

Lions Bay Announces Plan to Consolidate Share Capital and Non-Brokered Private Placement

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Vancouver, August 11, 2025 - [Lions Bay Capital Inc.](#) (TSXV: LBI) ("Lions Bay" or the "Company") provides notice that it intends to complete a consolidation (the "Consolidation") of its common shares (the "Common Shares") on the basis of five (5) pre-Consolidation Common Shares for one (1) post-Consolidation Common Share. As of the date hereof, there are 142,105,852 Common Shares issued and outstanding. On a post-Consolidation basis, the Company shall have approximately 28,421,170 Common Shares issued and outstanding.

The Company would also like to announce it has arranged a non-brokered private placement of up to 10,850,000 units of the Company ("Units") at a post consolidation price of \$0.10 per Unit for aggregate gross proceeds of up to \$1,085,000 (the "Private Placement"). Each Unit will consist of one common share (a "Common Share") and one-half common share purchase warrant, with each full warrant (a "Warrant") being exercisable to purchase one Common Share at a price of \$0.20 for 24 (twenty-four) months from the date of issuance.

The Consolidation and Private Placement are subject to approval of the TSX Venture Exchange (TSXV) and are expected to close concurrently. All securities issued under the Private Placement will be subject to statutory hold periods expiring four months and one day from the date of closing of the Private Placement.

The Company intends to use the net proceeds raised from the Private Placement for to carry out the due diligence procedure on the cogeneration power plant, debt reduction and general working capital.

About Lions Bay Capital Inc.

Lions Bay Capital Inc. is a TSXV listed Investment Issuer that is focused on high return investment opportunities, principally in the mining, clean energy and clean technology sectors, where it provides public and private companies with strategic and financial support.

On behalf of the Board of Lions Bay.

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Disclaimer & Forward-Looking Statements: This news release includes "forward-looking statements" and "forward-looking information" within the meaning of Canadian securities laws and United States securities laws (together, "forward-looking statements"). All statements included in this news release, other than statements of historical fact, are forward-looking statements including, without limitation, statements with respect to the closing of option to purchase and the approval of the share consolidation and convertible debt by the TSX Venture Exchange. Forward-looking statements include predictions, projections and forecasts and are often, but not always, identified by the use of words such as "anticipate", "believe", "plan", "estimate", "expect", "potential", "target", "budget", "propose" and "intend" and statements that an event or result "may", "will", "should", "could" or "might" occur or be achieved and other similar expressions and includes the negatives thereof.

Forward-looking statements are based on a number of assumptions and estimates that, while considered reasonable by management based on the business and markets in which the Company operates, are inherently subject to significant operational, economic, and competitive uncertainties, risks and contingencies. These include assumptions regarding, among other things: general business and economic conditions. There can be no assurance that forward-looking statements will prove to be accurate and actual results, and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from the Company's expectations include those described under the heading "Risks and Uncertainties" in the Company's most recently filed MD&A (a copy of which is available under the Company's SEDAR profile at www.sedarplus.ca). The Company does not undertake to update or revise any forward-looking statements, except in accordance with applicable law.

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