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# BOARDWALKTECH ANNOUNCES CLOSING OF C\$1.5 MILLION NON- BROKERED PRIVATE PLACEMENT

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CUPERTINO, Calif., April 27, 2026 /CNW/ - (TSXV: BWLK) (OTCQB: BWLKF) – Boardwalktech Software Corp. ("Boardwalktech" or the "Company"), a leading provider of patented digital ledger and AI-enabled enterprise software solutions for intelligent information management, today announced that it has closed an additional tranche (the "Second Tranche") of its non-brokered private placement (the "Offering") of units of the Company (each, a "Unit") at a price of C\$0.035 per Unit. Under the Second Tranche, the Company issued 31,905,286 Units for gross proceeds of C\$1,116,685, bringing the total gross proceeds of this Offering to C\$1,500,000. Each Unit consists of one common share (a "Common Share") and one common share purchase warrant (a "Warrant"). Each Warrant entitles the holder to acquire one Common Share at an exercise price of C\$0.05 for a period of two years from the date of issuance.



Certain finders in the Second Tranche received 8% cash and 8% non-transferable finder's warrants exercisable for common shares of the Company at C\$0.05 per share for two years, for an aggregate of 2,001,142 finder's warrants and C\$66,040 cash commissions paid in the Second Tranche.

Insiders of the Company participated in both the First and Second Tranche for an aggregate of 3,080,000 Units for a total of C\$118,685. Such participation will constitute a "related party transaction" as defined under Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**") and the Company will rely on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101, as neither the fair market value of the securities purchased by insiders, nor the consideration for the securities paid by such insiders, will exceed 25% of the Issuer's market capitalization.

The Company intends to use the net proceeds from the Offering in connection with general corporate purposes.

Completion of the Offering is subject to the final approval of the TSX Venture Exchange. The Units were issued pursuant to exemptions from the prospectus requirements in accordance with *National Instrument 45-106* respecting Prospectus Exemptions. The securities issued pursuant to the Offering are subject to a hold period of four months plus one day from the date of issuance.

The Units 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 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 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 compliance with an exemption from such registration requirements. This press release is not an offer to sell or the solicitation of an offer to buy the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to qualification or registration under the securities laws of such jurisdiction.

The Company also announces that it has renewed its engagement with Sophic Capital Inc. ("Sophic Capital") as its investor relations partner under a new agreement dated April 19, 2026. Sophic Capital is a comprehensive capital markets advisory firm specializing in small-cap growth companies.

Pursuant to the agreement between the Company and Sophic Capital (the "Agreement"), Sophic will receive \$8,000 per month for a term of 12 months. In addition, Boardwalktech has granted the firm options to purchase up to 700,000 common shares at a price of \$0.05 per share. The options vest quarterly in four equal tranches of 175,000 and expire on the earlier of (i) 90 days after the termination of the engagement, or (ii) April 19, 2031. The options are governed by the provisions of Boardwalktech's stock option plan and the policies of the TSX Venture Exchange (TSXV).

#### **About Boardwalktech Software Corp.**

Boardwalktech has developed a patented digital ledger and AI technology platform used by Fortune 500 companies to power mission-critical enterprise applications. The platform enables multiple parties to work simultaneously on the same data while preserving full data integrity, provenance, and auditability. Boardwalktech delivers purpose-built enterprise applications with deep integration into systems of record, significantly faster than traditional software platforms. The Company is headquartered in Cupertino, California, with offices in India and operations across North America. For more information, visit [www.boardwalktech.com](http://www.boardwalktech.com).

#### **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 U.S. Private Securities Litigation Reform Act of 1995. Such forward-looking information and 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 statements can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends",

"anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or may contain statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "will continue", "will occur" or "will be achieved". The forward-looking information contained herein may include, but is not limited to, information concerning the completion of the upsized portion of the Offering and the use of the proceeds raised thereunder.

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.

An investment in securities of the Company is speculative and subject to several risks including, without limitation, the risks discussed under the heading "Risk Factors" in the Company's MD&A dated February 26, 2026. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in the forward-looking information and forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended.

In connection with the forward-looking information and forward-looking statements contained in this press release, the Company has made certain assumptions. 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.

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

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