



VENZEE TECHNOLOGIES COMPLETES RTO AND CONCURRENT \$7.5 MILLION FINANCING

December 22, 2017 – Vancouver, British Columbia – Venzee Technologies Inc. (the “**Company**”) (formerly Gold Finder Explorations Ltd., TSXV: GFN.H) is pleased to announce the completion of the previously announced reverse takeover involving the Company and Venzee Inc. (the “**Transaction**”) as well as the completion of the second tranche of its previously announced CAD\$7.5 million concurrent financing (the “**Financing**”). The Transaction and the Financing were completed on December 21, 2017.

The Company is working to solve one of the biggest challenges facing the US\$23 trillion global retail industry: the use of spreadsheets by suppliers and manufacturers to share product information and inventory updates with their retailers. The Company’s cloud-based platform uses artificial intelligence to automatically turn product information from suppliers and manufacturers into the requirements of their retailers, removing an unnecessary and labour-intensive step in their workflow. As the Company grows, it is systematically revolutionizing the way e-commerce does business, saving retailers and vendors time and money. As part of its growth strategies, the Company seeks to grow its customer base, expand sales within its customer base, and leverage its technology to offer new solutions including integration and use of blockchains.

The TSX Venture Exchange (“**TSXV**”) issued its conditional approval of the Transaction on November 30, 2017 and the common shares of the Company (“**Common Shares**”) will resume trading on the TSXV under the new ticker “**VENZ**” after the conditions of the TSXV for listing are satisfied and the TSXV issues its final exchange bulletin confirming the completion of the Transaction.

The Transaction

The Transaction was implemented pursuant to an agreement and plan of merger dated November 6, 2017 between the Company, a newly created wholly-owned subsidiary of the Company and Venzee Inc. (the “**Merger Agreement**”). Pursuant to the Transaction, the Company acquired all of the issued and outstanding shares of Venzee Inc. and ultimately issued to shareholders of Venzee Inc. an aggregate of 42,040,823 Common Shares. As a result of the Transaction and the issuance of an aggregate of 15,000,000 Common Shares issued at CAD\$0.50 per share as part of the Financing, an aggregate of 62,300,746 Common Shares are now issued and outstanding. In connection with the Transaction, and as announced by the Company on December 18, 2017, the Common Shares were consolidated on such date on the basis of one post-consolidation Common Share for every two (2) pre-consolidation Common Share (the “**Consolidation**”).

A copy of the filing statement of the Company dated December 12, 2017 prepared in connection with the Transaction (the “**Filing Statement**”) is available under the Company’s profile on SEDAR at www.sedar.com. Additional information on the Transaction is available in the Filing Statement.

Completion of the Financing

The second tranche of the Financing consisted of the issuance of 4,000,000 Common Shares issued at CAD\$0.50 per share for total gross proceeds to the Company of CAD\$2.0 million pursuant to a short form offering document in accordance with Policy 4.6 of the TSX Venture Exchange (the “**SFOD Private**”).

Placement”). PI Financial Corp. (the “**Lead Agent**”) acted as sole-lead agent for the Company in connection with the SFOD Private Placement pursuant to an agency agreement between the Lead Agent, the Company and Venzee Inc. (the “**Agency Agreement**”). An aggregate of 227,000 Common Shares issued under the SFOD Private Placement are subject to a 4 month statutory hold period in accordance with applicable securities laws.

As consideration for the services rendered by the Lead Agent in connection with the SFOD Private Placement, the Company paid a cash commission equal to 7% of the gross proceeds raised from the sale of Common Shares under the SFOD Private Placement and warrants representing 7% of the number of Common Shares issued thereunder (each a “**Broker Warrant**”), representing an aggregate of 280,000 Broker Warrants. Each whole Broker Warrant is exercisable at any time for 24 months (subject to an acceleration clause) following the closing date of the Transaction at a price of CAD\$0.50 per Broker Warrant to acquire one Common Share.

As previously announced on December 12, 2017, the Company closed a CAD\$5.5 million brokered private placement of subscription receipts (the “**Subscription Receipts**”) on December 11, 2017 (the “**Subscription Receipts Private Placement**”) pursuant to the Agency Agreement. Following the completion of the Transaction, and after giving effect to the Consolidation, the Subscription Receipts, which were issued at a price of CAD\$0.50 per Subscription Receipt, have been exchanged into units each comprised of one Common Share and one half of one Common Share purchase warrant (each whole warrant, a “**Warrant**”). Each Warrant is exercisable at any time for 24 months (subject to an acceleration clause) following the closing of the Transaction at a price of CAD\$0.75 per Warrant to acquire one Common Share. All securities underlying the Subscription Receipts and subject to a 4 month statutory hold period in accordance with applicable securities laws.

