest \$30,000 for 6,000,000 Shares or \$0.005

per Share (the “**July 2024 Private Placement**”). Per Triforce’s early warning report dated July 10, 2024, Triforce held Nil securities of WBM prior to the July 2024 Private Placement, the securities were acquired for investment purposes and Triforce may acquire or dispose of securities in the Company as it may deem appropriate.

In August 2024, Triforce communicated to the Board that the Company would be best positioned to consummate a reverse merger if it was wholly-owned by Triforce, such that shareholder approvals for a transaction could be obtained by unanimous consent, thereby expediting the shareholder approval process, and that if all Shares were tightly controlled then the Company could obtain lockups from all shareholders which would greatly increase the marketability of the Company to a potential Target. The Board evaluated the merits of the Triforce recommendation, and agreed that the Consolidation which would result in Triforce being the sole shareholder of the Company was in the best interests of the Company, provided the Consolidation was approved by disinterested shareholders (the “**Consolidation Resolution**”) in accordance with *Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions* and that minority shareholders were paid fair market value for their Shares if the Consolidation Resolution were to pass and the Consolidation was consummated. Considering that the Company’s Shares are no longer listed on a stock exchange following the Delisting and there is no readily available public market or quotation for the Shares, the Board determined that the fair market value of each Share as at September 2024 was the Company’s net cash value per Share which was \$0.005 per Share or the same price per Share as the July 2024 Private Placement. The Company anticipates that after transaction expenses, the cash distributed to shareholders in connection with the Consolidation will constitute substantially all of the Company’s remaining net cash.

Triforce has advised the Company that it is desiring that the Company retains its status as a reporting issuer in the Provinces of British Columbia, Alberta and Ontario and the Board and management intend on using their best efforts to ensure the Company remains in good standing under applicable securities laws. Assuming the completion of the Consolidation, the Company will be reliant on its sole shareholder or other funding sources to continue as a going concern on a go forward basis.

The Company also announces that it has waived the proxy cut-off time as outlined in the Circular and will accept completed forms of proxy up to the start of the shareholders’ meeting on October 1, 2024 at 10am (Vancouver time) in order to allow all shareholders additional time to consider the updated disclosure provided in this news release.

ABOUT WBM Capital

WBM is a reporting issuer in the Provinces of British Columbia, Alberta and Ontario.

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Cautionary Statements

This news release contains “forward-looking information” within the meaning of applicable securities laws. All statements contained herein that are not clearly historical in nature may constitute forward-looking information. In some cases, forward-looking information can be identified by words or phrases such as “may”, “will”, “expect”, “likely”, “should”, “would”, “plan”, “anticipate”, “intend”, “potential”, “proposed”, “estimate”, “believe” or the negative of these terms, or other similar words, expressions and grammatical variations thereof, or statements that certain events or conditions “may” or “will” happen, or by discussions of strategy. The forward-looking information contained in this press release includes, without limitation, information relating to the Company’s plans for the business following completion of the Consolidation, including acquiring or building an operating business. Forward-looking information is based upon certain material assumptions that were applied in drawing a conclusion or making a forecast or projection, including management’s perceptions of historical trends, current conditions and expected future developments, as well as other considerations that are believed to be appropriate in the circumstances. Any such forward-looking information is based on information currently available to WBM and is based on assumptions and analyses made in light of WBM’s experience and perception of historical trends and current conditions. While the Company considers these assumptions to be reasonable based on information currently available to management, there is no assurance that such expectations will prove to be correct. Readers are cautioned that actual results may vary from the forward-looking information, and undue reliance should not be placed on such forward-looking information.

By their nature, forward-looking information is subject to inherent risks and uncertainties that may be general or specific and which give rise to the possibility that expectations, forecasts, predictions, projections or conclusions will not prove to be accurate, that assumptions may not be correct and that objectives, strategic goals and priorities will not be achieved. A variety of factors, including known and unknown risks, many of which are beyond our control, could cause actual results to differ materially from the forward-looking information in this news release. Additional risk factors can also be found in WBM’s financial statements and management’s discussion and analysis, which are available under WBM’s profile on SEDAR+ at www.sedarplus.ca.

Unless otherwise indicated, the forward-looking statements in this news release are based on the Company’s expectations at the date of this news release. Readers are cautioned to consider these and other factors, uncertainties and potential events carefully and not to put undue reliance on forward-looking information. WBM undertakes no obligation to update or revise such forward-looking information, whether as a result of new information, estimates or opinions, future events or results or otherwise, except as required by applicable law.