



Vertiqal Studios Finalizes Offbeat Acquisition, Updates Acquisition Strategy and Announces Results of Annual and Special Meeting

TORONTO, ON / June 5, 2025 / Vertiqal Studios Corp. (TSX:VRTS) (OTCQB:VERTF) (FSE: 9PY0) (the “**Company**” or “**Vertiqal**”) — Vertiqal, the digital media company behind one of the world’s largest networks of Gen Z and Millennial-facing social channels, today announced the completion of the final payment related to its acquisition of digital media assets from Offbeat Media Group (“**Offbeat**”), first announced in December 19, 2023. With the final payment to Offbeat with respect to a promissory note issued to Offbeat, all payment obligations have now been satisfied and the acquisition is now fully completed, demonstrating Vertiqal’s strength and reliability as an acquirer and operator.

The Offbeat acquisition has expanded Vertiqal’s digital footprint and proven highly accretive, accelerating the Company’s leadership in short-form video, creator-driven programming, and AI-enabled content production across TikTok, Instagram, and especially Snapchat Discover, providing innovative and effective solutions for brands looking to reach the unreachable young audiences. Since joining Vertiqal’s portfolio, Offbeat’s assets have experienced significant growth in both reach and monetization, bolstered by the Company’s robust operational infrastructure and data-driven optimization.

Continued M&A Focus: Building the Industry’s Leading Network

With this latest milestone, Vertiqal further reinforces its position as an active, growth-focused acquirer in the digital media landscape. The Company is always in-market seeking opportunities to expand its massive network of owned and operated (O&O) digital properties, as well as to add innovative technology solutions, including proprietary AI tools that optimize content creation, distribution, and advertising outcomes for both our channels and brand partners.

Vertiqal’s strategic vision is to create the leading digital network for Gen Z and Millennial audiences, integrating culturally resonant media brands and cutting-edge technologies that enable scalable, always-on content solutions. As part of the buy-and-build strategy, the Company is targeting acquisitions that bring not only top-tier media assets but also unique technology, data, and automation capabilities that strengthen its ability to deliver best-in-class branded content and audience engagement at scale.

“We remain relentlessly focused on expanding our portfolio, both through accretive acquisitions of media assets and the integration of tech-driven solutions like AI content generation, real-time analytics, and automated distribution,” said Max Desmarais, President of Vertiqal. “Our strong track record as a transparent, founder-friendly acquirer should give confidence to any entrepreneur or operator considering their next chapter. We are actively seeking new opportunities and encourage interested companies and founders to connect.”



Proven Integration and Hands-On Growth

“As COO overseeing both post-merger integration and Vertical’s programmatic and Snapchat Discover operations, I’ve seen firsthand how seamlessly Offbeat’s assets have been onboarded and scaled within our network,” added Tyler Wells, COO of Vertical. “Our approach combines personalized founder support with a proven playbook for driving revenue and audience growth. By harnessing our proprietary AI and data platforms, we offer a differentiated environment for brands and media companies seeking scalable, tech-enabled solutions. Vertical is committed to building the future of digital media—one acquisition at a time.”

“Working with Vertical on the Offbeat acquisition was a smooth and professional experience from start to finish. We wrapped up the seller’s note this week, and they handled the entire transition with care. I’d definitely recommend them to any entrepreneur thinking about selling their business,” said Bailey Grady, Co-Founder and COO of Offbeat.

Looking Ahead

With the successful completion of the final Offbeat payment, Vertical is in a position to seek its next wave of acquisitions, targeting digital media brands, content studios, technology providers, and AI solutions that can expand our capabilities and extend our leadership in short-form, social-first content.

Annual and Special Meeting Results

The Company is also pleased to announce the results of its annual and special meeting of shareholders (the “**Meeting**”) held yesterday.

All matters presented for approval at the Meeting were duly authorized and approved, as follows:

1. Each of the following nominees were elected as a director of the Company. The results of the common shares voted in person or by proxy in respect of the election of each director are as follows:

<u>Nominee</u>	<u>Votes For</u>	<u>Votes Withheld</u>
Jonathan Dwyer	115,273,796 (99.93%)	78,459 (0.07%)
Razvan Romanescu	115,271,045 (99.92%)	81,211 (0.08%)
Matt Berger	115,344,665 (99.99%)	7,590 (0.01%)
Aaron Reitkopf	115,343,802 (99.99%)	8,453 (0.01%)
Kevin Moriarty	114,628,299 (99.37%)	723,956 (0.63%)
Kevin Cooper	115,347,050 (99.99%)	5,205 (0.01%)
Trevor Aune	115,346,637	5,618



	(99.99%)	(0.01%)
Lance Klima	115,343,441 (99.99%)	8,814 (0.01%)
PJ Bujouves	115,344,603 (99.99%)	7,652 (0.01%)

2. The appointment of MNP LLP as the auditors of the Company until the next annual meeting of shareholders and the board of directors were authorized to fix the remuneration of the auditor, with the following results:

<u>Number of Shares</u>	
<u>For</u>	<u>Withheld/Abstain</u>
115,273,295 (99.93%)	78,961 (0.07%)

3. The approval of the ordinary resolution by disinterested shareholders authorizing the issuance of common shares of the Company that may be issued to various convertible debenture holders and insiders on the conversion of all or some of the principal and accrued interest of certain of the Company's convertible debentures as more particularly described in the management information circular of the Company, with the following results:

<u>Number of Shares</u>	
<u>For</u>	<u>Against</u>
95,271,127* (99.91%)	80,280 (0.09%)

*Excluding 22,000,848 votes held by interested parties.

Further details on the above matters, including the report of voting results thereon, are available on under the Company's profile on SEDAR+ at www.sedarplus.ca.

About Vertical

Vertical, owners of North America's largest gaming and lifestyle network on social media, is a leading digital-channel network and video-production studio. The company specializes in the creation and distribution of viral videos for brands and advertisers to create always-on digital strategies that live authentically in Gen Z and Millennial culture. Vertical partners with leading brands to develop strategic solutions, creative ideation, and content production, while also providing distribution and amplification through its Owned & Operated channels — all delivered with boutique, white-glove service. Its expertise lies with managing over 130 channels across



TikTok, Instagram, and Snapchat, while producing over 100+ pieces of content a day for a growing audience of 52 million-plus followers. For more information and to join our email subscriber list for direct press releases and newsletters, visit <https://vertiqalstudios.com/>.

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Forward Looking Information

This news release contains forward-looking statements and forward-looking information within the meaning of applicable securities laws. These statements relate to future events, potential future acquisitions or future performance of the Company. All statements other than statements of historical fact may be forward-looking statements or information. The forward-looking statements and information are based on certain key expectations and assumptions made by management of the Company. Although management of the Company believes that the expectations and assumptions on which such forward-looking statements and information are based are reasonable, undue reliance should not be placed on the forward-looking statements and information since no assurance can be given that they will prove to be correct.

Forward-looking statements and information are provided for the purpose of providing information about the current expectations and plans of management of the Company relating to the future. Readers are cautioned that reliance on such statements and information may not be appropriate for other purposes, such as making investment decisions. Since forward-looking statements and information address future events and conditions, by their very nature, they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks. Accordingly, readers should not place undue reliance on the forward-looking statements and information contained in this news release.

The forward-looking statements and information contained in this news release are made as of the date hereof and no undertaking is given to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws. The forward-looking statements or information contained in this news release are expressly qualified by this cautionary statement.