

## Mongolia Growth Group Announces the Proposed Sale of Its Office Property and KEDM Business

**Toronto, Ontario, Canada –August 27, 2025** – *Mongolia Growth Group Ltd.* (TSX-V: YAK, “MGG” or the “Company”) announces that the Company has entered into a definitive agreement (the “**Office Sale Agreement**”) to sell its office building in Rincon, Puerto Rico for USD\$1.45 million (the “**Office Sale Transaction**”) and has entered into a definitive agreement (the “**KEDM Agreement**”) to sell its KEDM business for consideration of the assumption of all obligations related to the deferred revenues associated with the KEDM business up to and including October 31, 2025 (the “**KEDM Transaction**”).

The Office Sale Transaction and the KEDM Transaction are part of the Company's previously announced planned review of its business operations, with an intention to distribute certain of the Company's cash assets to shareholders. Any distribution of cash assets will be subject to further review and consideration by the board of directors, including the most efficient and appropriate manner to complete the same.

### The Office Sale Transaction

The office property, which is a fully furnished office property in Rincon, Puerto Rico used as a corporate headquarters, was purchased by the Company (through Lemontree PR LLC) in June 2021 for a purchase price of USD\$650,000 (plus closing fees). The office property is comprised of 3,655 square feet of gross leasable area, and is currently 75% leased, generating net operating income of USD\$5,000 per month.

Pursuant to the Office Sale Transaction, Lemontree LLC, an entity owned by Harris Kupperman, the Chairman and Chief Executive Officer of the Company, has agreed to purchase the office property for USD\$1.45 million. The Office Sale Transaction is subject to standard terms and conditions for transactions of this nature, and in addition to the foregoing, is subject to shareholder approval in the manner described below at the annual and special meeting of shareholders of the Company currently scheduled for October 7, 2025 (the “**Meeting**”). The office property was recently appraised by an independent appraisal firm with a current valuation of USD\$1.3 million.

### The KEDM Transaction

The Company has built a subscription based financial data product known as KEDM, which helps investors monitor various event-driven opportunities. During the first half of 2025, the Company recognized CAD\$1,099,289 (2024 - CAD\$1,367,342) of revenue while taking in CAD\$974,074 (2024 - CAD\$1,372,623) of gross subscription receipts from the KEDM business. KEDM is currently maintaining a stabilized level of revenue but continues to see net attrition to that revenue rate as churn exceeds new customer growth.

Pursuant to the KEDM Transaction, KEDM Inc. has agreed to purchase all of the assets and undertakings related to the KEDM business in consideration for the assumption of all obligations related to the deferred revenues associated with the KEDM business (which will be retained by the Company) up to and including October 31, 2025 (which deferred revenues are currently estimated to be between CAD\$600,000 and CAD\$900,000 depending on renewals prior to the closing date). The KEDM Transaction is subject to standard terms and conditions for transactions of this nature, and in addition to the foregoing, is subject to shareholder approval in the manner described below at the Meeting. KEDM Inc. is an arms-length third-party purchaser.

### MI 61-101, TSXV Matters and Shareholder Approvals

The Chairman and Chief Executive Officer of the Company, Harris Kupperman, is the owner of the purchaser in respect of the Office Sale Transaction. Mr. Kupperman also owns or controls approximately 26.7% of the issued and outstanding Common Shares of the Company. Accordingly, the Office Sale Transaction is considered a “related party” transaction pursuant to Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). The Company is relying on the exemptions in respect of formal valuations and minority shareholder approval available under sections 5.5(a) and 5.7(a) of MI 61-101

as the fair market value of the consideration for the Office Sale Transaction does not exceed 25% of the Company's market capitalization as determined in accordance with MI 61-101.

Pursuant to section 5.14(c) of TSX Venture Exchange Policy 5.3 – *Acquisitions and Dispositions of Non-Cash Assets*, the TSX Venture Exchange (the "**TSXV**") requires shareholder approval for certain transactions which are considered "Reviewable Dispositions" including as a result of the sale of more than 50% of the Company's assets, business or undertaking, which each of the Office Sale Transaction and the KEDM Transaction could constitute. If such Reviewable Disposition is to one or more "Non-Arm's Length Parties" (as defined by the TSXV), such shareholder approval must be received on a "disinterested basis" and excluding the votes related to the Common Shares owned or controlled by the applicable Non-Arm's Length Party. The KEDM Transaction is being completed on an arm's length basis to an arm's length counterparty and accordingly does not require disinterested shareholder approval or a formal valuation under MI 61-101 or the rules of the TSXV. However, the Office Sale Transaction is being completed with a Non-Arm's Length Party, being an entity owned by Mr. Kupperman. Accordingly, in addition to the approvals required under the *Business Corporations Act* (Alberta) (the "**ABCA**") as described below, the Company will seek to approve resolutions approving each of the Office Sale Transaction (the "**Office Sale Resolution**") and the KEDM Transaction (the "**KEDM Resolution**"), and in respect of the Office Sale Resolution, excluding the votes represented by the 6,800,000 Common Shares owned or controlled by Mr. Kupperman.

