RNS Number : 4118P
Meme Vault PLC
10 December 2024

The information contained within this announcement is deemed by the Company to constitute inside information stipulated under the Market Abuse Regulation (EU) No. 596/2014 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018. Upon the publication of this announcement via the Regulatory Information Service, this inside information is now considered to be in the public domain.

10 December 2024

Meme Vault Plc

("Meme Vault" or the "Company")

Completion of Placing

The Company is pleased to announce that it has raised £271,000 from both existing and new investors via the issuance of 1,355,000,000 new ordinary shares of 0.01 pence each ("Ordinary Shares") in the Company at a price of 0.02 pence per share ("Placing").

The funds will be used for working capital and for the development of the new strategy of the Company, as announced on 07 November 2024. Meme Vault will act as an operating company, directly managing and executing projects in cryptocurrency and Web3, including the development of blockchain-based technologies, decentralised applications, and community-driven digital initiatives. As part of this strategy, the Company is in the process of incorporating a subsidiary in the United Arab Emirates. The subsidiary will be applying for the relevant licenses to operate within the UAE's regulatory framework, leveraging the region's dynamic blockchain ecosystem to support its strategic goals.

The Company has issued warrants over 3,000,000,000 new ordinary shares. Of these, 2,710,000,000 warrants were issued to investors participating in the Placing, on the basis of two warrants for each subscription share, with an exercise price of 0.02p per share ("Placing Warrants"). Jeremy Woodgate, a Director of the Company, was issued 50,000,000 warrants on the same terms as the Placing Warrants. 240,000,000 warrants were issued to previous round investors and other participants, with an exercise price of 0.05p per share (together, the "Warrants"). All Warrants are exercisable for a period of three years from the date of issue.

Following the Placing, Derek Lew and Brian Stockbridge, Directors of the Company, will respectively hold approximately 25.01% and 26.88% of the Company's enlarged issued share capital, held through their personal holdings and wholly owned companies.

Application will be made for the Ordinary Shares, which will rank pari passu with the existing Ordinary Shares in issue, to be admitted to trading on the AQSE Growth Market ("Admission"). Dealings are expected to commence on or around 13 December 2024.

Total Voting Rights
Following Admission, the Company's total issued and voting share capital will consist of 4,669,857,144 Ordinary Shares. The Company does not hold any Ordinary Shares in treasury.

The above figure may be used by shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, the Company under the FCA's Disclosure and Transparency Rules.

Rule 4.6 Statement - Related Party Transaction

Both Brian Stockbridge and Derek Lew participated in the Placing and are considered a "Related Party" as defined under the AQSE Growth Market Access Rulebook as a result of being directors of the Company. The subscription of shares and issuance of warrants relating to them therefore constitutes a related party transaction for the purposes of Rule 4.6 of the AQSE Growth Market Access Rulebook.

Jeremy Woodgate, Non-executive Director of the Company confirms that, having exercised reasonable care, skill and diligence, the related party transaction is fair and reasonable insofar as the shareholders of Meme Vault are concerned.

Brian Stockbridge, Non-executive Chairman said: "***We are pleased to announce the successful completion of the placing. With this important step completed, we now turn our focus towards executing our new strategy. We would like to thank our shareholders for their continued support as we have navigated the changing nature of the business, and we welcome the new shareholders joining us on this exciting journey. We as a board, are***

committed to making this new strategy a success and remain in service to maximising shareholder value. We intend to keep the market regularly updated as we start to progress the business."

For more information, please visit the Company's website atwww.memevault.ai

The Directors of the Company take responsibility for this announcement.

Meme Vault Plc	
Brian Stockbridge Non-executive Chairman	Via Alfred Henry
Alfred Henry Corporate Finance Ltd AQSE Corporate Advisor	
Nick Michaels, Maya Klein Wassink	+44 (0) 20 8064 4056

Notification and public disclosure of transactions by persons discharging managerial responsibilities and persons closely associated with them.

<table>
<tr><td>1.</td><td colspan="2">Details of the person discharging managerial responsibilities / person closely associated</td></tr>
<tr><td>a)</td><td>Name</td><td>Brian Stockbridge</td></tr>
<tr><td>2.</td><td colspan="2">Reason for the Notification</td></tr>
<tr><td>a)</td><td>Position/status</td><td>Non-Executive Chairman</td></tr>
<tr><td>b)</td><td>Initial notification / Amendment</td><td>Initial notification</td></tr>
<tr><td>3.</td><td colspan="2">Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor</td></tr>
<tr><td>a)</td><td>Name</td><td>Meme Vault Plc</td></tr>
<tr><td>b)</td><td>LEI</td><td>213800CBZ6E6WRDGV387</td></tr>
<tr><td>4.</td><td colspan="2">Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted</td></tr>
<tr><td>a)</td><td>Description of the Financial instrument, type of instrument

