

SoLVBL Solutions Inc. Announces Closing of Its Acquisition of Darkhorse Films Limited

Toronto, Ontario--(Newsfile Corp. - October 26, 2022) - SoLVBL Solutions Inc. (CSE: SOLV) (OTCQB: SOLBF) ("**SoLVBL**" or the "**Company**"), an innovative cybersecurity company that provides immutable data authentication using advanced cryptography on a SaaS based model, is pleased to announce the closing (the "**Closing**") of the previously announced share purchase agreement ("**SPA**") in connection with the acquisition of Darkhorse Films Limited ("**Darkhorse**"). Darkhorse is a United Kingdom registered blockchain powered digital entertainment & e-commerce business.

Pursuant to the terms of the SPA, the Company has acquired all the issued and outstanding shares of Darkhorse, in an arm's-length transaction. On Closing, the vendors of Darkhorse will hold 115,384,615 SoLVBL common shares. Darkhorse will continue to operate under the existing Darkhorse Films brand, and ensure the quality and continuity of service that it has delivered to date.

The total purchase price is \$10,150,000 million (Ten Million One Hundred & Fifty Thousand Dollars). \$150,000 of the total purchase price will be paid upon the Company raising at least \$500,000 in a private placement, and 25% of the balance of the purchase price will be settled in cash (the "**Cash Balance**") and 75% in restricted shares of SoLVBL. The Cash Balance will be payable in tranches and only once certain operational and financing milestones have been met, which include the Company completing an aggregate financing of \$10 million within 24 months of the closing of the Transaction.

The Cash Balance is payable as follows:

\$1 million payable to the vendors of Darkhorse, if the Company raises at least \$4 million in private placement financing within 12 months from the Closing, and an additional \$1.5 million is payable if the Company raises an additional \$6 million of private placement financing within 24 months of Closing.

No finder's fees are payable in connection with this acquisition of Darkhorse.

All shares issued to Darkhorse shareholders in connection with the transaction are subject to an escrow of a minimum of one (1) year and are subject to voting trust agreements typical for these types of transactions. The escrow conditions for the shares will include their release based on the Company meeting certain financing milestones.

The post transaction consolidated statements of SoLVBL and its subsidiaries will include the assets and liabilities of Darkhorse which, at June 30, 2022 comprise total assets of \$145,862, total liabilities of \$129,248 and a contributed surplus of \$1,478,830.

Musabbir Chowdhury will be stepping down as a director of SoLVBL, and current Darkhorse Director and Co-Founder Mr. David van Herwaarde will be joining the board of the Company. In addition, Mr. Terry Stone (the acclaimed, award-winning British actor and movie producer) will be joining SoLVBL as Senior VP of Films.

Kaiser Akbar, President & CEO of SoLVBL stated: *"This acquisition aptly demonstrates our strategy to consolidate compatible businesses under the SoLVBL brand, while simultaneously expanding our global footprint. We also are strategically enhancing our management team across a wider range of digital services, including Film3 production and blockchain powered e-commerce. This inaugural acquisition is a catalyst for the expansion of SoLVBL's business into other verticals."*

Terry Stone, SVP of Films at SoLVBL commented: *"Darkhorse is only one of a handful of digital businesses that can bring a blockbuster script to market and produce, deploy and monetise the business via blockchain driven e-commerce. We aim to leverage our film making success, deploy*

capital into various Film3 projects and in the coming weeks we aim to launch a blockchain powered digital marketplace and a highly scalable fan engagement platform. SoLVBL's robust technology platform allows us to protect our Intellectual Property assets and content in a unique way and thereby broaden our market reach and accelerate our market growth."

About Darkhorse Films Limited:

Darkhorse is both a blockchain powered Business to Business ("B2B") and Direct to Customer ("DTC") movie digital content studio. The company operates and commercializes its business via a highly scalable fully integrated digital Technology Stack. Darkhorse's revenue is generated from movie content distribution and traditional/digital e-commerce underpinned by distributed ledger technology.

The company's e-commerce operations include a digital content sales platform, a digital marketplace and a full vertically integrated ecosystem. The company specializes in the deployment of cutting-edge digital assets to the burgeoning movie and television industries and the Next-Gen digital currency enthusiasts. Darkhorse acts as a global gateway where sales of traditional and digital assets take place directly to customers within the company's and its partners' global ecosystems. Darkhorse links and commercialize the traditional and the new forward-thinking consumer with the worlds of film, television, music and digital e-commerce.

SoLVBL Solutions Inc.

SoLVBL is an innovative cybersecurity and data authentication company. The Company's mission is to empower, better, faster decisions by developing a universal standard for establishing digital record authenticity. Q by SoLVBL™, is a proprietary technology platform of the Company, designed to be easy to use and adopt, economically priced and provide digital record authentication at very high speed. Q by SoLVBL™ allows organizations to establish trust in their data. The Company is currently pursuing the following verticals: chain of custody for digital evidence; including, NG-911, data used in the financial sector, medical applications and critical IoT infrastructures.

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The CSE has neither approved nor disapproved the contents of this press release.

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