



April 6, 2026

NR 26-04

Clarification of RIWI's Private Placement Closing on March 10, 2026

Toronto, ON – RIWI Corp. (TSXV: RIWI) (the “Company” or “RIWI”), a market research platform, global trend-tracking and prediction technology firm, is issuing this news release to clarify disclosure in its news release dated February 27, 2026 and March 11, 2026, relating to its non-brokered private placement (the “Offering”).

Clarification of Gross Proceeds and Debt Settlement

In connection with the Offering, the Company issued an aggregate of 8,322,220 units (the “Units”) at a price of \$0.30 per Unit, for an aggregate issuance value of \$2,496,666.

The Company wishes to clarify that:

- \$2,024,970 represents gross cash proceeds raised from the Offering, and
- \$471,696 is deemed by the TSX Venture Exchange (the “Exchange”) to represent shares issued in settlement of outstanding indebtedness (the “Debt Settlement”).

Revised Offering Breakdown

In connection with the Offering, the Company issued an aggregate of 8,322,220 common shares, comprised of:

- 6,749,900 Units issued for cash proceeds of \$2,024,970, with each Unit consisting of one common share and one-half of one common share purchase warrant; and
- 1,572,320 Units issued in connection with the Debt Settlement, for a deemed value of \$471,696, with each Unit consisting of one common share and one-half of one common share purchase warrant.

Accordingly, the Company issued an aggregate of:

- 8,322,220 common shares, and
- 4,161,110 warrants.

Background to Debt Settlement

Following the announcement of the Offering and prior to its completion, the Company repaid certain outstanding debt obligations in the ordinary course of business using existing cash on hand. Certain creditors subsequently elected, of their own volition, to participate in the Offering. The repayment of such indebtedness was not conditional upon participation in the Offering. Notwithstanding the foregoing, the Exchange has deemed these transactions to constitute a “shares for debt” arrangement under its policies, and accordingly the Company has presented the applicable portion of the Offering as a Debt Settlement.

Except as clarified herein, all other terms of the Offering remain as previously disclosed in the Company’s press releases dated February 27, 2026 and March 11, 2026, including the warrant terms, insider participation and finder’s fees, which were calculated based solely on the gross cash proceeds of the Offering.

The Offering remains subject to final acceptance of the Exchange. All securities issued are subject to a statutory hold period of four months and one day.

The net cash proceeds of \$2,024,970 from the Offering are being used for general working capital and corporate purposes, including continued product development and commercialization activities. No proceeds were received in connection with the Debt Settlement.



Insiders of the Company participated in the Debt Settlement for a total of \$471,696. Participation by the insiders constitutes a related party transaction as defined under Multilateral Instrument 61-101 ("MI 61-101"). The Company is relying on the exemptions from the formal 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 the fair market value of the participation in the Private Placement by insiders does not exceed 25% of the market capitalization of the Company, as determined in accordance with MI 61-101.

Engages Firm to Provide Capital Markets Advisory Services

RIWI has entered into an advisory agreement (the "Agreement") with JT Pacific Capital Partners Corp. ("JT Capital") to provide capital markets advisory and investor relations services.

The Agreement has a term of twelve (12) months commencing April 1, 2026, and may be terminated by either party in accordance with its terms. In consideration for the services to be provided, JT Capital will receive a monthly fee of \$6,000 and will be granted 125,000 stock options (the "Options"). Each Option will be exercisable to acquire one common share of the Company at an exercise price equal to the Market Price (as defined by the Exchange) at the time of the grant. The Options will vest in equal quarterly instalments over a period of twelve (12) months from the date of grant, with the first vesting occurring three (3) months following the date of grant. The Options are granted pursuant to the Company's stock option plan and are subject to the approval of the TSX Venture Exchange.

JT Capital is a Vancouver-based capital markets advisory firm that provides strategic guidance to small and microcap growth companies. Its services include investor communications, capital markets advisory, and stakeholder engagement. JT Capital and its principals are arm's length to the Company. Certain principals of JT Capital hold securities of the Company.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any securities, and there will be no sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. The securities being offered have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

About RIWI

RIWI is a market research platform and global trend-tracking and prediction technology firm. On a monthly or annual subscription basis, RIWI offers its clients tracking surveys, continuous risk monitoring, predictive analytics and ad effectiveness tests in all countries. <https://riwi.com>

RIWI CORP.

Signed: "Greg Wong"
Greg Wong, Chief Executive Officer

For more information, please contact investors@riwi.com

Neither the 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.



CAUTION REGARDING FORWARD-LOOKING INFORMATION:

Information and statements contained in this news release that are not historical facts are “forward-looking information” within the meaning of Canadian securities legislation that involves risks and uncertainties. Forward-looking information included herein is made as of the date of this news release and RIWI does not intend, and does not assume any obligation, to update forward-looking information unless required by applicable securities laws. Forward-looking information relates to future events or future performance and reflects management of the Company’s expectations or beliefs regarding future events. This forward-looking information is based, in part, on assumptions and factors that may change or prove to be incorrect, thus causing actual results, performance or achievements to be materially different from those expressed or implied by forward-looking information.

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