

NETCOINS HOLDINGS INC.

For Immediate Release

Netcoins announces Closing of Second Tranche Non-Brokered Private Placement of Units

Vancouver, British Columbia, April 1, 2022 – Netcoins Holdings Inc. (“Netcoins” or the “Company”) (CSE:NETC) is pleased to announce that in connection with the Company’s change of business from an industrial issuer to an investment company, the Company has closed a second tranche of its non-brokered private placement comprised of 1,181,661 units of the Company (each, a “Unit”) at \$0.11 per Unit for gross proceeds of \$129,982.71 (the “Offering”).

Each Unit consisted of one common share in the capital of the Company (a “Share”) and one transferable common share purchase warrant of the Company (a “Warrant”). Each Warrant is exercisable into one additional Share (a “Warrant Share”) at an exercise price of \$0.115 per Warrant Share on or before March 31, 2027.

In connection with the Offering, the Company issued 118,166 finder’s units (the “Finder’s Units”) and 118,166 finder’s warrants (the “Finder’s Warrants”) to certain qualified arm’s length finders. Each Finder’s Unit consists of one Share and one Warrant (the “Finder’s Unit Warrants”). Each Finder’s Warrant and Finder’s Unit Warrant is exercisable into one Share (a “Finder’s Warrant Share”) at an exercise price of \$0.115 per Finder’s Warrant Share on or before March 31, 2027.

All securities issued in connection with the Offering are subject to a statutory hold period of four months plus a day in accordance with applicable securities legislation ending on August 1, 2022.

The Units issued pursuant to the Offering were issued to an entity controlled by insiders of the Company. Accordingly, the purchase constitutes a “related party transaction” within the meaning of Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions (“MI 61-101”). The issuances are exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as they are distributions of securities for cash and the fair market value of the Units issued to, and the consideration paid by, the insiders did not exceed 25% of the Company’s market capitalization. No new insiders were created, nor any change of control occurred, as a result of the Offering.

The securities being referred to in this news release have not been, nor will they be, registered under the United States (U.S.) Securities Act of 1933, as amended, and may not be offered or sold in the U.S. or to, or for the account or benefit of, U.S. persons absent registration or an applicable exemption from the registration requirements. This news release does not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

ON BEHALF OF THE BOARD OF DIRECTORS

Kevin Ma
Chief Financial Officer

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CAUTIONARY STATEMENT REGARDING “FORWARD-LOOKING” INFORMATION:

This news release contains certain forward-looking information. Such information involves known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from those implied by statements herein, and therefore these statements should not be read as guarantees of future performance or results. All forward-looking statements are based on the Company’s current beliefs as well as assumptions made by and information currently available to it as well as other factors. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this news release. Due to risks and uncertainties, including the risks and uncertainties identified by the Company in its public securities filings, actual events may differ materially from current expectations. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.