

# Universal PropTech Inc. Receives Conditional Approval to List on the Canadian Securities Exchange

Toronto, Ontario--(Newsfile Corp. - June 10, 2024) - Universal PropTech Inc. (TSXV: UPI.H) ("**UPI**" or the "**Company**") is pleased to announce that it and Xemoto Media Ltd. ("**Xemoto**") have received conditional approval from the Canadian Securities Exchange (the "**CSE**") to list the common shares of the issuer which will be formed upon completion of the previously announced business combination between UPI and Xemoto (the "**Business Combination**"), to be named "BrandPilot AI" (the "**Resulting Issuer**"). Listing of the Resulting Issuer's shares is subject to completion of the Business Combination and the satisfaction of all conditions of the CSE, including completion of outstanding CSE application documentation and payment of fees pursuant to the CSE's policies.

In connection with the Business Combination and the CSE's conditional listing approval, UPI will file a CSE Form 2A - Listing Statement under its profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) which will provide detailed disclosure on the Business Combination and the Resulting Issuer. UPI and Xemoto anticipate closing the Business Combination on or before June 30, 2024.

In connection with the completion of the Business Combination, UPI will voluntarily delist its common shares from the NEX Board of the TSX Venture Exchange (the "**TSXV**"). It is expected that the delisting will occur shortly before the completion of the Business Combination and a further press release will be issued when this date has been finalized.

## Xemoto Shareholder Meeting

The annual general and special meeting (the "**Meeting**") of Xemoto's shareholders was held on June 7, 2024, at which the following matters were approved by the affirmative vote of the requisite majority of the votes represented at the Meeting:

1. Re-appointment of PKF Antares as auditor of Xemoto for the ensuing year and authorizing the directors to fix their remuneration;
2. Setting the number of directors of Xemoto to be elected and serve on the board at seven (7);
3. The election of Brandon Mina, Adam Szweras, Brian Presement, Andres Tinajero, Randall Craig, Jeremy Goldman, and Jillian Bannister to serve as directors of Xemoto;
4. The approval of the change of business transaction between UPI and Xemoto (the "**Transaction**"); and
5. The reduction of the stated capital of Xemoto in order to facilitate the Transaction.

Jeff Berman, Chief Executive Officer of UPI said: "We are pleased to have received conditional listing approval from the CSE and will work toward completing our merger with Xemoto as quickly as possible. The formation of BrandPilot AI by the merger of UPI and Xemoto will give all UPI and Xemoto shareholders the opportunity to participate in this exciting world of digital marketing as it is transformed by the power of AI."

Xemoto CEO, Brandon Mina, added: "We have been working toward closing this merger with UPI for many months and we are pleased to be in the position to drive to a closing. More importantly, we have been preparing for the day after the transaction and commencement of listing in our rebranding to BrandPilot AI, and our drive to improve and advance our Spectrum platform, add influencers to our networks and plan new innovations to introduce to the world of digital marketing using AI and other tools. We look forward to the coming months and years as we work toward becoming a leading innovator in the world of digital marketing."

## **Other Updates**

UPI also confirmed today certain previous issuances of common shares whereby the Company had issued a total of 362,816 common shares with an aggregate value of \$84,750.08 to Agora Internet Relations Corp. ("**Agora**") for advertisement impression services. The breakdown of issuances are as follows:

- On December 10, 2020, the Company issued 60,536 common shares at a price of \$0.28 per common share to Agora.
- On February 26, 2021, the Company issued 30,818 common shares at a price of \$0.55 per common share to Agora.
- On November 19, 2021, the Company issued 71,428 common shares at a price of \$0.21 per common share to Agora.
- On November 19, 2021, the Company issued 57,692 common shares at a price of \$0.26 per common share to Agora.
- On January 5, 2022, the Company issued 7,500 common shares at a price of \$0.26 per common share to Agora.
- On January 5, 2022, the Company issued 9,286 common shares at a price of \$0.21 per common share to Agora.
- On January 5, 2022, the Company issued 125,556 common shares at a price of \$0.135 per common share to Agora.

## **About Universal PropTech Inc.**

Universal PropTech Inc. (TSXV: UPI.H) is a TSXV listed company focused on evaluating acquisition opportunities in order to enhance shareholder value.

## **About Xemoto Media Ltd.**

Xemoto is an influencer marketing platform focused on helping publicly traded companies and businesses in highly regulated and complex industries better connect with customers. Its proprietary digital technology is uniquely designed to engage investor, business-to-business, and business-to-consumer audiences.

Xemoto's easy-to-navigate automated platform, data-driven insights and commitment to agility ensures that clients can not only execute campaigns quickly but evaluate results efficiently through real-time insights into campaign performance.

Xemoto uses best practices to create brand-safe content with compliance-savvy creators to deliver a strong return on investment for its customers.

Learn more at: [www.xemotomedia.com](http://www.xemotomedia.com), [LinkedIn](#), [Instagram](#), [TikTok](#), and [Twitter](#).

## **UPI Contact:**

Jeff Berman  
President and Chief Executive Officer  
[jberman@universalproptech.com](mailto:jberman@universalproptech.com)  
416-777-6170

## **Xemoto Contact:**

Brandon Mina  
Chief Executive Officer  
+1-519-239-6460

*This news release does not constitute an offer to sell or the solicitation of an offer to buy any securities*

*in any jurisdiction. The securities of the Company and Xemoto 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 (as defined in the U.S. Securities Act) unless registered under the U.S. Securities Act and applicable state securities laws unless pursuant to an exemption from such registration.*

## **Forward-Looking Statements**

*Certain information provided in this press release constitutes forward-looking statements and information within the meaning of applicable securities laws. Forward-looking information typically contains statements with words such as "anticipate", "believe", "forecast", "expect", "plan", "intend", "estimate", "propose", "project", or similar words suggesting future outcomes. The Company cautions readers and prospective investors in the Company's securities not to place undue reliance on forward-looking information as, by its nature, it is based on current expectations regarding future events that involve a number of assumptions, inherent risks and uncertainties, which could cause actual results to differ materially from those anticipated by the Company. In particular, there is no guarantee that the parties will successfully complete the Business Combination. Accordingly, readers should not place undue reliance on forward-looking statements and information, which are qualified in their entirety by this cautionary statement. Neither Xemoto or UPI undertakes any obligation to release publicly any revisions for updating any voluntary forward-looking statements, except as required by applicable securities law.*

*Neither the TSXV, its Regulation Services Provider (as that term is defined in the policies of the Exchange) nor the CSE accepts responsibility for the adequacy or accuracy of this release. No stock exchange, securities commission or other regulatory authority has approved or disapproved the information contained herein.*



To view the source version of this press release, please visit  
<https://www.newsfilecorp.com/release/212305>