

Marble Financial Announces Non-Brokered Private Placement and First Tranche

Vancouver, British Columbia--(Newsfile Corp. - November 8, 2022) - Marble Financial Inc. (CSE: MRBL) (OTC PINK: MRBLF) (FSE: 2V0) ("Marble" or the "Company"), an AI-driven financial technology company, is pleased to announce that it intends to conduct a non-brokered private placement of up to 28,571,429 units of the Company (each a "**Unit**") at a price of \$0.07 per Unit for aggregate gross proceeds of up to \$2,000,000 (the "**Proposed Offering**"). Each Unit will be comprised of one common share of the Company (each a "**Common Share**") and one-half Common Share purchase warrant, with each full warrant (each a "**Warrant**") entitling the holder thereof to acquire one Common Share at a price of \$0.11 per Common Share for a period of 24 months from the closing date of the Proposed Offering. The Units (including the underlying securities) will be subject to a hold period of four months plus one day following the closing of the Proposed Offering.

The Proposed Offering will be closed in multiple tranches. The Company has received commitments for a first tranche closing (the "**First Tranche**") of an aggregate of 19,586,439 Units at a price of \$0.07 per Unit for an aggregate subscription amount of \$1,371,051.

In connection with the Proposed Offering, the Company may pay certain finder's fees, subject to compliance with applicable securities laws and the rules and regulations of the Canadian Stock Exchange ("**CSE**"). Any net cash proceeds to be received by the Company from the Proposed Offering are intended to be used for general working capital and corporate purposes.

In connection with the First Tranche, an aggregate of \$542,167 will be settled through the exchange of currently outstanding convertible debentures plus interest thereon, of which \$325,300 is held by insiders. In total, insiders of the Company will subscribe for an aggregate of \$760,321 (10,861,728 Units), representing approximately 55% of the total number of Units issued under the First Tranche. The portion of such participation by the insiders constitutes a "related party transaction" within the meaning of the policies of the CSE and Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). The Company is relying upon the exemptions from the formal valuation and minority shareholder approval requirements pursuant to sections 5.5(a) and (b), and 5.7(1) (a), respectively, of MI 61-101 on the basis that neither the fair market value of the subject matter of, nor the fair market value of the consideration for, the transaction insofar as it involves interested parties (within the meaning of MI 61-101) in the Proposed Offering exceeds 25% of the Company's market capitalization calculated in accordance with MI 61-101, and on the basis that no securities of the Company are listed or quoted on certain exchanges or markets as specified in MI 61-101.

The securities have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "**1933 Act**"), or any state securities laws and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the 1933 Act), except pursuant to an exemption from the registration requirements of those laws. This press release shall not constitute an offer to sell or the solicitation of an offer to buy securities in the United States, or for the account or benefit of U.S. persons (as such term is defined in Regulation S under the 1933 Act).

About Marble Financial Inc. (CSE: MRBL) (OTC PINK: MRBLF) (FSE: 2V0):

Marble is a leading provider of software-as-a-service (SaaS) solutions that empower businesses to acquire, monitor and rehabilitate consumers using data-driven technology - enabling smarter marketing ROI for partners seeking increased conversion rates. Utilizing Marble's proprietary and proven data-driven technology platforms, Inverite, Accumulate.ai and MyMarble, businesses and consumers are empowered in real-time having access to a 360 financial profile that includes credit and banking data. Marble leverages machine learning and open-banking strategies to put the power of financial data into

the hands of businesses and consumers, promoting more robust relationships and higher intent toward future engagements.

For further information about Marble Financial, please visit: myanmarble.ca

Mike Marrandino, Executive Chairman

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NEITHER THE CANADIAN SECURITIES EXCHANGE NOR ITS REGULATIONS SERVICES PROVIDER HAVE REVIEWED OR ACCEPT RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.

Caution Regarding Forward-Looking Information

This release contains forward-looking statements. Forward-looking statements, including with respect to the Company's intention or ability to complete the Proposed Offering, the timing of closing the Proposed Offering and the intended use of proceeds from the Proposed Offering Forward-looking statements, without limitation, may contain the words beliefs, expects, anticipates, estimates, intends, plans, or similar expressions. Forward-looking statements do not guarantee future performance. They involve risks, uncertainties and assumptions and actual results could differ materially from those anticipated. Forward looking statements are based on the opinions and estimates of management at the date the statements are made and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. Except for historical facts, the statements in this news release, as well as oral statements or other written statements made or to be made by Marble, are forward-looking and involve risks and uncertainties. The forward-looking information included in this release is expressly qualified in its entirety by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking information. The Company undertakes no obligation to update these forward-looking statements, other than as required by applicable law.

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