

Banxa Provides Update in Connection with Take-Private Transaction

Toronto, Ontario--(Newsfile Corp. - December 17, 2025) - Banxa Holdings Inc. (TSXV: BNXA) (OTC Pink: BNXAF) (FSE: AC00) ("**Banxa**" or the "**Company**"), a leading infrastructure provider for enabling embedded crypto within payment platforms, is pleased to provide an update with respect to the required regulatory approvals and the other conditions precedent to the completion of the Company's previously announced plan of arrangement (the "**Arrangement**") involving OSL Group Limited and OSL BNXA Acquisition Inc. (collectively, the "**OSL Group**").

As of the date hereof, the Company has received: (a) change of control approvals for its money-transmitter licenses in 36 out of 37 designated U.S. states, with the last such approval expected to be received (or waived by the OSL Group) over the coming days; (b) a Declaration of No Objection from the De Nederlandsche Bank in the Netherlands in respect of the change of control; and (c) approval from the Financial Conduct Authority in the United Kingdom in respect of the change of control.

Banxa and the OSL Group are working expeditiously to finalize the satisfaction and/or waiver (where permitted) of the remaining conditions precedent to the completion of the Arrangement. As the parties work through this process, the Company has opted to extend the outside date for completion of the Arrangement by a further thirty days (i.e. until January 29, 2026), in accordance with the terms of the arrangement agreement dated June 27, 2025 between Banxa and the OSL Group. Subject to the completion of these remaining closing matters, the parties are currently targeting January 2, 2026 as the effective date for the Arrangement.

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 expected timing for receipt of the remaining required regulatory approval and the closing of the Arrangement, as well as 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 regulatory approval, 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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