In addition to the shareholder approval as described above, the completion of each of the Office Sale Transaction and the KEDM Transaction may constitute the sale of "substantially all" of the Company's assets outside of the normal course of business. Accordingly, in accordance with the provisions of the ABCA, each of the Office Sale Resolution and the KEDM Resolution must be approved by not less than 66 2/3% of the votes cast by shareholders present in person or represented by proxy at the Meeting (in addition to the other applicable requirements of the TSXV as described above).

Upon completion of the sale of the KEDM Transaction and the Office Sale Transaction, the Company has been advised by the TSXV that it may not continue to meet the minimum listing requirements of the TSXV and the listing of the Company's Common Shares may be transferred to the NEX Board of the TSXV. The Company intends to take the necessary steps to maintain a listing on NEX.

### Special Committee and Board Approvals

In connection with the strategic review of its operations and capital structure and in particular the potential disposition of the Company's assets, a special committee of independent members of the board of directors (the "**Special Committee**") comprised of Brad Farquhar, Jim Dwyer and Rob Scott was formed to oversee, consider and make recommendations to the board with respect to the sale of the Company's ongoing business operations,

As part of such process, the Special Committee retained Linmac LLP as independent legal counsel and retained Integra Realty Resources – Caribbean – Puerto Rico ("**IRR**") to provide an independent appraisal and valuation on the subject office property.

As previously announced on August 5, 2025, the Company advised that in connection with a potential sale of the office property, Harris Kupperman informed the Company that he intended to offer to purchase the property at a premium to the greater of the Company's cost base for such property or the results of the independent third-party valuation. Additionally, as part of such announcement the Company invited other third parties to submit bids to the Company to purchase the office property. As part of their oversight of the Office Sale Transaction, the Special Committee retained IRR to provide an independent valuation of the office property, which valuation concluded that as at July 31, 2025, and subject to the assumptions and limitations set forth therein, the office property was valued at USD\$1.3 million.

The Special Committee has unanimously (i) concluded that the Office Sale Transaction is on reasonable commercial terms that are not less advantageous to the Company than if the Office Sale Transaction were with any person dealing at arm's length with the Company; and (ii) determined to recommend to the Board (A) that the Office Sale Transaction is in the best interests of the Company; (B) to approve the Office Sale Transaction and the entering into of the Office Sale Agreement, and (C) to recommend that shareholders (other than Mr. Kupperman) vote in favour of the Office Sale Resolution.

The Special Committee has also unanimously determined (i) to recommend to the Board that (A) that the KEDM Transaction is in the best interests of the Company; (B) to approve the KEDM Transaction and the entering into of the KEDM Agreement, and (C) to recommend that shareholders vote in favour of the KEDM Resolution.

Based, in part, on the recommendations of the Special Committee, the Board, with the abstention of Mr. Kupperman in such deliberations, determinations and conclusions, unanimously determined (i) that the Office Sale Transaction is in the best interests of the Company; (ii) to approve the Office Sale Transaction and the entering into of the Office Sale Agreement, and (iii) to recommend that shareholders (other than Mr. Kupperman) vote in favour of the Office Sale Resolution.

Additionally, based in part on recommendations of the Special Committee, the Board, with the abstention of Mr. Kupperman and Mr. Cousyn in such deliberations, determinations and conclusions, unanimously determined (i) that the KEDM Transaction is in the best interests of the Company; (ii) to approve the KEDM Transaction and the entering into of the KEDM Agreement, and (iii) to recommend that Shareholders vote in favour of the KEDM Resolution.

Further details on each of the Office Sale Transaction and the KEDM Transaction, including the background to such transactions and matters considered by the Special Committee and the Board in respect of the same will be set forth in the Company's management information circular to be sent to shareholders in connection with the Meeting. Copies of each of the Office Sale Agreement and the KEDM Agreement will be available under the Company's profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

For further information please contact:

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### **Forward-Looking Information Disclaimer**

This press release contains forward-looking information within the meaning of applicable securities laws. Forward-looking statements include, but are not limited to, statements regarding the proposed Office Sale Transaction, KEDM Transaction, Meeting and anticipated return of capital. These statements are subject to numerous risks and uncertainties, including regulatory approvals, asset sale outcomes, tax interpretations, and market conditions. Actual results may differ materially. Readers are cautioned not to place undue reliance on these statements.

This news release includes forward-looking statements that are subject to risks and uncertainties. All statements within, other than statements of historical fact, are to be considered forward looking. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include general economic, market and business conditions, the regulatory process and actions, regulator and corporate approvals, technical issues, new legislation, competitive and general economic factors and conditions, the uncertainties resulting from potential delays or changes in plans, the occurrence of unexpected events, and the Company's capability to execute and implement its future plans. Actual results may differ materially from those projected by management. There can be no assurances that such statements will prove accurate and, therefore, readers are advised to rely on their own evaluation of such uncertainties. We do not assume any obligation to update any forward-looking statements. This news release does not constitute an offer to sell or a solicitation of an offer to sell any securities in the United States. The securities 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 state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available. We seek safe harbour.

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