

HYDAWAY DIGITAL ENTERS INTO NON-BINDING LETTER OF INTENT TO ACQUIRE REALITYCHEK

VANCOUVER, BC, Dec. 15, 2025 /CNW/ - **Hydaway Digital Corp.** (TSXV: HIDE) ("**Hydaway**" or the "**Company**") is pleased to announce that it is entered into a non-binding letter of intent with 100098940 Ontario Inc. ("**RealityChek**") whereby the Company proposes to acquire all the issued and outstanding shares of RealityChek.

As previously announced, the Company recently completed the development of its direct-rental platform alpha model and is in the process of acquiring additional GPU hardware. The Company believes that the acquisition of RealityChek will increase the Company's user growth on its GPU rental market by integrating the RealityChek gamification user acquisition strategy into its own user acquisition efforts. This will simplify, increase likelihood of success and create significant cost savings for Hydaway's user base growth efforts. Additionally, Hydaway will also immediately benefit from adding additional software developers and marketers to its existing team.

About RealityChek

RealityChek is a cyber security company currently finalizing design, development, testing, optimization, and deployment of the RealityChek artificial intelligence detection and verification platform (the "Platform"). The Platform is a multi-modal, multi-media content analysis system that identifies synthetic or AI-generated content and confirms authentic content through a blockchain-anchored verification layer. After the Platform verifies the authenticity of a file, document, image, audio, or video, it is immutably recorded on the blockchain so that its integrity can be independently verified at any time.

In addition, RealityChek is currently completing design and development of an interactive content-labelling game (the "Game") that strengthens and improves the Platform by generating human-verified training data. The Game enables players to identify synthetic content, tag manipulated regions and contribute to the continuous improvement of RealityChek's models. The RealityChek Platform may be accessed at <https://RealityChek.com>

RealityChek was incorporated on August 26, 2024. The sole director and officer of RealityChek is Avik Sengar. Neither Mr. Sengar nor any shareholders of RealityChek are insiders of the Company or own any securities of the Company.

Terms of Transaction

Under the terms of the letter of intent, the Company has agreed to acquire RealityChek and, in consideration of which, the Company will issue to the shareholders of RealityChek 6,000,000 common shares of the Company (the "Consideration Shares") at a deemed price of \$0.14 per share for a total purchase price of \$840,000 (the "Purchase Price").

The Purchase Price was determined by arm's length negotiations between the parties. As additional consideration, the Company will also issue up to an additional 1,862,712 common shares of the Company (the "Milestone Shares") on satisfaction of the following milestones:

- 776,130 Milestone Shares on the date the RealityChek Platform has successfully completed a 2,000,000 image data set all properly labelled and 200,000 images human labelled.
- 776,130 Milestone Shares on the date the RealityChek Platform has successfully completed a 2,000,000 image data set all properly labelled and 200,000 images human labelled.
- 310,452 Milestone Shares on the date the RealityChek Platform has successfully reached 100,000 users.

The Consideration Shares and Milestone Shares will be subject to a four month hold period under securities laws and, if required, any additional hold periods required by the TSX Venture Exchange.

Closing is subject to the entry into a definitive agreement, completion of due diligence of the parties, customary conditions set forth in the definitive agreement and acceptance of the TSX Venture Exchange.

About the Company

The Company is a computer rendering and GPU rental service provider located in North Vancouver, British Columbia. Computer rendering is the process of generating an image or animation using a computer program, often referred to as a rendering engine, which involves using mathematical calculations and algorithms to create digital models or objects, scenes and environments that can be manipulated and viewed from different angles and perspectives. Lighting, materials, textures and other techniques are used in computer rendering to make the images and animations look realistic and visually appealing.

Forward-Looking Statements

This news release includes certain statements that may be deemed "forward-looking statements", including statements respecting the services to be provided the Company and the consideration to be paid to the Company. The use of any of the words "anticipate", "continue", "estimate", "expect", "may", "will", "would", "project", "should", "believe" and similar expressions are intended to identify forward looking statements. Although the Company believes that the expectations and assumptions on which the forward-looking statements are based are reasonable, undue reliance should not be placed on the forward-looking statements because the Company can give no assurance that they will prove to be correct. Since forward-looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties. These statements speak only as of the date of this News Release. Actual results could differ materially from those currently anticipated due to a number of factors and risks including various risk factors discussed in the Company's disclosure documents which can be found under the Company's profile on SEDAR+ at www.sedarplus.ca.

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

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