## Aquazoom Signs a Business Combination Agreement with StickIt Ltd.

Vancouver, BC, September 20, 2022 – Aquazoom Hydropower Solutions Inc. ("AQZ" or the "Company") is pleased to announce that it has entered into a business combination agreement (the "Agreement") with StickIt Ltd., an Israeli private company ("StickIt"). Pursuant to the Agreement, the Company and StickIt have agreed to a proposed arm's length acquisition (the "Transaction") by the Company of 100% of the issued and outstanding securities of StickIt in exchange for the issuance of securities of the Company. The Transaction is intended to constitute the Company's Reverse Take-Over. On closing of the Transaction, the business of the Company will be the business of StickIt. The Company will seek shareholder approval for special matters in connection with the Transaction, to the extent required by applicable law or as deemed advisable by the parties.

## About StickIt

StickIt is a private technology company incorporate under the corporate law of State of Israel. Stickit is a developer of "Cannabis Sticks", a device that resembles a toothpick in shape, and allows it to be easily inserted into any combustion smoking device in the form of a cigarette. StickIt's flagship product, "Extra C" – CBD Stick, is free of THC component and its main goal is to assist with pain relief, increase ability to focus, improve of quality of sleep and other conditions. Currently this product is marketed on 20 online trade platforms, as well as through numerous retail marketers in many countries, including Great Britain, France, Switzerland, Spain, Slovakia, Uruguay and Romania. StickIt is in in the process of obtaining a sales permit in additional countries, including United States of America.

Stick-It was established in 2019 with the goal of producing revolutionary "Cannabis Sticks", designed to be inserted into different types of cigarettes. The stick consists of a sophisticated formula of an extract of source combustibles and cannabis components ("the green plant") and not oil derivatives. The material is assimilated in the burning of the cigarette, saving the cumbersome need for rolling that is currently done by joints and allowing the user to consume a higher percentage of the active material.

StickIt's technology is registered and protected by international patent and patent applications. It allows StickIt to maintain an attractive price for the consumers while providing a consistently high quality user experience by determining the exact dosage of the active ingredients and using a variety of flavors (whisky, chocolate, chewing gum).

*Dr. Asher Holzer, founder of the startup StickIt:* "StickIt entered the global cannabis market in an amazing way, which I have not seen before in the 30 years that I have been involved in the worlds of entrepreneurship. We will continue to develop additional products in the company that will have an impact on the entire industry, an industry worth 80 billion dollar a year."

*Eli Ben-Harosh, CEO & co founder of StickIt:* "The ground-breaking RTO in Canada is just the first step that became possible thanks to the trust of our investors and support by our clients. It is exciting to see growing demand for investments in our company and we are happy to allow investors grow with us. The technology we have developed for the production of the cannabis sticks is one of the most innovative in this field and we hope to lead the Israeli high-tech industry and attract more investors to join us."

## Summary of Transaction

Pursuant to the Agreement the Transaction is expected to be contemplated by a three-cornered amalgamation, where Aquazoom's wholly owned Israeli subsidiary incorporated solely for the purpose of the Transaction, is expected to amalgamate with StickIt.

Each holder (each a " Sticklt Shareholder") of common shares in the capital of Sticklt (each a "Sticklt Share"), other than a Sticklt Shareholder who exercised Dissent Rights (as defined in the Israeli Companies Law) will receive 252.0695 (two hundred fifty two and six hundred ninety five thousands) shares in the capital of the Company (each a "Resulting Issuer Share") in exchange for each Sticklt Share held by such Sticklt Shareholder, resulting in the Company issuing up to an aggregate of 221,819,130 Resulting Issuer's Shares (which will represent approximately 93.90% of the issued and outstanding Resulting Issuer Shares, without taking into consideration any concurrent financing). Additionally, the holders of common share purchase warrants and stock options of Sticklt will be entitled to receive Resulting Issuer Shares, instead of Sticklt Shares, on the exercise of their warrants and options respectively.

The Transaction is conditional on, among other things, the Company receiving an independent valuation of Stickit at or above \$50,000,000.00 (fifty million dollars) and the Company completing one or more private placement(s) (collectively, the "Concurrent Financings") for gross proceeds of an aggregate of CA\$3,000,000, all upon the terms and conditions as may be approved by StickIt and the Company in writing. The aggregate proceeds (less any fees payable) raised under the Concurrent Financing will become available to the Resulting Issuer upon completion of the Transaction. Further terms regarding the Concurrent Financing will be announced in a subsequent press release.

Unless the parties agree otherwise, the Agreement will terminate if, among other things, the Transaction did not complete by March 31, 2023.

The Company expects, concurrently with completion of the Transactions, to seek listing on The Canadian Securities Exchange as a technology issuer.

There can be no assurance that the Transaction will be completed on the terms proposed above or at all.

For further information on the Company, please contact:

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For further information on StickIt, please contact: Eli Ben-Haroosh, CEO Email: <u>eli@stickit-labs.com</u> Telephone number: 972-51-565-2355 NO REGULATORY AUTHORITY HAS APPROVED OR DISAPPROVED THE INFORMATION CONTAINED IN THIS NEWS RELEASE.

INFORMATION CONCERNING STICKIT HAS BEEN PROVIDED TO THE COMPANY BY STICKIT FOR INCLUSION IN THIS PRESS RELEASE.

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## Caution Concerning Forward-Looking Information

The information in this news release includes certain information and statements about management's view of future events, expectations, plans and prospects that constitute forward looking statements. These statements are based upon assumptions that are subject to significant risks and uncertainties. Forward looking statements in this news release include, but are not limited to: the closing of the Transaction, Concurrent Financings, and related transactions; the expected terms and structure of the Concurrent Financings, including the expected fees payable to any agents and/or eligible finders; the expected or anticipated benefits of the Transaction, including the proposed business of the Company after completion of the Transaction. Because of these risks and uncertainties and as a result of a variety of factors, including with respect to the closing of the Transaction and related transactions, the timing and receipt of all applicable regulatory, corporate, shareholder and third party approvals, the anticipated benefits from the Transaction and the satisfaction of other conditions to closing the Transaction, the actual results, expectations, achievements or performance may differ materially from those anticipated and indicated by these forward-looking statements. Although the Company believes that the expectations reflected in forward looking statements are reasonable, it can give no assurances that the expectations of any forward-looking statement will prove to be correct. Except as required by law, the Company disclaims any intention and assumes no obligation to update or revise any forward looking statements to reflect actual results, whether as a result of new information, future events, changes in assumptions, changes in factors affecting such forward looking statements or otherwise.