



## **Blockchain Foundry Obtains Final Order Approving Arrangement with WonderFi**

Toronto, ON – November 2, 2022 – Blockchain Foundry Inc. (“**BCF**” or the “**Company**”) (CSE: BCFN), a leading North American blockchain development firm, is pleased to announce that the Company has obtained a final order of the Supreme Court of British Columbia approving the previously announced plan of arrangement under the *Business Corporations Act* (British Columbia) (the “**Arrangement**”), pursuant to which WonderFi Technologies Inc. (TSX:WNDR) (“**WonderFi**”) will acquire all of the issued and outstanding common shares (the “**Shares**”) of the Company. Pursuant to the Arrangement, each shareholder of the Company will receive, for each Share held, 0.2155 of a common share of WonderFi, subject to holdback for a customary working capital adjustment, as more particularly set out in the Company’s management information circular in connection with the BCF shareholders meeting held on October 31, 2022, which can be found on the Company’s SEDAR profile at [www.sedar.com](http://www.sedar.com).

Closing of the Arrangement remains subject to certain customary closing conditions. Assuming the satisfaction of these closing conditions, the Arrangement is expected to close on or about November 7, 2022. It is anticipated that the Shares will be delisted from the Canadian Securities Exchange following completion of the Arrangement.

### **Additional Information**

For additional information, please contact:

#### **Blockchain Foundry Inc.**

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### **About BCF**

BCF develops and commercializes blockchain-based business and consumer solutions, with a focus on infrastructure for digital assets and NFTs. BCF also provides blockchain consulting services to corporate clients.

### **About WonderFi**

WonderFi is a leading technology company with the mission of creating better, unified access to digital assets through centralized and decentralized platforms. WonderFi’s executive team and Board of Directors have an established track record in finance and crypto, with previous experience at Amazon, Shopify, PayPal, Galaxy Digital and Hut 8. WonderFi’s core team of engineers and technologists believe that everyone should have equal access to finance, and are aligned in the mission to empower people around the world to access finance in a simple, smart and secure way. For more information, visit [www.wonder.fi](http://www.wonder.fi).

## **Forward-Looking Information**

*This press release contains certain "forward-looking information" within the meaning of applicable Canadian securities legislation and may also contain statements that may constitute "forward-looking statements" within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995 and applicable Canadian securities legislation. Such forward-looking information and forward-looking statements are not representative of historical facts or information or current condition, but instead represent only the Company's beliefs regarding future events, plans or objectives, many of which, by their nature, are inherently uncertain and outside of the Company's control. Generally, such forward-looking information or forward-looking statements can be identified by the use of forward-looking terminology such "could", "intend", "expect", "believe", "will", "projected", "estimated", or variations of such words.*

*By identifying such information and statements in this manner, the Company is alerting the reader that such information and statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such information and statements. In addition, in connection with the forward-looking information and forward-looking statements contained in this press release, the Company has made certain assumptions. Among the key factors that could cause actual results to differ materially from those projected in the forward-looking information and statements are the following: WonderFi's and BCF's ability to complete the proposed Arrangement; WonderFi's and BCF's ability to secure the necessary legal and regulatory approvals, required to complete the Arrangement; WonderFi's ability to achieve the synergies expected as a result of the Arrangement; BCF's ability to meet the working capital target and the adjustment to the consideration payable to BCF shareholders pursuant to the proposed Arrangement; material adverse changes in general economic, business and political conditions, including changes in the financial markets, changes in applicable laws, and compliance with extensive government regulation. Should one or more of these risks, uncertainties or other factors materialize, or should assumptions underlying the forward-looking information or statements prove incorrect, actual results may vary materially from those described herein.*

*Although the Company believes that the assumptions and factors used in preparing, and the expectations contained in, the forward-looking information and statements are reasonable, undue reliance should not be placed on such information and statements, and no assurance or guarantee can be given that such forward-looking information and statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information and statements. The forward-looking information and forward-looking statements contained in this press release are made as of the date of this press release, and the Company does not undertake to update any forward-looking information and/or forward-looking statements that are contained or referenced herein, except in accordance with applicable securities laws. All subsequent written and oral forward-looking information and statements attributable to the Company or persons acting on its behalf is expressly qualified in its entirety by this notice. All values stated in this release are in Canadian dollars.*

*This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities described herein in the United States. The securities described herein have not been registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities law and may not be offered or sold in the "United States", as such term is defined in Regulation S promulgated under the U.S. Securities Act, unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration requirements is available.*