The Company intends to use the net proceeds of the Financing to support its growth and realize the value from its business. Additional information on the intended use of the net proceeds is available in the Filing Statement.

Board and Management Team

Following the completion of the Transaction, the Board and management team of the Company have been re-constituted to include the following individual:

Katharine (Kate) Hiscox, President

Katharine (Kate) Hiscox is the President of the Company. Kate is a software developer who has worked in e-commerce and supply chain management for over 18 years. A serial entrepreneur, she launched her first startup in 2004, Lunawarehouse.com, which was acquired within a year of launch. Venzee is Kate’s sixth startup. Kate first encountered the inefficiency and cost that spreadsheets represent in the retail industry while building and operating two online stores. This experience led to the concept for Venzee which was quickly validated by vendors, retailers and investors. Kate’s strengths include product validation and strategy, raising investment, problem solving, blockchain, semantic and sentiment analysis, algorithmic processes, machine learning, e-commerce and business development. Before co-founding Venzee Inc. in 2014, Kate was co-founder and Chief Executive Officer of ClarkBetty LLC, an e-commerce store operating in the mail order furniture and furnishing industry, from 2012 to 2014.

Peter MacKay, Chief Executive Officer

Peter MacKay is the Chief Executive Officer of the Company. He is an experienced executive with an entrepreneurial mindset and a proven track record of building and growing successful technology businesses, spanning 20 years and including two successful exits plus a public listing. He founded Expert Agent in 2003, the leading real estate SaaS solution in the United Kingdom with more than 14,000 realtors and almost 9 million home buyers as clients. Peter has a proven track record of effective team building and business execution. Prior to joining Venzee Inc. in June of 2017, Peter was from 2003 to 2012 Managing Director at Websky Ltd. (Expert Agent), and from 2014 to 2015 Chief Operating Officer at PDT Technologies Inc., a global, full-service product design and development firm which is now called Kabuni Ltd. and is traded on the Australian Stock Exchange.

Joshua Lebovic, Chief Financial Officer

Joshua Lebovic joined Venzee Inc. in July of 2017 as its Chief Financial Officer. Prior to joining Venzee Inc., Joshua held the position of Controller of foreign operations for more than five years at The Stars Group (formerly Amaya Inc.), a TSX/NASDAQ listed entity in the gaming industry, where he specialized in financial reporting, budgeting, and business analysis. Joshua holds a Bachelor of Commerce degree from McGill University and a Diploma in Chartered Accountancy from Concordia University.

Marco Sylvestre, Director and Chief Technology Officer

Marco Sylvestre is the Chief Technology Officer and a director of the Company. Marco is a certified Scrum Master. Scrum is a methodology that allows a team to self-organize and make changes quickly, in accordance with Agile principles. Agile project management is an iterative approach to planning and guiding project processes. Prior to joining Venzee Inc. in 2014, he specialized in converting methodology for large development teams at Fortune 100 companies, from Waterfall, to Agile, including from 2012 to 2014, as a management consultant at Pyxis Technologies. His prior experience also includes six years at Ubisoft in leadership positions that encompassed development and quality assurance. Marco Sylvestre has a degree in Management of Information Technology from HEC Montreal.

Brian Budd, Independent Director

Brian Budd has served as a director of a number of public company boards and is a current director of Graphite One Resources Inc. (TSXV: GPH) and Siyata Mobile Inc. (TSXV: SIM). He is managing director of Live Well Exercise Clinic since September 2017, was Director and President of North Country Gold Corp. from February 2014 to May 2015 (formerly listed on the TSXV until its acquisition by in September 2015) and Director and Chief Executive Officer of Altiplano Minerals Ltd. (TSXV: APN) until July 2014. He has extensive management and corporate development background with several years of entrepreneurial and sales leadership experience in the high tech and resource industries. Mr. Budd served as a director of sales for the Canadian division of a multi-billion dollar software company from 2000 to 2009, assisting in the areas of penetrating new markets, hiring/developing sales teams, implementing sales techniques/strategies and building pipeline.

