

# DeepMarkit Announces LOI to Acquire Prospect Prediction Markets and Concurrent Private Placement

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**Calgary, Canada – September 16, 2025** – DeepMarkit Corp. (“**DeepMarkit**” or the “**Company**”) (TSXV: **MKT**) (OTC: **MKTDF**) (FSE: **DEP**) is pleased to announce that it has entered into a non-binding letter of intent (“**LOI**” or the “**Transaction**”) dated September 15, 2025 to acquire all of the outstanding shares of Prospect Prediction Markets Inc. (“**Prospect**”) from its shareholders. The Transaction is subject to a number of conditions, including approval from the TSX Venture Exchange (the “**Exchange**”).

## Business of Prospect

Prospect is a private company incorporated under the laws of British Columbia. Prior to entering the Definitive Agreement (as defined below), Prospect will complete a reorganization pursuant to which it will acquire certain assets of Prospect Labs Inc. (“**PLI**”) (the “**Reorganization**”). Upon completion of the Reorganization, Prospect will be in the business of developing fantasy sports software, anchored by a free-to-play prediction market platform and a proprietary ranking-style algorithm which operates on the Avalanche blockchain.

## Transaction Terms

Pursuant to the Transaction, Prospect and DeepMarkit will complete a share purchase, share exchange, or alternate structure to be determined under a definitive agreement (the “**Definitive Agreement**”), having regard to relevant tax, securities, and other factors. Each issued and outstanding Prospect common share will be exchanged for approximately 16.67 **Common Shares** of DeepMarkit (the “**Common Shares**”), resulting in the exchange of all issued and outstanding Prospect common shares for a total of approximately 10,000,000 **Common Shares** (the “**Consideration Shares**”). This implies an aggregate valuation for Prospect of approximately \$600,000, with each **Consideration Share** having a deemed price of \$0.06 (the “**Prospect Acquisition Price**”).

Consideration Shares issuable to the shareholders of Prospect are expected to be subject to a voluntary four-month hold period. Prior to entering the Definitive Agreement, Prospect and PLI will complete the Reorganization. In connection with the Reorganization, Prospect will have the following post-closing obligations to PLI:

- **Cash Obligation:** \$10,000 payable within 90 days of closing the Reorganization;
- **Contingent Payments:**
  - \$50,000 payable to PLI upon Prospect achieving 50,000 monthly active users (“**MAUs**”);
  - \$250,000 payable to PLI upon Prospect achieving 250,000 MAUs; and
  - \$500,000 payable to PLI upon Prospect achieving 500,000 MAUs.

Upon completion of the Transaction, Prospect shall have the right to nominate one (1) director to the board of directors of the Company and the Company shall appoint Trevor Broad, the existing Chief Executive Officer of Prospect, as the Chief Technology Officer of DeepMarkit. No other changes to the board or management of the Company are anticipated in connection with the Transaction.

Following completion of the Transaction and Private Placement (as defined below), assuming completion of the Private Placement in full, DeepMarkit will have 58,353,068 Common Shares issued and outstanding of which Prospect's shareholders will own in aggregate approximately 17.18%. Mr. Broad will own, directly or indirectly, 1,666,686 Common Shares, representing approximately 2.86% of the Common Shares issued and outstanding following completion of the Transaction and Private Placement.

A comprehensive news release will be issued at a later date disclosing details of the Transaction, including information about Trevor Broad and Prospect's director nominee, and other relevant information.

The Transaction is expected to constitute a "**Fundamental Acquisition**" pursuant to Exchange Policy 5.3 *Acquisitions and Dispositions of Non-Cash Assets* and will be subject to Exchange review in accordance with that policy. No "Control Person" is expected to be created as a result of the Transaction or the Private Placement, and the Transaction will be an "Arm's Length Transaction" as such terms are defined in Policy 1.1 of the Exchange. There are no finder's fees payable in connection with the Transaction.

