



December 11, 2025

Venzee Technologies Inc. Provides Update on Previously Announced Transaction with Digital Commerce Payments Inc. and Announces Voting Results of Annual and Special Meeting

Vancouver, British Columbia – Venzee Technologies Inc. (TSXV: VENZ) (“Venzee” or the “Company”) is pleased to provide an update with respect to its transaction (the “**Transaction**”) with Digital Commerce Payments Inc. (“**DCP**”) to acquire DCP’s Jasper Software as a Service (SaaS) Product Information Management (PIM) Solution business (the “**Jasper Business**”), which was previously announced on November 3, 2025. Venzee is also reporting the results of its annual general and special meeting (the “**Meeting**”) of holders (“**Shareholders**”) of common shares (“**Shares**”) of the Company held on December 10, 2025.

Transaction Update

The Transaction has been conditionally approved by the TSX Venture Exchange (“**TSXV**”) and received requisite approvals by Shareholders at the Meeting, as described in further detail below. The TSXV has also conditionally approved the Company’s previously announced proposed private placement of up to 31,578,947 Shares at a price of CAD\$0.095 per Share for aggregate gross proceeds of up to CAD\$3,000,000 (the “**Private Placement**”). The Debt Settlement (as defined below) remains subject to the conditional approval of the TSXV.

As part of the Transaction, DCP and its affiliates will agree to convert all of the outstanding debt owing to them by Venzee into Shares, and Venzee will seek the agreement of each other holder of Venzee’s convertible debentures (“**Convertible Debentures**”) to convert their Convertible Debentures into Shares. Completion of the Transaction is conditional on, among other things, all holders of Convertible Debentures agreeing to convert their Convertible Debentures into Shares, such that Venzee would have no outstanding debt on completion of the Transaction (the “**Debt Settlement**”). This condition may be waived at DCP’s discretion. The Company is in the process of seeking agreement from all holders of Convertible Debentures to convert their Debentures into Shares, and this condition to Closing has not yet been satisfied.

Completion of the Transaction, the Private Placement and the Debt Settlement remains subject to satisfaction or waiver of all conditions to closing, which are described in more detail in the Company’s information circular dated November 7, 2025 (the “**Information Circular**”) filed on Venzee’s SEDAR+ profile and available for viewing at www.sedarplus.com. It is currently anticipated that closing of the Transaction will occur by December 31, 2025.

Annual and Special Meeting Voting Results

The Company is pleased to announce that all resolutions set out in the Information Circular were approved by Shareholders at the Meeting, including, as applicable, by a majority of disinterested Shareholders in accordance with the policies of the TSXV and Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**Disinterested Shareholders**”). The total number of Shares represented at the Meeting was 25,617,984 Shares, representing approximately 50.98% of the 50,249,819 issued and outstanding Shares. The results of the ballot votes on special matters approved at the Meeting are set out below:

Matter	Disinterested Shareholder Votes For		Disinterested Shareholder Votes Against	
	Number of Votes	Percentage of Votes	Number of Votes	Percentage of Votes
1. Approval of Omnibus Incentive Plan	869,199	86.029%	141,161	13.971%
2. Approval of Transaction	2,963,999	98.536%	44,028	1.464%
3. Approval of Debt Settlement	3,001,999	99.800%	6,028	0.200%
4. Approval of Private Placement	3,001,999	99.800%	6,028	0.200%

Further details on these matters are set forth in the Information Circular filed on Venzee’s SEDAR+ profile and available for viewing at www.sedarplus.com.

About Venzee

Venzee unlocks Shareholder value by carrying out its mission to create intelligent technology that empowers companies to optimize their ecommerce execution and win on the digital shelf. Its modern PIM/PXM platform disrupts and displaces inefficient manual processes in favor of integrated, machine-driven solutions. To learn more about the Venzee platform, visit <https://venzee.com>.

About DCP

In a world where innovation and disruption are key to success, DCP is leading the charge with cutting- edge digital payment solutions. From seamless integrations to fully customizable options, DCP helps its customers put fast, reliable solutions at the heart of their businesses. DCP was incorporated under the laws of the Province of Alberta and is not a “reporting issuer” under applicable securities legislation in any jurisdiction and its securities are not listed for trading on any stock exchange. To learn more about DCP, visit <https://dc-payments.ca>.