Identification Code</td><td>Ordinary shares

GB00BJDPYD55</td></tr>
<tr><td>b)</td><td>Nature of the transaction</td><td>1) Subscription of ordinary shares
2) Grant of Warrants</td></tr>
<tr><td>c)</td><td>Price(s) and volume(s)</td><td><table><tr><th>Price(s)</th><th>Volume(s)</th></tr><tr><td>1) 0.02p
2) 0.02p</td><td>1) 37,500,000
2) 75,000,000</td></tr></table></td></tr>
<tr><td>d)</td><td>Aggregated information:
· Aggregated volume
· Price</td><td>N/A single transaction</td></tr>
<tr><td>e)</td><td>Date of the transaction</td><td>08 December 2024</td></tr>
</table>

f)	Place of the Transaction	Outside a trading venue

1.	**Details of the person discharging managerial responsibilities / person closely associated**	
a)	Name	Dark Horse Family Office Limited
2.	**Reason for the Notification**	
a)	Position/status	PCA to a PDMR - Brian Stockbridge, Non-Executive Chairman of the Company
b)	Initial notification / Amendment	Initial notification
3.	**Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor**	
a)	Name	Meme Vault Plc
b)	LEI	213800CBZ6E6WRDGV387
4.	Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted	
a)	Description of the Financial instrument, type of instrument Identification Code	Ordinary shares GB00BJDPYD55
b)	Nature of the transaction	1) Subscription of ordinary shares 2) Grant of Warrants
c)	Price(s) and volume(s)	Price(s): 1) 0.02p 2) 0.02p Volume(s): 1) 375,000,000 2) 750,000,000
d)	Aggregated information: · Aggregated volume · Price	N/A single transaction
e)	Date of the transaction	08 December 2024
f)	Place of the Transaction	Outside a trading venue

1.	**Details of the person discharging managerial responsibilities / person closely associated**	
a)	Name	California Two Pizza Ventures Inc.
2.	**Reason for the Notification**	
a)	Position/status	PCA to a PDMR - Derek Lew, a Director of the Company
b)	Initial notification / Amendment	Initial notification
3.	**Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor**	
a)	Name	Meme Vault Plc

b)	LEI	213800CBZ6E6WRDGV387
4.	Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted	
a)	Description of the Financial instrument, type of instrument Identification Code	Ordinary shares GB00BJDPYD55
b)	Nature of the transaction	1) Subscription of ordinary shares 2) Grant of Warrants
c)	Price(s) and volume(s)	Price(s): 1) 0.02p, 2) 0.02p Volume(s): 1) 375,000,000, 2) 750,000,000
d)	Aggregated information: · Aggregated volume · Price	N/A single transaction
e)	Date of the transaction	08 December 2024
f)	Place of the Transaction	Outside a trading venue

1.	**Details of the person discharging managerial responsibilities / person closely associated**	
a)	Name	Jeremy Woodgate
2.	**Reason for the Notification**	
a)	Position/status	Director
b)	Initial notification / Amendment	Initial notification
3.	**Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor**	
a)	Name	Meme Vault Plc
b)	LEI	213800CBZ6E6WRDGV387
4.	Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted	
a)	Description of the Financial instrument, type of instrument Identification Code	Ordinary shares GB00BJDPYD55
b)	Nature of the transaction	Grant of Warrants
c)	Price(s) and volume(s)	Price(s): 0.02p Volume(s): 50,000,000
d)	Aggregated information: · Aggregated volume	N/A single transaction

	· Price	
e)	Date of the transaction	08 December 2024
f)	Place of the Transaction	Outside a trading venue

1.	**Details of the person discharging managerial responsibilities / person closely associated**	
a)	Name	First Sentinel Corporate Finance
2.	**Reason for the Notification**	
a)	Position/status	PCA to a PDMR - Brian Stockbridge, Non-Executive Chairman of the Company
b)	Initial notification / Amendment	Initial notification
3.	**Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor**	
a)	Name	Meme Vault Plc
b)	LEI	213800CBZ6E6WRDGV387
4.	Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted	
a)	Description of the Financial instrument, type of instrument Identification Code	Ordinary shares GB00BJDPYD55
b)	Nature of the transaction	Grant of Warrants
c)	Price(s) and volume(s)	Price(s): 0.05p; Volume(s): 75,000,000
d)	Aggregated information: · Aggregated volume · Price	N/A single transaction
e)	Date of the transaction	08 December 2024
f)	Place of the Transaction	Outside a trading venue

TR-1: Standard form for notification of major holdings

1a. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attached[ii]:	Meme Vault Plc
1b. Please indicate if the issuer is a non-UK issuer(please mark with an "X" if appropriate)	
Non-UK issuer	
2. Reason for the notification(please mark the appropriate box or boxes with an "X")	
An acquisition or disposal of voting rights	X
An acquisition or disposal of financial instruments	
An event changing the breakdown of voting rights	X

Other (please specify) [iii]: Transfer from the ultimate controlling natural person	

3. Details of person subject to the notification obligation[iv]	
Name	California Two Pizza Ventures Inc.
City and country of registered office (if applicable)	Vancouver, Canada
4. Full name of shareholder(s)(if different from 3.)[v]	
Name	
City and country of registered office (if applicable)	
5. Date on which the threshold was crossed or reached[vi]**:**	08-12-24
6. Date on which issuer notified (DD/MM/YYYY):	08-12-24