### **Concurrent Private Placement**

The Company also announces its intention to complete a concurrent non-brokered private placement of Common Shares, pursuant to which it will offer up to 36,000,000 Common Shares at a price of \$0.06 per Common Share, or such other number of Common Shares agreed to by the parties (the "**Private Placement**"). There is no minimum offering size. Closing of the Private Placement is not a condition to completing the Transaction, other than to the extent required under Exchange Policy 5.3. It is not anticipated that any of Prospect's Associates or Affiliates (as each term is defined in Exchange policies) will participate in the Private Placement.

The net proceeds of the Private Placement will be used to satisfy the initial payment to PLI, for development and expansion of Prospect's business, and for general corporate and administrative purposes. All securities issued pursuant to the Private Placement will be subject to a four-month-and-one-day hold period from the date of issue pursuant to NI 45-106. DeepMarkit may, subject to Exchange approval, pay a finder's fee of up to 7% in cash and 7% in compensation warrants to eligible finders in connection with the sale of any or all of the Common Shares under the Private Placement.

### **Trading Halt**

Trading in the Common Shares of DeepMarkit is currently halted in accordance with Exchange Policy 5.3.

### **About DeepMarkit**

DeepMarkit Corp. is a technology company with subsidiaries active in blockchain, artificial intelligence, and tokenization. Through First Carbon Corp., the Company operates MintCarbon.io, a web-based platform that facilitates the minting of carbon offsets into NFTs or other secure tokens. DeepMarkit's common shares are listed on the TSX Venture Exchange under the "MKT" stock symbol, on the OTC market in the United States under the "MKTDF" symbol and on the Frankfurt Stock Exchange under the "DEP" symbol.

On behalf of:  
DEEPMARKIT CORP.

"Steve Vanry"  
Steve Vanry, Chief Executive Officer

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*Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accept responsibility for the adequacy or accuracy of this news release.*

*The securities offered have not been registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), and may not be offered or sold in the United States or to "U.S. Persons" (as such terms are defined in Regulation S under the U.S. Securities Act) absent registration under the U.S. Securities Act and all applicable U.S. state securities laws or in compliance with applicable exemptions therefrom. This news 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 State in which such offer, solicitation or sale would be unlawful.*

**Cautionary Note Regarding Forward-Looking Statements**

*Statements in this press release may contain forward-looking information. Any statements that are contained in this press release that are not statements of historical fact may be deemed to be forward-looking statements, including statements relating to the completion of the Transaction and the Private Placement (on the terms disclosed herein, or at all), completion of the Reorganization, the proposed use of proceeds from the Private Placement, and the Company's expectation that the Exchange will apply the rules of Exchange Policy 5.3 in reviewing the Transaction. The reader is cautioned that assumptions used in the preparation of any forward-looking information may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted, as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of DeepMarket. Factors that could cause the actual results to differ materially from those in forward-looking statements include, but are not limited to, failure to obtain necessary Prospect shareholder approval for the transaction and regulatory approvals required for Transaction, inability to complete the Private Placement, or failure to complete the Transaction on the terms described herein, or at all. The reader is cautioned not to place undue reliance on any forward-looking information. Completion of the Transaction is subject to a number of conditions, including but not limited to, execution of a binding Definitive Agreement and acceptance by the Exchange.*

*The reader is cautioned not to place undue reliance on any forward-looking information. The forward-looking statements contained in this press release are made as of the date of this press release and DeepMarket does not undertake any obligation to update publicly or to revise any of the included forward-looking statements, whether as a result of new information, future events or otherwise, except as required by securities law. In addition, forward-looking statements and forward-looking information contained herein are subject to the risks generally applicable to DeepMarket, including the business risks described in DeepMarket's annual management discussion & analysis filings, available under DeepMarket's profile at SEDAR+ ([www.sedarplus.ca](http://www.sedarplus.ca)).*