Further Information

All information contained in this news release with respect to Venzee and DCP was supplied by the parties respectively, for inclusion herein, without independent review by the other party, and each party and its directors and officers have relied on the other party for any information concerning the other party.

For further information regarding the Transaction, please contact:

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Completion of the Transaction, the Debt Settlement and the Private Placement are subject to a number of conditions, including but not limited to, TSXV acceptance. There can be no assurance that such transactions will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the Information Circular, 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 Venzee 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. Neither the TSXV nor its Regulation Service Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this release.

Forward-Looking Information

This news release contains “forward-looking information” within the meaning of applicable securities laws. Forward-looking information may relate to Venzee’s future outlook and anticipated events or results and may include statements regarding the financial position, business strategy, budgets, projected costs, capital expenditures, financial results and taxes involving Venzee. In some cases, forward-looking information can be identified by such terms such as “may”, “might”, “will”, “could”, “should”, “would”, “occur”, “be achieved”, “will be taken”, “expects”, “plans”, “anticipates”, “believes”, “intends”, “estimates”, “predicts”, “potential”, “continue”, “likely”, “forecasts”, “schedule”, or variations or the negative thereof or other similar expressions concerning matters that are not historical facts. Some of the specific forward looking statements in this news release include, but are not limited to, statements regarding: (i) the expected timing of the completion of the proposed Transaction; (ii) that the Transaction Agreement entered into in respect of the Transaction will not be amended or terminated; (iii) satisfaction of all conditions to completion of the Proposed Transaction; and (iv) completion of the Debt Settlement and the Private Placement.

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 Venzee to be materially different from those expressed or implied by such forward-looking information, including but not limited to: (i) Venzee’s ability to successfully integrate the Jasper Business into Venzee’s existing operations, which may impact Venzee’s ability to achieve its expected financial projections and targets; (ii) Venzee’s ability to fund the ongoing costs associated with the integration of the Jasper Business into its existing operations, which may negatively impact Venzee’s ability to achieve the benefits of the Transaction; (iii) global financial conditions, and the related impact of geopolitical and social uncertainties, and fluctuating conditions in respect of the market for e-commerce software solutions, which may impact Venzee’s ability to achieve its financial projections and targets; (iv) the willingness of DCP to continue to provide working capital and infrastructure support for Venzee’s day-to-day operations; (v) the willingness of all holders of Convertible Debentures to participate in the Debt Settlement, which may impact Venzee’s ability to complete the Transaction; (vi) the amount of indebtedness (including accrued interest thereon) that will be settled through the issuance of Shares pursuant to the Debt Settlement, which may impact the number of Shares held by DCP and other Shareholders following the completion of the Transaction; (vii) total gross proceeds received pursuant to the Private Placement, which may impact the ability of the Company to meet its working capital requirements; and (viii) Venzee’s ability to obtain the necessary approvals from the TSXV for the Transaction, the Debt Settlement and the Private Placement. When relying on forward-looking statements to make decisions, Shareholders and others should carefully consider the foregoing factors and other uncertainties and potential events. Readers are cautioned that the foregoing list of factors is not exhaustive.

Certain assumptions were made in preparing the forward-looking information concerning: (i) the performance of the Jasper Business and the Jasper Software at the desired efficiency once integrated with Venzee’s operations; (ii) the sufficiency of capital resources available for the integration of the Jasper Business and the Jasper Software, and Venzee’s operations overall; (iii) ongoing consumer demand for e-commerce software solutions; (iv) Venzee’s ability to maintain its status as a going concern; and (v) there being no regulatory changes affecting the Jasper Business. Additional information about assumptions and

risks and uncertainties is contained under “Risk Factors and Uncertainties” in Venzee’s management’s discussion and analysis for the financial year ended March 31, 2025 and the period ended June 30, 2025, which are available at the website for the System for Electronic Document Analysis and Retrieval at www.sedarplus.ca under Venzee’s profile, and in other filings that Venzee has made and may make with applicable securities authorities in the future.

Although Venzee 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 forward-looking information contained in this news release relates only to events or information as of the date on which the statements are made, and is expressly qualified in its entirety by this cautionary statement. Venzee does not undertake to update any forward-looking information, except as required by applicable securities laws.