



## TAAL Announces Marketed Public Offering of up to \$40 Million

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Vancouver, British Columbia; March 2, 2021 – TAAL Distributed Information Technologies Inc. (CSE:TAAL | FWB:9SQ1) (“**TAAL**” or the “**Company**”) a vertically integrated, blockchain infrastructure and service provider for enterprise, today announced that it has filed a preliminary short form prospectus in connection with the proposed offering of units of the Company (the “**Units**”) at a price of \$4.60 per Unit (the “**Offering Price**”) for minimum gross proceeds of \$26.0 million and up to a maximum of \$40.0 million (the “**Offering**”).

The Offering will be conducted on a “best efforts” agency basis through a syndicate of agents led by Canaccord Genuity Corp. as lead agent and sole bookrunner (collectively, the “**Agents**”), in all of the provinces of Canada, other than Québec. The Units may also be offered for sale in such other jurisdictions as the Company and the Agents may agree, on an exempt basis in accordance with applicable securities laws.

Each Unit will consist of one common share in the capital of the Company (each, a “**Unit Share**”) and one-half of one common share purchase warrant (each whole common share purchase warrant, a “**Warrant**”). Each Warrant will entitle the holder thereof to acquire, subject to adjustment in certain circumstances, one common share in the capital of the Company at an exercise price of \$6.00 per Warrant Share, until the date that is 36 months from the closing of the Offering.

The Company intends to use the net proceeds of the Offering for (i) the repayment of existing indebtedness, (ii) the further developing, launching and scaling of its products and platform, including through the purchase of additional blockchain computing equipment, and (iii) for working capital and general corporate purposes.

The Offering is expected to close on such date as agreed upon among the Company and the Agents, and is subject to certain conditions including, the execution of a definitive agency agreement between the Company and the Agents, and the receipt of all necessary regulatory and stock exchange approvals, including the approval of the CSE for listing of the Unit Shares.

The Preliminary Prospectus contains important information relating to the Offering and is available under the Company’s SEDAR profile at [www.sedar.com](http://www.sedar.com).

The securities offered have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or any applicable U.S. state securities laws, and may not be offered or sold to, or for the account or benefit of, persons in the United States or “U.S. persons” (as such term is defined under Regulation S under the U.S. Securities Act) absent registration or an available exemption from the

registration requirement of the U.S. Securities Act and applicable U.S. state securities laws. This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

### **Restatement of Interim Financial Statements for Q3 2020:**

In connection with the filing of the Preliminary Prospectus, the Company engaged its auditors to perform a review of the previously filed unaudited condensed consolidated interim financial statements for the three and nine months ended September 30, 2020 (the "**Previously Filed Financial Statements**"). As a result of the review, the Company has prepared and filed amended and restated unaudited condensed consolidated interim financial statements for the three and nine months ended September 30, 2020 (the "**Restated Financial Statements**").

The changes, which are all 'non-cash', are summarized below:

- liabilities and intangible assets both increased by \$1.07 million and amortization and net loss both increased by approximately \$50,000, reflecting the full purchase price of the strategic licensing arrangement with nChain Licensing AG,
- a going concern note was included, reflecting available cash as at September 30, 2020;
- subsequent events were updated to reflect, among other things, (i) the Company entering into a US\$7,000,000 unsecured loan at an interest rate of 8% annually and repayable at any time by TAAL without penalty, or upon demand by the lender only on or after January 29, 2023, and (ii) the sale of an inactive subsidiary; and
- minor modifications were made to the description of certain policies and notes.

A copy of the Restated Financial Statements may be viewed on the Company's SEDAR profile at [www.sedar.com](http://www.sedar.com). The Restated Financial Statements replace and supersede the related Previously Filed Financial Statements and as such should be disregarded.

### **Appointment of Corporate Secretary:**

TAAL also announced today that Lindsay Forrest has been appointed as Corporate Secretary of the Company, replacing Melissa Martensen effective immediately.

### **About TAAL Distributed Information Technologies Inc.**

TAAL Distributed Information Technologies Inc. delivers value-added blockchain services, providing professional-grade, highly scalable blockchain infrastructure and transactional platforms to support businesses building solutions and applications upon the Bitcoin Satoshi Vision ("**Bitcoin SV**") platform, and developing, operating, and managing distributed computing systems for enterprise users.

Visit TAAL online at [www.taal.com](http://www.taal.com)

*The CSE, nor its Regulation Services Provider, accepts no responsibility for the adequacy or accuracy of this release.*

## **CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION**

Certain statements included in this news release constitute “forward-looking information” as defined under applicable securities laws. The words “will”, “intends”, “expects” and similar expressions are intended to identify forward-looking information, although not all forward-looking information will contain these identifying words. Specific forward-looking information contained in this news release includes but is not limited to statements regarding: the Offering, including the amount to be raised under the Offering; the closing of the Offering; the use of the proceeds; and the listing of the Unit Shares. These statements are based on factors and assumptions related to historical trends, current conditions and expected future developments. Since forward-looking information relates to future events and conditions, by its very nature it requires making assumptions and involves inherent risks and uncertainties. TAAL cautions that although it is believed that the assumptions are reasonable in the circumstances, these risks and uncertainties give rise to the possibility that actual results may differ materially from expectations. Material risk factors include the future acceptance of Bitcoin SV and other digital assets and risks related to information processing using those platforms, the ability for TAAL to leverage intellectual property into viable income streams and other risks set out the Preliminary Prospectus and the Annual Information Form incorporated by reference therein. Given these risks, undue reliance should not be placed on the forward-looking information contained herein. Other than as required by law, TAAL undertakes no obligation to update any forward-looking information to reflect new information, subsequent or otherwise.

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