## Solvbl Solutions Inc. (Formerly Stowe One Investment Corp.) and Agile Blockchain Corp. Announce Closing of Business Combination and Filing of a Non-Offering Final Prospectus

Toronto, Ontario--(Newsfile Corp. - February 18, 2021) - Solvbl Solutions Inc. (formerly Stowe One Investment Corp.) ("**SoLVBL**" or the "**Company**") and Agile Blockchain Corp. ("**Agile**") are pleased to announce the completion of their previously-announced business combination which resulted in the reverse take-over of SoLVBL by Agile (the "**Transaction**"). As a result of the Transaction, SoLVBL now carries on the business of Agile. The Company is also pleased to announce that it has publicly filed, and been receipted for, a non-offering final prospectus dated February 10, 2021 (the "**Prospectus**") in connection with the listing of its common shares (the "**Common Shares**") on the Canadian Stock Exchange ("**CSE**").

The Company has received conditional approval from the CSE to list its Common Shares on the CSE. Listing remains subject to SoLVBL fulfilling customary CSE requirements. Trading in the Common Shares is expected to commence under the ticker symbol "SOLV" on or about February 23, 2021 following the issuance by the CSE of its final bulletin in respect of the listing.

## **Transaction**

Immediately prior to the completion of the Transaction, Stowe One Investment Corp.: (a) filed articles of amendment to change its name from "Stowe One Investment Corp." to "Solvbl Solutions Inc."; and (b) consolidated its share capital on the basis of one post-consolidation Common Share for each 2.1428571 pre-consolidation Common Shares.

Under the terms of an amalgamation agreement between the Stowe One Investments Corp. (now SoLVBL), Agile and 1191212 BC Ltd., a wholly-owned subsidiary of the Company ("**Subco**"), dated effective December 21, 2018, as amended and restated effective August 14, 2020, the Transaction was completed by way of a three cornered amalgamation under the laws of British Columbia whereby Subco merged with and into Agile to form an amalgamated entity, named "1191212 BC Ltd.". On closing of the Transaction, the amalgamated "1191212 BC Ltd." became a wholly-owned subsidiary of SoLVBL and the shareholders of Agile were issued one Common Share in exchange for every one Agile common share held immediately prior to the completion of the Transaction. In addition, each outstanding option to purchase Agile common shares was exchanged for the equivalent number of options to purchase Common Shares on the same terms and conditions as the original security. For additional information regarding the Transaction, please see the Company's news releases dated February 20, 2019 and the Prospectus, copies of which are available on the Company's SEDAR profile at <u>www.sedar.com</u>.

Following the completion of the Transaction, SoLVBL has 80,836,397 Common Shares issued and outstanding, approximately 4.2% of which are held by the prior shareholders of Stowe One Investments Corp. and approximately 95.8% of which are held by the former shareholders of Agile.

In connection with the completion of the Transaction, all directors and officers of the Company resigned and were replaced by nominees of Agile, as follows: (a) Raymond Pomroy - Chief Executive Officer and Corporate Secretary; (b) Khurram Qureshi - Chief Executive Officer; (c) Vikas Gupta - Director; (d) Musabbir Chowdhury- Director; (e) Brenda Brown - Director; and (f) Alan Rootenberg - Director.

In connection with the closing of the Transaction, SoLVBL's newly appointed board of directors approved the appointment of MNP LLP as auditor of the Company and accepted the resignation of D&H Group LLP. D&H Group LLP resigned as auditor at SoLVBL's request and there were no reservations

or modified opinions on any of the Company's financial statements since MNP LLP was appointed as auditor of the Company, nor, in the opinion of the Company, were there any "reportable events" as defined in National Instrument 51-102 during such period.

Additional information in respect of the Company's business, including its management and board of directors (described below), is available on the Company's SEDAR profile at <u>www.sedar.com</u>.

## Management and the Board of Directors of SoLVBL

<u>Raymond Pomroy, CEO</u> - Raymond is an international manager who has exceptional experience in business management and supply chain management primarily in the UK, Holland, Canada and the US. Prior to joining SoLVBL, Raymond had been working in a multinational consumer goods company for 30 years, and managed all elements of the supply chain, including USD\$2.8 billion in product supply, six factories in North America, over 2,000 employees. He is experienced in supply chain strategy development, global supply, organizational redesign and implementation of restructuring, contract negotiations, and cost reduction activities. Raymond holds a Bachelor of Science and Diploma in Industrial Studies from Loughborough University (UK).

<u>Khurram Qureshi (CA & CPA), CFO</u> - Khurram brings over 22 years' experience in the field of accounting and corporate finance. Khurram qualified as a Chartered Accountant in 1990 and has held senior positions with several small- to medium-sized public companies. He has been a key member on several merger and acquisition teams.

<u>Vikas Gupta, Chairman of the Board and Director</u> - Vikas is a seasoned executive and has a strong track record with private and public companies. He is well versed in gamification, digital distribution, video games, interactive entertainment and content. Additionally, he has also built expertise in financings, the creation of unique revenue models, the monetization of complex technologies, leadership, and overall growth.

