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## **Tinkerine Studios Ltd. Announces Letter of Intent for Proposed Reverse Takeover with Fotonara Inc., a Pioneer in Sovereign Real Estate Technology**

VANCOUVER, BC and CALGARY, AB – April 8, 2026 – Tinkerine Studios Ltd. (NEX: TTD.H) ("Tinkerine" or the "Company") is pleased to announce that it has entered into a non-binding Letter of Intent (the "LOI") dated April 7, 2026, with Fotonara Inc. ("Fotonara"), a visionary private Canadian technology manufacturing company.

The LOI outlines the proposed terms and conditions of a business combination that, if completed, will constitute a Reverse Takeover (the "Proposed Transaction") of Tinkerine by Fotonara under the policies of the TSX Venture Exchange (the "TSXV"). Upon successful completion of the Proposed Transaction, the resulting combined entity (the "Resulting Issuer") will continue the high-growth business of Fotonara under the proposed name "Fotonara Inc."

### **About Fotonara Inc.**

Fotonara is rewriting the unit economics of the built environment. Operating at the intersection of advanced Canadian manufacturing and highly scalable software protocols, Fotonara targets the \$44 billion LED market and the \$1 trillion Wellness Real Estate sector.

Its proprietary "Sovereign Architecture" provides commercial, industrial, and residential developers with an unassailable technological moat, featuring:

- **Deflationary Efficiency:** Industry-leading lighting technology delivering a 20% lumen-per-watt efficiency lead over legacy incumbents.
- **Power over Ethernet:** Safe, conduit-free power deployment (including the FluidAra Utility Wall) that slashes electrical rough-in labor by 40% and eliminates the "rectifier tax" of traditional AC power.
- **The Protocol Moat:** A fully local, zero-cloud hardware ecosystem operating natively on Matter 1.5.1 over Thread, ensuring sub-millisecond execution and complete data privacy with zero Big Tech biometric data harvesting.

### **The Proposed Transaction and Staged Regulatory Pathway**

The LOI sets out a collaborative, staged approach to completing the Proposed Transaction, designed in strict adherence to the policies of the TSXV and the British Columbia Securities Commission (the "BCSC"):

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1. **Regulatory Remediation & The Bridge Loan:** Tinkerine is currently subject to a Cease Trade Order (the "CTO") issued by the BCSC for historical continuous disclosure defaults, and its shares are suspended from trading. To facilitate the revival of the Company in a compliant manner, Fotonara intends to advance a heavily restricted, secured bridge loan to Tinkerine. To explicitly avoid any premature change of control, the proceeds of this loan will be strictly ring-fenced in trust and utilized exclusively for the payment of independent auditors, legal counsel, and regulatory fees required to successfully apply for a full revocation of the CTO.
2. **Debt Settlement:** Prior to the closing of the Proposed Transaction, Tinkerine intends to negotiate the settlement of its outstanding historical debts.
3. **Concurrent Financing:** In connection with the Proposed Transaction, Fotonara intends to complete a concurrent brokered or non-brokered private placement (the "Concurrent Financing") to aggressively fund its B2B and B2C go-to-market strategy and comfortably satisfy the initial listing working capital requirements of the TSXV.
4. **Definitive Agreement:** The parties intend to negotiate and execute a binding definitive agreement (the "Definitive Agreement") following the completion of mutual due diligence, which will outline the final valuation, exchange ratios, and mechanics of the share consolidation and acquisition.

**Conditions Precedent and Trading Halt**

Completion of the Proposed Transaction is subject to a number of rigorous conditions, including, but not limited to:

- The full revocation of the CTO by the BCSC;
- The successful negotiation and execution of the Definitive Agreement;
- Satisfactory completion of mutual comprehensive due diligence;
- The successful settlement of Tinkerine's legacy debt;
- Completion of the Concurrent Financing; and
- Receipt of all requisite shareholder, creditor, and regulatory approvals, including the conditional approval of the TSXV.

Trading in the common shares of Tinkerine is currently suspended. Trading will remain suspended until such time as the CTO is revoked, the TSXV has reviewed the Proposed Transaction, and the Company has met the requirements of the TSXV for resumption of trading. It is anticipated that trading will remain suspended until the closing of the Proposed Transaction.

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Further details regarding the Proposed Transaction, the Concurrent Financing, and the proposed board of directors and management of the Resulting Issuer will be provided in a comprehensive press release upon the execution of the Definitive Agreement.

**About Tinkerine**

Tinkerine is a Canadian company that transforms innovative ideas into tangible realities through advanced 3D printing technology, AI solutions, and user-friendly platforms. With a focus on educational technology and STEAM learning, Tinkerine empowers users to seamlessly prototype and produce complex objects, all while fostering collaboration and knowledge sharing within a community of creators.

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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) accepts responsibility for the adequacy or accuracy of this release.**

Disclaimer and Forward-Looking Statements

Completion of the transaction is subject to a number of conditions, including but not limited to, TSXV acceptance and if applicable, disinterested shareholder approval. Where applicable, the transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the transaction, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon. Trading in the securities of Tinkerine Studios Ltd. should be considered highly speculative.

The TSX Venture Exchange Inc. has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this news release.

This press release contains "forward-looking information" within the meaning of applicable Canadian securities legislation. Forward-looking information includes, but is not limited to, statements with respect to the execution of the Definitive Agreement, the successful revocation of the CTO, the completion of the Concurrent Financing, the debt settlement of Tinkerine, the future business operations of Fotonara, and the receipt of regulatory and shareholder approvals. Generally, forward-looking information 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 statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking information is 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 forward-looking information. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws.