

## **Lynx Global Completes Acquisition of a Controlling Interest in Southeast Asia EMI Licensed Banking Institution**

Vancouver, British Columbia--(Newsfile Corp. – July 21, 2021) - **Lynx Global Digital Finance Corporation (CSE: LYNX) (OTC Pink: CNONF) (FSE: 3CT0) (“Lynx” or the “Company”)** is pleased to announce that on July 20, 2021, it formally closed the acquisition of 100% of the issued and outstanding shares of Ausphil Technologies Pty. Ltd. (“**Ausphil**”), an Australian private company that holds a 52.15% equity interest in a Philippines-licensed financial institution, **Binangonan Rural Bank Inc. (“BRB” or the “Bank”)**, (the “**Transaction**”).

Said Michael Penner, CEO, “We are extremely excited to include the Binangonan Rural Bank in our portfolio of vertically integrated payment companies. The acquisition of the Bank now allows Lynx to benefit fully from the advantages of the streamlined synergies that exist between the solutions provided by Direct Agent 5’s Philippines and Australia licensed worldwide cash-in/cash-out network, and the global card acquiring and issuing, infrastructure provided by the Vasu and PayRight exclusive regulated partnerships in each of the Philippines and Singapore. BRB can now act as the organizational banking hub to facilitate the deposit and movement of money between each of these operational entities and their clients around the world as it now joins the Lynx Global unified payment technology platform. We look forward to offering both local and international B2B and B2C customers a simple, cost-efficient means of sending, receiving or making payments traditionally or digitally, anywhere, at any time. For Lynx, the BRB acquisition represents the successful consummation of yet another key foundational piece necessary to bring the unbanked and underbanked to the fast-growing global e-commerce market.”

As a licensed Rural Bank with an Electronic Money Issuer license, BRB is in the unique position of combining the history and reputation of a legacy financial institution with the enhanced capabilities now afforded to it by way of e-money transactions. The management teams of Lynx and BRB plan to expand the service offerings of the Bank to include the issuing of branded prepaid cards, merchant acquiring e-commerce payment processing solutions, and a strategic POS & ATM/micro-ATM rollout across the country to aggressively continue on its roadmap to be recognized globally as a leading provider of complete vertically integrated payment and financial technology solutions.

### **ABOUT BRB**

Binangonan Rural Bank Inc. started as a rural bank in the Philippines in October 1961. In August 2017, BRB secured an Electronic Money Issuer (EMI) license allowing it to offer e-money services to its customers. E-money is a monetary value electronically stored in convenient payment instruments that consumers can use to buy or pay for goods and services, to transfer or remit money, and/or to withdraw funds. Such instruments include cash cards, e-wallets accessible via mobile phones, stored value cards, and other similar products. **BancNet**, to which BRB is a registered member, is the Philippines’ single ATM switch operator. It enables its members’ customers to transact at ATMs, point-of-sale terminals, the internet and mobile phones. BRB is additionally a participant of the **Philippine Payments Settlements System (PhilPaSS)**. This system will help in processing and settling interbank high value payment transactions through the demand deposit accounts of the bank maintained with the BSP.

## **Transaction Closing Financial Metrics**

Pursuant to the Agreement, the Company acquired 100% of the issued and outstanding shares of Ausphil in exchange for 2,543,897 common shares of the Company (the “**Consideration Shares**”) to the current shareholders of Ausphil, in addition to aggregate cash payments of USD\$565,600. An additional USD\$232,733 is due and payable September 19, 2021 and USD\$86,250 is due and payable on December 1, 2021. Lynx also granted to the shareholders of Ausphil 1,775,000 share purchase warrants (the “**Consideration Warrants**”) entitling the holders to purchase an additional 1,775,000 common shares of Lynx (“**Shares**”) at a price per Share of \$1.24. The Consideration Warrants will expire July 20, 2023. Certain additional shares of Lynx may be payable in the event that the Bank achieves certain agreed financial milestones.

Lynx further purchased debt owing by Ausphil to certain creditors, in the aggregate principal amount of USD\$1,136,496, through the issuance of 1,269,433 common shares of the Company (the “**Debt Consideration Shares**”) and a cash payment of USD\$276,667, due and payable July 30, 2021.

The Consideration Shares, Debt Consideration Shares and any Shares issued upon exercise of the Consideration Warrants are subject to regulatory and voluntary pooling restrictions on resale in the following aggregate amounts until the following dates: (a) 65% of the Consideration Shares, Debt Consideration Shares and any Shares issued upon exercise of the Consideration Warrants, shall be subject to restrictions on resale until November 20, 2021; (b) an additional 15% of the Consideration Shares and Debt Consideration Shares and an additional 15% of any Shares issued upon exercise of the Consideration Warrants, shall be subject to restrictions on resale until January 20, 2022; (c) an additional 10% of the Consideration Shares and Debt Consideration Shares and an additional 10% of any Shares issued upon exercise of the Consideration Warrants, shall be subject to restrictions on resale until April 20, 2022; and (d) an additional 10% of the Consideration Shares and Debt Consideration Shares and an additional 10% of any Shares issued upon exercise of the Consideration Warrants, shall be subject to restrictions on resale until July 20, 2022. 100% of the Consideration Shares, Debt Consideration Shares and any Shares issued upon exercise of the Consideration Warrants will also be subject to a statutory hold period of four months and one day from the Closing Date.

In connection with the Transaction, the Company also issued 158,994 common shares of the Company as a finder’s fee (the “**Finder’s Fee**”). All such shares issued as part of the Finder’s Fee are subject to the same resale restrictions as the Consideration Shares as set out above.

The Transaction does not constitute a fundamental change for the Company and does not result in a change of control of the Company within the meaning of applicable securities laws and the policies of the Canadian Securities Exchange.

## **ABOUT LYNX DIGITAL GLOBAL FINANCE:**

Lynx seeks to become a leader in financial technology, solutions, and services for large-scale merchants, financial institutions and other B2B industry partners by way of integration to the Lynx digital payment platform. The Company's payment solutions are powered by a broad suite of payment technologies and services. The Company has targeted banking and fintech relationships in ASEAN and Oceania, a region with a population approaching 700 million, that can provide Lynx a financial network hub location to service and operate a global traditional and digital financial infrastructure. By working with selected banking and/or licensed EMI partners, the Company will be able to offer a digital payment platform with a full suite of payment solutions, which may include merchant acquiring solutions; card issuing; remittance and forex; and custodial digital asset services, including digital wallet services. The Company seeks organic growth while investigating potential strategic acquisitions

that may contribute critical technology applications, additional services and revenue streams, and that can complement or enhance existing offerings and potentially increase or expedite the path to future profitability. While Lynx believes that significant near-term opportunities exist for the Company's strategic initiatives, there can be no assurance that goals and objectives will be reached or that any such underlying efforts or agreements will provide successful or positive outcomes should they be implemented.

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FORWARD-LOOKING STATEMENTS: Certain information contained herein may constitute "forward-looking information" under Canadian securities legislation, including the described initiatives of BRB and the goals and objectives of Lynx. *The economic materiality of the acquisition of a controlling interest in BRB is unknown due to the contingent nature of results that may be generated. At this point in time, Lynx considers the BRB acquisition is unlikely to yield a substantial short-term economic benefit for Lynx or BRB, however, Lynx and BRB consider that the business relationship supports the organization's strategic growth plans.* Generally, forward-looking information can be identified by the use of forward-looking terminology such as, "will be", or variations of such words and phrases or statements that certain actions, events, or results "will" occur. Forward-looking statements are based on the Company's estimates and are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance, or achievements of Lynx to be materially different from those expressed or implied by such forward-looking statements or forward-looking information, including capital expenditures, other costs, or implied future forecasts. The Company further again cautions that all forward-looking statements are inherently uncertain, and that actual performance may be affected by a number of material factors, many of which are beyond the Company's control. Such factors include, among other things: risks and uncertainties relating to the Company's limited operating history and the need to comply with environmental and governmental regulations. There can be no assurance that such statements 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 statements and information. Lynx will not update any forward-looking statements or forward-looking information that are incorporated by reference herein, except as required by applicable securities laws.