

Banxa Holdings Securityholders Overwhelmingly Approve Previously Announced Plan of Arrangement with OSL Group

Toronto, Ontario--(Newsfile Corp. - August 28, 2025) - Banxa Holdings Inc. (TSXV: BNXA) (OTCQX: BNXAF) (FSE: AC00) ("**Banxa**" or the "**Company**"), a leading infrastructure provider for enabling embedded crypto within payment platforms, is pleased to announce the results of the annual general and special meeting of securityholders held on August 28, 2025 (the "**Meeting**"). In addition to approvals obtained relating to annual general business, securityholders of the Company overwhelmingly approved the previously announced plan of arrangement (the "**Arrangement**") among the Company, OSL Group Limited and OSL BNXA Acquisition Inc. (the "**Purchaser**"), pursuant to which the Purchaser will acquire all of the issued and outstanding common shares of the Company ("**Shares**") for cash consideration of C\$1.55 per Share.

An aggregate of 26,772,184 votes were cast at the Meeting with respect to the resolution approving the Arrangement (the "**Arrangement Resolution**"), of which 25,786,627 votes were cast in favour of the Arrangement Resolution, representing approximately 98.33% of the total votes cast. Accordingly, the Arrangement Resolution was duly approved by the requisite threshold of votes, being: (i) at least two-thirds (66⅔%) of the votes cast at the Meeting in person or by proxy by holders of Shares; and (ii) at least two-thirds (66⅔%) of the votes cast at the Meeting in person or by proxy by the holders of Shares and the holders of common share purchase warrants and stock options of the Company, voting together as members of a single class. Shareholders of the Company also overwhelmingly approved all other annual general items of business at the Meeting, including, without limitation, the election of directors and the appointment of the auditor, in each case, for the financial years of the Company ended June 30, 2024 and 2023.

Completion of the Arrangement remains subject to, among other things: (i) the receipt of the final order of the Supreme Court of British Columbia in connection with the Arrangement; (ii) the final acceptance of the TSX Venture Exchange; (iii) the receipt of certain required corporate and regulatory approvals and consents; and (iv) the satisfaction or waiver of certain additional conditions described in the management information circular of the Company dated July 25, 2025 (the "**Circular**"), which is available on the Company's SEDAR+ profile at <http://www.sedarplus.ca>. Subject to the satisfaction or waiver of such closing conditions, it is anticipated that the Arrangement will be completed in calendar Q4 2025 or Q1 2026. Further information on the Arrangement can be found in the Circular.

About Banxa Holdings Inc.

Banxa is the leading infrastructure provider for enabling embedded crypto - empowering businesses to embed crypto seamlessly into their existing platforms and unlocking new opportunities in the rapidly evolving crypto economy. Through an extensive and growing network of global and local payment solutions and regulatory licenses, Banxa helps businesses provide seamless integration of crypto and fiat for global audiences with lower fees and higher conversion rates. Headquartered in the USA, Europe, and Asia-Pacific, the Banxa team is building for a world where global commerce is run on digital assets. For further information visit www.banxa.com.

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Forward-Looking Information

This news release contains "forward-looking information" within the meaning of applicable securities laws. Forward-looking information may be identified by statements including words such as: "anticipate," "intend," "plan," "budget," "believe," "project," "estimate," "expect," "scheduled," "forecast," "strategy," "future," "likely," "may," "to be," "could," "would," "should," "will" and similar references to future periods or the negative or comparable terminology, as well as terms usually used in the future and the conditional. Statements including forward-looking information may include, without limitation, statements regarding the Arrangement and the conditions to the completion thereof (including the anticipated timing for the completion thereof), and other statements that are not material facts. Forward-looking information is based on assumptions that may prove to be incorrect, including but not limited to, that the Company will receive, in a timely manner and on satisfactory terms, the necessary court and regulatory approvals, and otherwise be able to satisfy, in a timely manner, all outstanding conditions to the completion of the Arrangement. The Company considers these assumptions to be reasonable in the circumstances. However, there can be no assurance that such assumptions will reflect the actual outcome of such items or factors. By its nature, forward-looking information involves known and unknown risks, uncertainties, changes in circumstances and other factors that are difficult to predict and many of which are outside of the Company's control which may cause actual results to differ materially from any future or potential results expressed or implied by such forward-looking information. Important factors that could cause actual results to differ materially from those indicated in the forward-looking information include, among others: (i) the possibility of adverse reactions or changes in business resulting from the announcement of the Arrangement; (ii) risks relating to the Company's ability to retain and attract key personnel during the interim period leading up to the completion of the Arrangement; (iii) risks related to diverting management's attention from the Company's ongoing business operations; and (iv) other risks inherent to the business carried out by the Company and factors beyond its control which could have a material adverse effect on the Company or its ability to complete the Arrangement. The Company has assumed that the risk factors referred to above will not cause such forward-looking statements and information to differ materially from actual results or events. The reader is cautioned to consider these and other factors, uncertainties and potential events carefully and not to put undue reliance on forward-looking statements. Other than as specifically required by applicable Canadian law, the Company undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made, whether as a result of new information, future events or results, or otherwise.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.



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