

The Redmont Group

Vendeka & NER Merger Agreement

Master Share Exchange Agreement
(“The Redmont Group Merger”)

This Agreement is made on the **26th of January, 2026.**

PARTIES:

1. **The Redmont Group** (“The Parent” / “RED”);
2. **Vendeka Inc.** (“Target A”);
3. **National Exchange of Redmont** (“Target B” / “NER”);
4. **The Executive Shareholders** (EmmDubz, Mg, xSyncx, Talion).

RECITALS:
WHEREAS, the Parties wish to consolidate their business interests under a single holding company structure;
WHEREAS, the Parent wishes to acquire 100% of the issued share capital of the Targets; and
WHEREAS, the Parties intend to restructure the group such that Vendeka Inc., NER, Vendeka Redmont Bank (VDRB), and Vendeka Software LLC become direct subsidiaries of the Parent.

AGREEMENT:

ARTICLE 1: Class A Share Issuance

1.1. EmmDubz
The Parent will issue 2,499 Class A Shares to Emmdubz, (totalling 2,500 with initial share), in consideration of future software for the group, and management services

1.2. Mg
Mg will transfer 100% of their Class A equity interest in Target A and 100% of their Class A equity interest in Target B to the Parent. In consideration, the Parent will issue 2,500 Class A Shares to Mg.

1.3. xSyncx
xSyncx will transfer 100% of their Class A equity interest in Target B to the Parent. In consideration, the Parent will issue 2,500 Class A Shares to xSyncx.

1.4. Talion
Talion will transfer 100% of their Class A equity interest in Target B to the Parent. In consideration, the Parent will issue 2,500 Class A Shares to Talion.

ARTICLE 2: Class B Share Swap

2.1. The Vendeka Pool

- The Parent shall issue 45,000 Class B Shares to the existing Class B Shareholders of Vendeka Inc
- Existing Vendeka Class B shares are cancelled and replaced pro-rata with RED Class B shares.

2.2. The NER Pool

- The Parent shall issue 45,000 Class B Shares to the existing Class B Shareholders of NER.
- Existing NER shares are cancelled and replaced pro-rata with RED Class B shares.

2.3. The Treasury Pool

- The Parent shall reserve 10,000 Class B Shares in Treasury for future incentive programs.

ARTICLE 3: Corporate Restructuring

3.1. Transfer of Vendeka Redmont Bank

Vendeka Inc. hereby transfers 100% of the ownership of Vendeka Redmont Bank (VDRB) to The Redmont Group as an inter-company dividend.

3.2. Transfer of Vendeka Software LLC

Vendeka Inc. hereby transfers 100% of the Membership Interest of Vendeka Software LLC to The Redmont Group as an inter-company dividend.

ARTICLE 4: Ratification and Voting

4.1. This Agreement is ratified by the unanimous vote of the Class A Shareholders of Vendeka Inc. and NER.

4.2. Pursuant to the Certificate of Incorporation of Target A, the majority vote of the Class A Shareholders binds all minority Class B shareholders of Target A to this exchange.

SIGNED AND EXECUTED:

EmmDubz
Director, *The Redmont Group*

Mg
Chairman of the Board, *Vendeka Inc.*

Talion
Chairman of the Board, *The National Exchange of Redmont*

PROOFS:

