



NEWS RELEASE

VALDOR ENTERS INTO BINDING LETTER OF INTENT WITH LAYER 2 VENTURES LTD. FOR MERGER TRANSACTION

Vancouver, BC – November 19, 2021: Valdor Technology International Inc. (“Valdor” or the “Company”) (CSE: VTI) is pleased to announce that it has entered into a binding letter of intent (the “LOI”) dated November 18, 2021 with Layer 2 Ventures Ltd. (“Layer 2”) which contemplates the acquisition by Valdor of all of the issued and outstanding shares of Layer 2 (the “Transaction”). As consideration under the Transaction, Valdor will issue an aggregate of 16,666,667 common shares (the “Consideration Shares”) at \$0.30 per share, representing aggregate consideration of \$5,000,000. In addition to any hold periods or escrow provisions imposed under applicable securities laws or stock exchange policies, the Consideration Shares will be subject to voluntary hold periods as follows: 50% of the Consideration Shares will be subject to a voluntary six month hold period from closing; and the remaining 50% of the Consideration Shares will be subject to a voluntary 12 month hold period from closing.

In connection with the Transaction, Valdor, in its sole discretion, may conduct a private placement financing for gross proceeds of up to \$5,000,000 through the issuance of up to 16,666,667 units (each, a “Unit”) at a price of \$0.30 per Unit, with each Unit to be comprised of one common share and one warrant, each warrant exercisable for an additional common share at an exercise price of \$0.75 for two years after the date of issuance.

In addition, in connection with the Transaction, Valdor will make a “line of credit” loan (the “Loan”) to Layer 2 for up to \$250,000. The Loan will be secured, will bear interest at 10% per annum, and will be repayable within 30 days of termination of the LOI or the definitive agreement respecting the Transaction, for any reason.

The LOI contemplates that the parties will draft, finalize and execute a definitive agreement respecting the Transaction within 60 days. The Transaction and the execution of a definitive agreement are subject to mutual due diligence rights of the parties. The Company will provide an update respecting the Transaction and the definitive agreement in due course.

The Transaction will be a “fundamental change” of Valdor pursuant to the policies of the Canadian Securities Exchange (“CSE”), requiring approval from the CSE and approval of the Valdor shareholders under CSE policies.

ABOUT LAYER 2

Layer 2 Ventures is the first dedicated layer 2 scaling company giving everyday, non technical retail and institutional investors direct exposure to one of the most exciting and fastest growing segments of the blockchain. Layer 2 solutions leverage cryptographic technology, like Roll Ups and Zero Knowledge Proofs, to process transactions in bulk beside or above the main chain resulting in a 100x performance increase for just a fraction of the gas fees.

ABOUT VALDOR

Valdor Technology International Inc. has an operating subsidiary company, Valdor FiberOptics, Inc., headquartered near San Francisco, California, which assembles optical fiber components and specializes in the design, manufacture and sale of passive fiber optic equipment.

ON BEHALF OF THE BOARD OF DIRECTORS OF VALDOR TECHNOLOGY INTERNATIONAL INC.

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Certain information set forth in this news release may contain forward-looking statements that involve substantial known and unknown risks and uncertainties. All statements other than statements of historical fact are forward-looking statements, including, without limitation, statements regarding the Transaction, future financial position, business strategy, use of proceeds, corporate vision, proposed acquisitions, partnerships, joint-ventures and strategic alliances and co-operations, budgets, cost and plans and objectives of or involving the Company. Such forward-looking information reflects management's current beliefs and is based on information currently available to management. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "predicts", "intends", "targets", "aims", "anticipates" or "believes" or variations (including negative variations) of such words and phrases or may be identified by statements to the effect that certain actions "may", "could", "should", "would", "might" or "will" be taken, occur or be achieved. A number of known and unknown risks, uncertainties and other factors may cause the actual results or performance to materially differ from any future results or performance expressed or implied by the forward-looking information. These forward-looking statements are subject to numerous risks and uncertainties, certain of which are beyond the control of the Company including, but not limited to, the impact of general economic conditions, industry conditions and dependence upon regulatory approvals. Certain material assumptions regarding such forward-looking statements may be discussed in this news release and the Company's annual and quarterly management's discussion and analysis filed at www.sedar.com. Readers are cautioned that the assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be imprecise and, as such, undue reliance should not be placed on forward-looking statements. The Company does not assume any obligation to update or revise its forward-looking statements, whether as a result of new information, future events, or otherwise, except as required by securities laws.

No securities regulatory authority has either approved or disapproved of the contents of this news release.

Neither the Canadian Securities Exchange nor its Market Regulator (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this news release. The CSE has not, in any way, passed upon the merits of the Transaction and associated transactions and has not, in any way, approved or disapproved of the contents of this news release.

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