



PRESS RELEASE

nDatalyze Corp. enters a binding Business Combination Agreement with PRISM Diversified Ltd.

Calgary, AB – May 15, 2026 – nDatalyze Corp. (CSE: NDAT) (the “Company”) announces that on May 15 2026 the Company entered a Definitive Agreement (“DA”) with PRISM Diversified Ltd. (“PRISM”), an arms-length party. The DA contemplates a change of business and reverse takeover (the “Transaction”) that will be subject to Canadian Securities Exchange and shareholder approval.

PRISM is an Alberta-based mine-to-metals producer whose Clear Hills resource, as described in its [NI 43-101 technical resource report](#) with a recent Mineral Resource Statement dated 20 Feb 2026, contains 149 million tonnes of contained iron and 903,594 tonnes of contained vanadium pentoxide. PRISM has recently closed a \$400,000 private placement and the DA envisions a further \$1,600,000 of financing to advance the project. The PRISM website is at <https://www.prismdiversified.com/>

Salient points of the BCA are:

- a) between the signing of the DA and September 15, 2026, the Company will conduct a \$1,600,000 subscription receipt (“SR”) financing, at \$0.10 per SR, with each SR exchangeable for one NDAT common share without additional payment, (the “Financing”) at closing of the Transaction. The Financing will be arranged by PRISM and/or its agents,
- b) the DA provides for, at RTO Closing, all NDAT assets, tangible (with the exception of \$30,000.00) and intangible (including IP, technology and databases), being spun out to the pre-DA Company shareholders,
- c) PRISM may elect to use their legal/accounting/third-party Trust professionals to handle RTO-related documentation or, if Company professionals are used, PRISM will pay the related RTO-related expenses,
- d) the DA includes a bilateral \$50,000 “break fee” whereby the terminating party will be responsible for all costs incurred by the other party prior to the termination plus a \$50,000 break fee,
- e) post-Financing, the Company shareholders that were shareholders as at May 15, 2026 will collectively own approximately 9.6% of the resulting issuer.

NDAT stock is expected to remain halted from trading for a Fundamental Change as per CSE Policy 8.

For Further Information, please contact:

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Neither the Canadian Securities Exchange nor its Regulation Services Provider (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release. This news release does not constitute an offer to sell or a solicitation of an offer to sell

any of the securities in the United States. The 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 may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available. The information in this news release includes certain information and statements about management's view of future events, expectations, plans and prospects that constitute forward looking statements. These statements are based upon assumptions that are subject to significant risks and uncertainties. Because of these risks and uncertainties and as a result of a variety of factors, the actual results, expectations, achievements or performance may differ materially from those anticipated and indicated by these forward-looking statements. Any number of factors could cause actual results to differ materially from these forward-looking statements as well as future results. Although the Corporation believes that the expectations reflected in forward looking statements are reasonable, it can give no assurances that the expectations of any forward-looking statements will prove to be correct. Except as required by law, the Corporation disclaims any intention and assumes no obligation to update or revise any forward-looking statements to reflect actual results, whether as a result of new information, future events, changes in assumptions, changes in factors affecting such forward-looking statements or otherwise.