

# Blockchain Venture Capital Inc. Announces the Closing of Strategic Acquisition of Controlling Interest in LuminusFX Corporation

## (Comments on Recent Market Activity)

Toronto, Ontario--(Newsfile Corp. - July 4, 2025) - Blockchain Venture Capital Inc. (CSE: BVCI) ("BVCI" or the "Company") is pleased to announce the closing of its previously announced acquisition of a 51% controlling interest in LuminusFX Corporation ("LuminusFX") pursuant to a Share Purchase Agreement dated June 1, 2025 (the "LuminusFX Agreement"). The Company initially announced the proposed transaction in a press release dated June 3rd, 2025.

### No Material Change in Market Activity

At the request of CIRO, Blockchain Venture Capital Inc. wishes to confirm that the Company's management is unaware of any material change in the Company's operations that would account for the recent increase in market activity.

### Details of the Acquisition and the Acquired Entity

LuminusFX Corporation was incorporated under the laws of Ontario in mid-April 2025. The acquisition consideration for the 51% controlling interest in LuminusFX totals an aggregate of 1,530,000 common shares of BVCI, representing a total transaction value of approximately CAD \$765,000, based on a deemed price of CAD \$0.50 per BVCI common share. This comprises an initial issuance of 765,000 common shares, with an equal number of 765,000 common shares subject to an earn-out provision contingent upon LuminusFX generating at least CAD \$120,000 in net profit for BVCI within a six-month period following the closing of the merger.

### Basis of Valuation and Operating History of the Business

BVCI's valuation of this acquisition is primarily based on the extensive experience and proven track record of LuminusFX's founders, Xue Ru Bao and Thomas Kwok, and the underlying financial advisory services business that they have operated for over a decade in the foreign currency industry. Our comprehensive due diligence included a thorough review of the founders' financial advisory experience, their solid industry network, and an examination of bank transaction records from the founders' previous business activities prior to the incorporation of LuminusFX, covering the period from January to May 2025. These records provided a clear demonstration of their capabilities and supported the valuation of the business.

The Company's valuation of the entire business, taking into account the founders' track record and future business projections, was approximately CAD \$1.5 million, which the Company considers to be fair and consistent with capital market practices for acquiring ventures. The founders will serve as the key operators of LuminusFX. Following the acquisition, they will be fully dedicated to LuminusFX and will not conduct similar business through another competing entity.

### Planned Activities and Strategic Rationale

BVCI believes this acquisition represents a significant step forward in its broader strategy to build a robust, multi-vertical digital financial ecosystem. The Company intends to fully integrate and leverage LuminusFX's business operations and expertise following the acquisition. This strategic move aims to expand BVCI's presence in global financial services, specifically within the Forex and virtual currency sectors.

Following the acquisition, BVCI plans for LuminusFX to provide a more fulsome range of financial advisory services, including:

- **Crypto & Fiat Advisory (60%):** Providing consultation on foreign currency markets and digital asset integration.
- **Investment Advisory (20%):** Offering guidance on investment strategies.
- **Other Services (20%):** Delivering additional financial and business consulting services tailored to clients' evolving needs.

Based on the founders' historical performance and client network, this integration is expected to create a synergistic environment that bridges traditional financial services with innovative digital solutions.

### **Cash and Liabilities of LuminusFX Corporation (as of June 1, 2025)**

At the time of signing the Share Purchase Agreement, LuminusFX Corporation had not yet generated significant cash reserves as a newly incorporated entity, reflecting its role as the successor vehicle to an ongoing advisory business:

- **Cash on Hand:** Approximately CAD \$0.
- **Liabilities Owed:** Minimal liabilities, approximately CAD \$0, primarily related to initial startup expenses.

### **Forward-Looking Information**

This news release contains "forward-looking information" within the meaning of applicable Canadian securities legislation. Forward-looking information includes, but is not limited to, statements with respect to the expected benefits of the acquisition, the business plans and objectives of the Company and LuminusFX, and the future performance of LuminusFX. Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause actual results, performance, or achievements to differ materially from those expressed or implied by such forward-looking information.

Material factors and assumptions used to develop this forward-looking information include, but are not limited to:

- The continued successful operation and expansion of the founders' business activities.
- The ability to obtain necessary regulatory approvals, licenses, and registrations for the planned services.
- The successful integration of LuminusFX's business with BVCI's technology infrastructure.
- The achievement of targeted transaction volumes and revenue based on market demand and the founders' network.
- The successful and timely issuance and trading of CADT, following all necessary regulatory approvals or reliance on an exemption as applicable under Canadian securities law.

Although the Company has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause results not to be as anticipated, estimated, or intended. There can be no assurance that such information will prove to be accurate. Accordingly, readers should not place undue reliance on forward-looking information. The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws.

**The Canadian Securities Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of this release.**

### **About Blockchain Venture Capital Inc.**

Blockchain Venture Capital Inc. is an Ontario incorporated company registered as a money services business with the Financial Transactions and Reports Analysis Centre of Canada (FINTRAC). It provides

innovative technology infrastructure to participants in the emerging blockchain and distributed ledger technology industry.

Instrumental to BVC's business and growth strategy is **BVC Chain**, a proprietary blockchain platform and distributed ledger system that can operate in both centralized and decentralized environments. BVC Chain also supports **BvcPay**, a mobile application with digital wallet capabilities for point-of-sale and online transactions using Bitcoin, Ethereum, and CADT. **CADT**, BVC's native digital currency, is intended to be a stablecoin backed 1:1 by Canadian dollars held in a custodial account. It is designed to support real-time pricing, payments, settlement, digital asset issuance, and ledger capabilities. Unless and until BVC obtains all necessary regulatory approvals or qualifies for applicable exemptions, there is no assurance that BVC will be able to proceed with its proposed CADT-related businesses.

### **About LuminusFX Corporation**

**LuminusFX Corporation** is a Toronto-based financial services company that intends to offer secure, efficient, and globally focused financial consulting services. Its planned service portfolio includes approximately 60% in crypto and fiat advisory, 20% in investment advisory, and 20% in other financial and business consulting. These services are being developed in accordance with applicable Canadian regulatory requirements. Following the acquisition, LuminusFX will operate under BVC's existing registration as a Money Services Business (MSB) with FINTRAC. Any future provision of regulated services will occur through compliant partnerships with registered firms or under available exemptions. The company aims to reach a proposed transaction volume of up to CAD \$50 million annually, with a target revenue of approximately CAD \$500,000, based on the founders' historical performance and established client base.

**For further information, please contact:**

**Blockchain Venture Capital Inc.**

Ming Yeung, Director of the Board

Email: [mingyeung@bvcadt.com](mailto:mingyeung@bvcadt.com)

Tel: 416-843-1828

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