

PRESS RELEASE



nDatalyze Corp. (“NDAT” or the “Corporation”) (CSE:NDAT) (OTCQB:NDATF) completes its due-diligence related to the previously-announced Reverse Takeover (“RTO”).

Calgary, Alberta – January 28, 2025 - *For Immediate Release* – nDatalyze Corp. (“NDAT” or the “Corporation”) (CSE:NDAT) (OTCQB:NDATF) announces that both Parties have satisfactorily completed their due-diligence related to the proposed RTO that was originally announced on December 27, 2024. The original Letter of Intent (“LOI”) has been revised and has been signed by both Parties. Following are the essential aspects of the revised LOI:

1. The original LOI involved the Corporation and Ameresco Holding LLC (“AHL”) but the revised LOI is between Thrive Tech Holdings, Inc. (“TTH”), a US-based company that now owns 100% of AHL;
2. replacement of all of the Corporation’s Board of Directors and Officers;
3. the spinout of the Corporation’s mental health assets, operations and all cash except CAD\$110,000 to a private company owned solely by the pre-RTO NDAT shareholders on a pro-rata basis (for clarity, if a shareholder owns 1% of NDAT, that shareholder would own 1% of the private company that holds the mental health assets, operations and ~\$400,000 cash);
4. the issuance of approximately 253,700,000 NDAT common voting shares meaning that the post-transaction issued and outstanding NDAT common shares would be approximately 295,000,000 shares of which the pre-transaction NDAT shareholders would own approximately 41,300,000 shares (~14%) of the post-transaction entity equity. No NDAT share consolidation is planned at this time. Post-transaction, the spun-out private company holding the mental health assets, operations and cash would be completely separate from NDAT with no post-transaction intercompany obligations or liabilities;
5. the change of business, control and possibly name requires approval of both the NDAT and TTH shareholders and the applicable Regulatory bodies including the Canadian Securities Exchange;

The main difference between the original LOI and the revised LOI is the amount of cash that the Corporation is providing in furtherance of the transaction, i.e. an increase from CAD\$70,000 to CAD\$110,000. Each party will pay 50% of the RTO costs with NDAT contributing a maximum of CAD\$110,000. The Corporation’s lawyer has been instructed to begin the process that will include a formal agreement that the Parties expect to execute as soon as practically possible.

About Thrive Tech Holdings, Inc. (“TTH”): TTH, through its wholly-owned AHL subsidiary buys, operates and sells established Internet-based Brands. Unaudited financial statements for the period of October, 2023 to November, 2024, and at a CAD/US\$ exchange rate of 1.40, show approximately CAD3,100,000 in revenue with approximately CAD560,000 in net profit. TTH/AHL management includes:

CEO - Evan Rucolo, USA - Assisted Davie Group founder take eCom Group from \$10m market cap to \$300m+ in 3 years. Exited February 2022. Double Master with an MBA and Master of Science in Marketing Analytics. Digital commerce specialist and guided many of the founders in the deck to scale

their revenues to record highs through marketing and logistical expertise. Created eCommerce brands Mabox Cosmetics, Her Daily Deal, Beloved Life Jewelry and exited each successfully. Digital marketing lead for Fortune 500 incl. for HP, Staples, and Spreetail.

CFO - Peter Quinn, United Kingdom - Assisted Davie Group founder take eCom Group from \$10m to \$300m+ market cap providing financial and operational advice. Exited May 2022. MA (Finance) ACMA CGMA, AICPA. 'C' level executive, international businesses, NASDAQ, USA & LSE, UK and private companies (PE supported). At Nasdaq - SmartDisk - set retail focus, outsourced manufacturing, led international supply chain and established own and third-party distribution centres. Established web store mid- 2000's generating \$5m+ in first year.

Chairman - Haris Chaudhry, Australia - Assisted Davie Group founder take eCom Group from \$10m market cap to \$300m+ in 3 years. Exited February 2022. Created InnovaDerma PLC and grew it from scratch to over US\$17m in annual revenues. Listed first on Euronext Paris and subsequently on LSE. Head of Asia-Pac for Rocksoft Ltd, a public company and helped scale revenues and sold to ADIC for A\$87m. Global Head for Carbon Planet Ltd (a Public Co in emissions management) and expanded partnerships and project base globally.

CMO - Aaron Burton, USA - Extensive expertise in media buying spanning various disciplines, encompassing earned, paid, and owned media, with a focus on search, social, and email strategies. Recognized as a strategic partner by Meta and Google in the realm of advertising. Led numerous e-commerce ventures, overseeing their growth and ultimately navigating successful exits, with values spanning from 6 to 7 figures. Lead marketing consultant for Alterra Mountain Company, collectively boosting the bottom line for Mammoth Mountain, Palisades Tahoe, and Big Bear Mountain—resulting in an annual revenue surpassing \$10+ million, through digital advertising efforts.

For Further Information, please contact:

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Neither the Canadian Securities Exchange nor its Regulation Services Provider (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release. This news release does not constitute an offer to sell or a solicitation of an offer to sell any of the securities in the United States. The securities 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 state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available. The information in this news release includes certain information and statements about management's view of future events, expectations, plans and prospects that constitute forward looking statements. These statements are based upon assumptions that are subject to significant risks and uncertainties. Because of these risks and uncertainties and as a result of a variety of factors, the actual results, expectations, achievements or performance may differ materially from those anticipated and indicated by these forward-looking statements. Any number of factors could cause actual results to differ materially from these forward-looking statements as well as future results. Although the Corporation believes that the expectations reflected in forward looking statements are reasonable, it can give no assurances that the expectations of any forward-looking statements will prove to be correct. Except as required by law, the Corporation disclaims any intention and assumes no obligation to update or revise any forward-looking statements to reflect actual results, whether as a result of new information, future events, changes in assumptions, changes in factors affecting such forward-looking statements or otherwise.