Michael (Myke) Clark, Independent Director

Myke Clark brings 18 years of media, public affairs and marketing experience with a variety of public and private companies. He has held senior public affairs, branding and strategic communications roles in the natural resource and project development industry. Formerly SVP Business Development for Finavera Wind Energy (now known as Solar Alliance Energy Inc.), Myke also spent more than 10 years as a journalist with the Canadian Broadcasting Corporation and other news organizations. Myke is also a director of Solar Alliance Energy Inc., an issuer listed on the TSXV. He has been Senior Manager, Strategic

Communications and Public Affairs, Hunter Dickinson, Inc. since 2013 and was prior to that Vice-President of Corporate Development for Solar Alliance Energy Inc.

Dan Jeffries, Independent Director

Dan Jeffries is currently Director - Distribution Operations Canada at Coca-Cola Refreshments. Dan has worked across many functions within Coca-Cola Canada, and most recently he has led Distribution & Fleet for all Distribution Centers across the country. Prior to this role he was the V.P. of Operations for Western Canada overseeing the Warehouse, Distribution and Fleet teams. Before moving to the logistics side of the business Dan had many years in Sales & General Management including leading the Lower Mainland team for five years.

Caroline Dunn, Corporate Secretary

Caroline Dunn has been appointed Corporate Secretary of the Company. She is currently Chief Financial Officer and Chief Operations Officer of Vivonet Acquisition Ltd., a private company providing enterprise software solutions to restaurants throughout North America. Before joining Vivonet in 2013, she was Chief Financial Officer and Corporate Secretary of DDS Wireless International Ltd. (TSX: DD), a global manufacturer of wireless data solutions for fleet management, from 2011 to 2013. She was also previously the Chief Financial Officer of Courtyard Group from 2006 to 2010 and Chief Financial Officer and Corporate Secretary of Sierra Systems Group Inc. (which was listed on TSX) before then. Caroline has a Bachelor of Accountancy from the University of Glasgow.

Principal Shareholder – Required Early Warning Disclosure

As part of the transactions contemplated under the Merger Agreement, an aggregate of 10,289,250 Common Shares were issued to Katharine (Kate) Hiscox for the acquisition of her shares of Venzee Inc., representing approximately 16.5% of the outstanding Common Shares of the Company. In addition, options to acquire an additional 1,134,380 Common Shares were issued to Ms. Hiscox under the Transaction. On a partially diluted basis, assuming the exercise of all her options, Ms. Hiscox would beneficially own 11,423,630 Common Shares, representing approximately 18.0% of the outstanding Common Shares. The above percentages are calculated based on 62,300,746 Common Shares issued and outstanding after giving effect to the Transaction and the Financing. Prior to the completion of the Transaction, Ms. Hiscox did not beneficially own or control any securities of the Company. Ms. Hiscox acquired the securities for investment purposes, and currently has no other plans or intentions that relate to or would result in any change to her investment in the Company. However, depending on market conditions, general economic and industry conditions, trading prices of the Company's securities, the Company's business, financial condition and prospects and/or other relevant factors, Ms. Hiscox may develop such plans or intentions in the future and, at such time, may from time to time acquire or dispose of securities of the Company. As disclosed under "Part IV – Information Concerning the Resulting Issuer – Escrowed Securities and Contractual Restrictions" in the Filing Statement, the securities issued to Ms. Hiscox pursuant to the transaction are subject to an escrow agreement in accordance with the rules of the TSXV. An early warning report will be filed by Ms. Hiscox in accordance with applicable securities laws.

Trading Halt

Trading in the Common Shares was halted following the entering into of the letter of intent in respect of the Transaction on September 19, 2017. Trading will remain halted pending further filings with the TSXV in respect of the Transaction.

For further information, including regarding the early warning report, including a copy of same (which will be filed on SEDAR at www.sedar.com), please contact:

Joshua Lebovic, Chief Financial Officer, Tel: +1 (888) 359-9299 Ext. 521, joshua@venzee.com;

Neither 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.

Investors are cautioned that, except as disclosed in the Filing Statement, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of the Company should be considered highly speculative. The TSXV has in no way passed upon the merits of the proposed Transaction and has neither approved nor disapproved the contents of this news release.

This press 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 execution of the Company’s growth strategy and the intended use of the proceeds of the Financing. Generally, forward looking information can be identified by the use of forward-looking terminology such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or state that certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “occur” or “be achieved”. Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking information, including but not limited to: general business, economic, competitive, geopolitical and social uncertainties; and regulatory risks. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, 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, as actual results and future events could differ materially from those anticipated in such statements. 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.

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