BuildDirect Announces Intention to Enter Into Secured Loan and Loans to Management

Vancouver, British Columbia–(Newsfile Corp. – May 1, 2025) – BuildDirect.com Technologies Inc. (TSXV: BILD) ("**BuildDirect**" or the "**Company**"), a leading omnichannel building material retailer, announces its intention to close a secured loan (the "**2025 Loan**") with Lyra Growth Partners Inc. (the "**Lender**") together with loans (the "**Management Loans**") with senior members of management of the Company and its operating subsidiaries (the "**Borrowers**"). The sole purpose of the Management Loans is to enable the senior management Borrowers to purchase additional issued and outstanding common shares of the Company, thereby aligning their interests with shareholders.

The 2025 Loan:

The Company, via its wholly owned subsidiary BuildDirect Operations Limited ("**BuildDirect Operations**"), intends to enter into a secured loan agreement with the Lender pursuant to which loan proceeds of CAD $775,000 will be made available to the Company.

The terms of the 2025 Loan include the following:

- The 2025 Loan will bear interest at a rate equal to the greater of (i) 8% and (ii) the Canada Revenue Agency prescribed rate for taxable employee benefits (the "**CRA Rate**") being 4% per annum as of the date hereof. The interest rate shall be reset on March 31, June 30, September 30 and December 31 of each year to the greater of (i) 8% and (ii) the then-current CRA Rate. Interest compounds and is payable annually on the 2025 Loan commencing one hundred and thirty (130) days after the last day of the calendar year in which the 2025 Loan closes.

- The 2025 Loan will mature sixty (60) months from the date of funding of the 2025 Loan.

The net proceeds of the 2025 Loan will be used for the purposes of the Management Loans as described below.

The TSX Venture Exchange (the "**TSXV**") has been provided notice of the 2025 Loan under TSXV Policy 5.1 – Loans, Loan Bonuses, Finder's Fees and Commissions.

The Lender is an insider by virtue of holding 20.7% of the issued and outstanding common shares of the Company on a partially diluted basis. As a result of the foregoing, the 2025 Loan to be issued to the above entities constitutes a related party transaction as defined under Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special*

Transactions ("**MI 61-101**"). The Company will rely upon the exemptions from the formal valuation and minority shareholder approval requirements in sections 5.5(b) – *Issuer not Listed on Specified Markets* and 5.7(1)(a) – *Fair Market Value Not More Than 25 Per Cent of Market Capitalization,* respectively of MI 61-101.

The Management Loans:

The Company, via its wholly owned subsidiary BuildDirect Operations, intends to enter into loan agreements (the "**Management Loan Agreements**") with four (4) Borrowers pursuant to which an aggregate of CAD $775,000 will be loaned to the Borrowers.

The terms of the Management Loans include the following:

1. The 2025 Management Loans will bear interest at a rate equal to the greater of (i) 8% and (ii) the Canada Revenue Agency prescribed rate for taxable employee benefits (the "**CRA Rate**") being 4% per annum as of the date hereof. The interest rate shall be reset on March 31, June 30, September 30 and December 31 of each year to the greater of (i) 8% and (ii) the then-current CRA Rate.

2. The maturity date of the Management Loans will be sixty (60) months from the date of funding subject to the terms of the Management Loans.

3. The Management Loans are being advanced to the Borrowers to purchase issued and outstanding common shares of the Company via private share sale transactions and the Borrowers will pledge, as security for the Management Loans, the common shares that they currently own in the Company plus the shares in the Company that they will purchase with the Management Loans proceeds.

"These Management Loans, which supplement prior share purchases by the senior management team are important steps to support the Company's growth," stated Milan Roy, Director. He further notes, "We strongly believe in aligning the interests of BuildDirect's management team with those of its shareholders. By facilitating this loan structure, we are enabling key leadership to increase their ownership stake in the Company, while also providing security for the Loans, reinforcing their commitment to long-term value creation and sustainable growth. We are confident that through this structure we are sharing both risk and upside with senior management and this will further strengthen BuildDirect's leadership alignment with shareholder interests and drive continued success."

The TSXV has been provided notice of the Management Loans under Section 6.5 of TSXV Policy 4.4 – *Security Based Compensation* ("**TSXV Policy 4.4**"). The 2025 Loan and the

Management Loans remain subject to TSXV final approval together with written consent of shareholders of the Company holding more than 50% of the Company's Issued Shares excluding the Issued Shares of the Lender, the Borrowers and their respective Associates and Affiliates pursuant to TSXV Policy 4.4.

The Borrowers, being Shawn Wilson, Kerry Biggs, John Allen and Brandon Stone, are all insiders of the Company by virtue of being senior officers of the Company (Shawn Wilson, Kerry Biggs and John Allen) and Superb Floor Covering, LLC, a wholly owned subsidiary of the Company (Brandon Stone). As a result of the foregoing, the Management Loans constitutes related party transactions as defined under Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). The Company will rely upon the exemptions from the formal valuation and minority shareholder approval requirements in sections 5.5(b) – *Issuer not Listed on Specified Markets* and 5.7(1)(a) – *Fair Market Value Not More Than 25 Per Cent of Market Capitalization,* respectively of MI 61-101.

About BuildDirect:

BuildDirect (TSXV: BILD) is a growing omnichannel building material retailer. BuildDirect connects North American home improvement B2B and B2C organizations, and homeowners with quality building materials and services through its robust global supply chain network. BuildDirect's growth trajectory, strong product offering, and proprietary heavyweight delivery network are delivering value today, solidifying its position as an innovative player in the home improvement industry. For more information, visit www.BuildDirect.com.

Forward-Looking Information:

This press release contains statements which constitute "forward-looking statements" and "forward-looking information" within the meaning of applicable securities laws (collectively, "**forward-looking statements**"), including statements regarding the plans, intentions, beliefs and current expectations of the Company with respect to future business activities and operating performance. Forward-looking statements are often identified by the words "may", "would", "could", "should", "will", "intend", "plan", "anticipate", "believe", "estimate", "expect" or similar expressions. These statements reflect management's current beliefs and expectations and are based on information currently available to management as at the date hereof.

Forward-looking statements in this press release may include, without limitation, statements relating to BuildDirect's ability to repay the 2025 Loan and the Borrowers' ability to repay the Management Loans, the use of proceeds of the 2025 Loan and the Management Loans, and the ability of the Company to obtain regulatory approvals and written consent of disinterested shareholders of the Company holding at least 50% of the issued and outstanding common shares of the Company.

Many factors could cause actual results, performance or achievements to differ materially from the results discussed or implied in the forward-looking statements. Among those factors are changes in consumer spending, availability of mortgage financing and consumer credit, changes in the housing market, changes in trade policies, tariffs or other applicable laws and regulations both locally and in foreign jurisdictions, availability and cost of goods from suppliers, fuel prices and other energy costs, interest rate and currency fluctuations, retention of key personnel and changes in general economic, business and political conditions. These forward-looking statements may be affected by risks and uncertainties in the business of the Company and general market conditions.

Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected. These factors should be considered carefully, and readers should not place undue reliance on the forward-looking statements.

Although the forward-looking statements contained in this press release reflect the Company's expectations, estimates or projections concerning future results or events based on the opinions, assumptions and estimates of management considered reasonable at the date the statements are made, the Company cannot assure readers that actual results will be consistent with these forward looking statements. There may be other risks, uncertainties and factors that cause results not to be as anticipated, estimated or intended and such changes could be material. These forward-looking statements are made as of the date of this press release, and BuildDirect assumes no obligation to update or revise them to reflect new events or circumstances, except as required by law.

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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