



SBD Capital Corp.
1810, 393 University Avenue
Toronto, Ontario
M5G 1E6

NEWS RELEASE

SBD CAPITAL CORP. ANNOUNCES CLOSING OF PRIVATE PLACEMENT

TORONTO, ONTARIO – April 15, 2021 – SBD Capital Corp. (CSE:SBD), (the “**Company**”) is pleased to announce that it has completed a non-brokered private placement financing of 30,000,000 units in the capital of the Company (the “**Units**”) at a price of \$0.025 per Unit for gross proceeds of \$750,000 (the “**Offering**”).

Each Unit is comprised of one common share in the capital of the Company (each, a “**Common Share**”) and one Common Share purchase warrant (each, a “**Warrant**”). Each Warrant shall entitle the holder thereof to purchase one Common Share at a price of CDN\$0.05 per Common Share for a period of four (4) years from the date of closing.

Gross proceeds raised from the Offering will be used for working capital and general corporate purposes. Closing of the Offering is subject to receipt of all necessary corporate and regulatory approvals, including the approval of the Canadian Securities Exchange. All securities issued in connection with the Offering will be subject to a hold period of four months plus a day from the date of issuance and the resale rules of applicable securities legislation.

The Offering constituted a “related party transaction” as defined in Multilateral Instrument 61-101 – Protection of Minority Securityholders in Special Transactions (“**MI 61-101**”), as certain insiders of the Company acquired 2,631,600 Units. The transaction is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(b) and 5.7(1)(a) of MI 61-101, as the Company is not listed on a specified market and the fair market value of the participation in the Offering and Debt Settlement by insiders does not exceed 25% of the market capitalization of the Company, as determined in accordance with MI 61-101. The Company did not file a material change report in respect of the related party transaction at least 21 days before the closing of the first tranche of the Offering, which the Company deems reasonable in the circumstances in order to complete the Offering in an expeditious manner.

On behalf of the Board,
SBD Capital Corp.
Aleem Nathwani, Chief Executive Officer
(416) 361-2515

This news release contains certain “forward-looking information” within the meaning of applicable securities law. Forward looking information is frequently characterized by words such as “plan”, “expect”, “project”, “intend”, “believe”, “anticipate”, “estimate”, “may”, “will”, “would”, “potential”, “proposed” and other similar words, or statements that certain events or conditions “may” or “will” occur. These statements are only predictions. Forward-looking information is based on the opinions and estimates of management at the date the information is provided, and is subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking information. For a description of the risks and uncertainties facing the Company and its business and affairs, readers should refer to the Company’s Management’s Discussion and Analysis. The Company undertakes no obligation to update forward-looking information if circumstances or management’s estimates or opinions should change, unless required by law. The reader is cautioned not to place undue reliance on forward-looking information.