<u>Musabbir Chowdhury (PhD), Director</u> - Musabbir is an engineer and a business, education and technology consultant with over 20 years of IT achievements. Musabbir is the Dean of Business and Information Technology at Fleming College, and was, until November 2019, the director of Pi Lab, a technology innovation centre and a Professor at the Niagara College School of Business. Previously, he was COO for C2H Media Inc., an educational and web technology consulting and service provider for educational institutions and businesses. Musabbir was also Vice President Academic of Portage College in Alberta.

<u>Brenda Brown (MBA, ICD.D), Director</u> - Brenda is the former Senior VP of Global Talent Management at Compass Group PLC and has over twenty-five years of business experience in all aspects of Human Resource management in both union and non-union environments. As a member of the executive management team at Compass Group PLC, Brenda was involved in key strategic business decisions and was responsible for the development of employee programs, corporate culture development and assisting in ensuring the success of the corporate vision.

<u>Alan Rootenberg (CPA), Director</u> - Alan Rootenberg is a chartered professional accountant who has served as the Chief Financial Officer of a number of publicly traded companies listed on the Toronto Stock Exchange, TSX Venture Exchange, over-the-counter bulletin board and CSE. These companies include mineral exploration, mining, technology and cannabis companies. Alan has a Bachelor of Commerce degree from the University of the Witwatersrand in Johannesburg, South Africa and received his CPA designation in Ontario, Canada.

## **Prospectus Filing**

In order to comply with Policy 2 - *Qualifications for Listing* of the CSE and meet one of the eligibility requirements for the listing of the Common Shares on the CSE, the Company publicly filed, and was receipted for, the Prospectus dated February 10, 2021.

On February 9, 2021, the Company received conditional approval from the CSE to list its Common Shares on the CSE. Listing remains subject to SoLVBL fulfilling customary CSE requirements. Trading in the Common Shares is expected to commence under the ticker symbol "SOLV" on or about February 23, 2021 following the issuance by the CSE of its final bulletin in respect of the listing.

## Information Concerning SoLVBL

SoLVBL's mission is to empower better, faster decisions by developing a universal standard for establishing digital record authenticity. The Company's lead product, Q by SoLVBL<sup>TM</sup>, is designed to be easy to use and adopt, economically priced and lightning fast. Q by SoLVBL<sup>TM</sup> allows organizations to establish trust in their data and initially will target the following verticals: chain of custody for digital evidence, including Next Generation 911, data used in financial and medical applications and critical loT infrastructure.

## Additional Information

Investors are cautioned that, except as disclosed in the Prospectus, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of SoLVBL should be considered highly speculative. The CSE has in no way passed upon the merits of the Transaction and has neither approved nor disapproved the contents of this press release.

This press release is not an offer of the securities for sale in the United States. The securities may not be offered or sold in the United States absent registration or an available exemption from the registration requirements of the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**") and applicable U.S. state securities laws. SoLVBL will not make any public offering of the securities in the United States. The securities have not been and will not be registered under the U.S. Securities Act.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities, in any jurisdiction in which such offer, solicitation or sale would be unlawful. SoLVBL will provide further details in respect of the CSE listing in due course.

Neither the CSE nor IIROC has reviewed and nor do they accept responsibility for the adequacy or accuracy of this release.

For more information concerning the Company, please refer to the Company's profile on the SEDAR website at <u>www.sedar.com</u>

## For further information please contact:

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## Forward Looking Information

This press release contains forward-looking statements and forward-looking information within the meaning of applicable securities laws. The use of any of the words "expect", "anticipate", "continue", "estimate", "objective", "ongoing", "may", "will", "project", "should", "believe", "plans", "intends" and similar expressions are intended to identify forward-looking statements or information. Forward-looking statements and information in this press release includes, but is not limited to, the listing of Common Shares on the CSE, the go-forward leadership team of the Company, the ability of the Company to successfully achieve business objectives, including the implementation and success of Q by SoLVBL<sup>TM</sup>, and expectations for other economic, business, and/or competitive factors. Although

the Company believes that the expectations and assumptions on which the forward-looking statements and information are based are reasonable, undue reliance should not be placed on the forward-looking statements and information because the Company cannot give any assurance that they will prove to be correct. Since forward-looking statements and information address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results and developments may differ materially from those that are currently contemplated by these statements depending on, among other things, the risk that the Company may not obtain final CSE listing approval; that the SoLVBL Common Shares may not be listed on the CSE; changes in general economic, business and political conditions, including changes in the financial markets; difficulties finalizing, implementing and marketing Q by SoLVBL<sup>TM</sup>; changes in applicable laws; and compliance with extensive government regulation. The Company cautions that the foregoing list of risks and uncertainties is not exhaustive.

The forward-looking statements and information contained in this press release are made as of the date hereof and the Company undertake no obligation to update publicly or revise any forward-looking statement or information, whether as a result of newinformation, future events or otherwise, unless so required by applicable securities laws.

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