

Martello Special Meeting Materials Mailed to Shareholders

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OTTAWA, ON, Dec. 22, 2022 /CNW/ - [Martello Technologies Group Inc.](#), ("Martello" or the "Company") (TSXV: MTLO), a provider of software that optimizes the Microsoft Modern Workplace, announced today that the materials associated with the Company's upcoming special meeting of shareholders (the "Special Meeting") to be held on January 12, 2023 have been mailed to shareholders. The Company encourages shareholders to vote by proxy using the materials sent by mail.

The Special Meeting will seek disinterested shareholder approval for a non-brokered private placement of common shares in the capital of the Company ("Common Shares") for aggregate gross proceeds of approximately USD\$2,000,000 (the "Private Placement") as a result of which, Wesley Clover International Corporation ("Wesley Clover"), a corporation controlled by Terence Matthews, will become a Control Person of the Company (as such term is defined in the policies of the TSX Venture Exchange (the "TSXV"). It will also seek disinterested shareholder approval for the repricing (the "Repricing") and expiry date extension (the "Extension") of up to 3,077,000 outstanding stock options ("Options"), as more fully described in a press release dated December 5, 2022. The Repricing and Extension applies to Options previously granted to certain employees and officers of the Company pursuant to the Company's stock option plan and excludes directors. It will set the exercise price of the Options at \$0.05 per Common Share, which is a premium to the current market price. The Private Placement, creation of a new Control Person and Repricing and Extension of Options are subject to approval of the TSXV.

Pursuant to the Private Placement, as more fully described in a press release dated November 16, 2022, the Company intends to issue 54,000,000 Common Shares at a price of CDN\$0.05 per Common Share, representing a premium of 67% on the trading price of the Common Shares on the TSXV at closing on November 15, 2022. The sole subscriber in the Private Placement is Wesley Clover. The subscription by Wesley Clover is irrevocable and committed and the funds are currently being held in escrow. The issuance of Common Shares is conditional on receiving disinterested shareholder approval of the creation of a new Control Person at the Special Meeting. Should disinterested shareholder approval not be obtained, the funds would be returned to Wesley Clover. The Private Placement is expected to close on or about January 24, 2023.

The Private Placement constitutes a "related party transaction" within the meaning of TSXV Policy 4.1 and Section 5.9 and Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions ("MI 61-101") because Insiders (and associated entities of certain Insiders) of the Company, including Wesley Clover, will participate in the Private Placement and are expected to acquire 54,000,000 Common Shares in connection with the Private Placement. The Company has relied on exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101 in respect of the Private Placement as the fair market value (as determined under MI 61-101) of the Insider participation in the Private Placement is below 25% of the Company's market capitalization (as determined in accordance with MI 61-101).

About Martello Technologies Group

Martello (TSXV: MTLO) is a technology company that provides monitoring solutions to optimize the Microsoft Modern Workplace. The Company's products provide actionable insight on the performance and user experience of cloud business applications, while giving IT teams and service providers control and visibility of their entire IT infrastructure. Martello's software products include Vantage DX, which provides Microsoft 365 and Microsoft Teams end user experience monitoring and optimization. Martello is a public company headquartered in Ottawa, Canada with employees in Europe, North America and the Asia Pacific region. Learn more at <http://www.martellotech.com>

This press release does not constitute an offer of the securities of the Company for sale in the United States. The securities of the Company have not been registered under the United States Securities Act of 1933, (the "1933 Act") as amended, and may not be offered or sold within the United States absent registration or an exemption from registration under the 1933 Act.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any state in which such offer, solicitation or sale would be unlawful.

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

Cautionary Note Regarding Forward-Looking Information

This news release contains "forward-looking information" within the meaning of applicable Canadian securities legislation. Forward-looking information can be identified by words such as: "anticipate," "intend," "plan," "goal," "seek," "believe," "project," "estimate," "expect," "strategy," "future," "likely," "may," "should," "will" and similar references to future periods and "includes, but is not limited to, information and statements regarding: the completion of the Private Placement on the terms set out above; the creation of a new Control Person; the Company's ability to obtain disinterested shareholder approval and TSXV approval of the creation of a new Control Person; the Company's ability to obtain disinterested shareholder approval and TSXV approval of the Repricing and Extension of Stock Options, the details of the Special Meeting; and expectations with respect to other activities, events or developments that the Company expects or anticipates will or may occur in the future.

Forward-looking information is neither a statement of historical fact nor assurance of future performance. Instead, forward-looking information is based only on our current beliefs, expectations and assumptions regarding the future of our business, future plans and strategies, projections, anticipated events and trends, the economy and other future conditions. Because forward-looking information relates to the future, such statements are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict and many of which are outside of our control. Our actual results and financial condition may differ materially from those indicated in the forward-looking information. Therefore, you should not rely on any of the forward-looking information. Important factors that could cause our actual results and financial condition to differ materially from those indicated in the forward-looking information include, among others, the following:

- Continued volatility in the capital or credit markets and the uncertainty of additional financing.*
- Our ability to maintain our current credit rating and the impact on our funding costs and competitive position if we do not do so.*
- Changes in customer demand.*
- Disruptions to our technology network including computer systems and software, as well as natural events such as severe weather, fires, floods and earthquakes or man-made or other disruptions of our operating systems, structures or equipment.*
- Delayed purchase timelines and disruptions to customer budgets, as well as Martello's ability*

to maintain business continuity as a result of COVID-19.

- *and other risks disclosed in the Company's filings with Canadian Securities Regulators, including the Company's annual information form for the year ended March 31, 2021 dated January 7, 2022, which is available on the Company's profile on SEDAR at www.sedar.com.*

Any forward-looking information provided by the Company in this news release is based only on information currently available and speaks only as of the date on which it is made. Except as required by applicable securities laws, the Company undertakes no obligation to publicly update any forward-looking information, whether written or oral, that may be made from time to time, whether as a result of new information, future developments or otherwise.

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