

## WBMS CAPITAL CORP. ANNOUNCES ARRANGEMENT AGREEMENT

**July 16, 2025** – Vancouver, British Columbia – WBMS Capital Corp. (“**WBMS**” or the “**Company**”) is pleased to announce that it has entered into an arrangement agreement (the “**Arrangement Agreement**”) on July 16, 2025 with its wholly-owned subsidiaries, Eagle Acquisition Corp., Falcon Acquisition Corp., Lion Acquisition Corp., Lynx Acquisition Corp., Mamba Acquisition Corp., Orca Acquisition Corp., Panther Acquisition Corp. and Viper Acquisition Corp. (each a “**Subsidiary**”; collectively, the “**Subsidiaries**”) pursuant to which the parties intend to complete a court approved statutory plan of arrangement under the *Business Corporations Act* (British Columbia) (the “**Plan of Arrangement**”).

Pursuant to the proposed Plan of Arrangement, WBMS will spin-out the common shares it currently holds in the Subsidiaries to its shareholder, with the result that each Subsidiary will be owned directly by the shareholder of WBMS.

Completion of the transactions contemplated by the Arrangement Agreement, including the consummation of the Plan of Arrangement will, among other things, require the unanimous written consent of the sole shareholder of WBMS and the approval of the Supreme Court of British Columbia.

Full details of the Plan of Arrangement will be included in the management information circular of WBMS, which is expected to be distributed to the WBM shareholder in late July 2025. A copy of the Arrangement Agreement and the information circular will be made available on the SEDAR+ profile of WBMS at [www.sedarplus.ca](http://www.sedarplus.ca).

### About WBMS Capital

WBMS is a reporting issuer in the Provinces of British Columbia and Alberta. It has no current business other than evaluating and pursuing opportunities to develop or transact with a high quality operating business.

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### Cautionary Statements

*This news release contains “forward-looking information” within the meaning of applicable securities laws. All statements contained herein that are not clearly historical in nature may constitute forward-looking information. In some cases, forward-looking information can be identified by words or phrases such as “may”, “will”, “expect”, “likely”, “should”, “would”, “plan”, “anticipate”, “intend”, “potential”, “proposed”, “estimate”, “believe” or the negative of these terms, or other similar words, expressions and grammatical variations thereof, or statements that certain events or conditions “may” or “will” happen, or by discussions of strategy. The forward-looking information contained in this press release includes, without limitation, information relating to the proposed Plan of Arrangement and the Company’s future plans, including acquiring or building an operating business. Forward-looking information is based upon certain material assumptions that were applied in drawing a conclusion or making a forecast or projection,*

*including management's perceptions of historical trends, current conditions and expected future developments, as well as other considerations that are believed to be appropriate in the circumstances. Any such forward- looking information is based on information currently available to WBMS and is based on assumptions and analyses made in light of WBMS's experience and perception of historical trends and current conditions. While the Company considers these assumptions to be reasonable based on information currently available to management, there is no assurance that such expectations will prove to be correct. Readers are cautioned that actual results may vary from the forward-looking information, and undue reliance should not be placed on such forward-looking information.*

*By their nature, forward-looking information is subject to inherent risks and uncertainties that may be general or specific and which give rise to the possibility that expectations, forecasts, predictions, projections or conclusions will not prove to be accurate, that assumptions may not be correct and that objectives, strategic goals and priorities will not be achieved. A variety of factors, including known and unknown risks, many of which are beyond our control, could cause actual results to differ materially from the forward-looking information in this news release. Additional risk factors can also be found in WBMS's financial statements and management's discussion and analysis, which are available under WBMS's profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).*

*Unless otherwise indicated, the forward-looking statements in this news release are based on the Company's expectations at the date of this news release. Readers are cautioned to consider these and other factors, uncertainties and potential events carefully and not to put undue reliance on forward-looking information. WBMS undertakes no obligation to update or revise such forward-looking information, whether as a result of new information, estimates or opinions, future events or results or otherwise, except as required by applicable law.*