7. Total positions of person(s) subject to the notification obligation

	% of voting rights attached to shares (total of 8. A)	% ofvoting rights throughfinancial instruments (total of 8.B 1 + 8.B 2)	Total of both in % (8.A + 8.B)	Total number of voting rights held in issuer (8.A + 8.B)[vii]
Resulting situation on the date on which threshold was crossed or reached	25.01		25.01	1,167,942,885
Position of previous notification (if applicable)	23.92		23.92	792,942,885

8. Notified details of the resulting situation on the date on which the threshold was crossed or reached[viii]

A: Voting rights attached to shares

Class/type of shares ISIN code (if possible)	**Number of voting rights**[ix]		**% of voting rights**	
	Direct (DTR5.1)	**Indirect** (DTR5.2.1)	**Direct** (DTR5.1)	**Indirect** (DTR5.2.1)
Ordinary Shares GB00BJDPYD55	1,167,942,885		25.01	
SUBTOTAL 8. A	1,167,942,885		25.01	

B 1: Financial Instruments according to DTR5.3.1R (1) (a)

Type of financial instrument	**Expiration date**[x]	**Exercise/ Conversion Period**[xi]	**Number of voting rights that may be acquired if the instrument is exercised/converted.**	**% of voting rights**
Warrants	08/12/2027	In next 3 years	750,000,000	16.06
		SUBTOTAL 8. B 1	750,000,000	16.06

B 2: Financial Instruments with similar economic effect according to DTR5.3.1R (1) (b)

Type of financial instrument	Expiration date[x]	Exercise/ Conversion Period[xi]	Physical or cash Settlement[xii]	Number of voting rights	% of voting rights
			SUBTOTAL 8.B.2		

9. Information in relation to the person subject to the notification obligation(please mark the applicable box with an "X")	
Person subject to the notification obligation is not controlled by any natural person or legal entity and does not control any other undertaking(s) holding directly or indirectly an interest in the (underlying) issuer[xiii]	
Fullchain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held starting with the ultimate controlling natural person or legal entity (please add additional rows as necessary)[xiv]	X

Name[xv]	**% of voting rights if it equals or is higher than the notifiable threshold**	**% of voting rights through financial instruments if it equals or is higher than the notifiable threshold**	**Total of both if it equals or is higher than the notifiable threshold**
Derek Lew	25.01	16.06	41.07

10.In case of proxy voting, please identify:	
Name of the proxy holder	
The number and % of voting rights held	
The date until which the voting rights will be held	

11. Additional information[xvi]

Place of completion	Canada
Date of completion	08-12-24

1a. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attached[ii]**:**	Meme Vault Plc
1b. Please indicate if the issuer is a non-UK issuer (please mark with an "X" if appropriate)	
Non-UK issuer	
2. Reason for the notification(please mark the appropriate box or boxes with an "X")	

An acquisition or disposal of voting rights	X
An acquisition or disposal of financial instruments	
An event changing the breakdown of voting rights	X
Other (please specify) [iii]:	

3. Details of person subject to the notification obligation[iv]	
Name	Dark Horse Family Office Limited
City and country of registered office (if applicable)	London, UK
4. Full name of shareholder(s)(if different from 3.)[v]	
Name	
City and country of registered office (if applicable)	
5. Date on which the threshold was crossed or reached[vi]**:**	08-12-24
6. Date on which issuer notified (DD/MM/YYYY):	08-12-24

7. Total positions of person(s) subject to the notification obligation

	% of voting rights attached to shares (total of 8. A)	% ofvoting rights throughfinancial instruments (total of 8.B 1 + 8.B 2)	Total of both in % (8.A + 8.B)	Total number of voting rights held in issuer (8.A + 8.B)[vii]
Resulting situation on the date on which threshold was crossed or reached	19.66		19.66	917,942,886
Position of previous notification (if applicable)	16.38		16.38	542,942,886

8. Notified details of the resulting situation on the date on which the threshold was crossed or reached[viii]

A: Voting rights attached to shares

Class/type of shares ISIN code (if possible)	**Number of voting rights**[ix]		**% of voting rights**	
	Direct (DTR5.1)	**Indirect** (DTR5.2.1)	**Direct** (DTR5.1)	**Indirect** (DTR5.2.1)
Ordinary Shares GB00BJDPYD55	917,942,886		19.66	
SUBTOTAL 8. A	917,942,886		19.66	

B 1: Financial Instruments according to DTR5.3.1R (1) (a)

Type of financial instrument	**Expiration date**[x]	**Exercise/ Conversion Period**[xi]	**Number of voting rights that may be acquired if the instrument is exercised/converted.**	**% of voting rights**
Warrants	08/12/2027	In next 3 years	750,000,000	16.06

	SUBTOTAL 8. B 1	750,000,000	16.06

B 2: Financial Instruments with similar economic effect according to DTR5.3.1R (1) (b)					
Type of financial instrument	**Expiration date**[x]	**Exercise/ Conversion Period**[xi]	**Physical or cash Settlement**[xii]	**Number of voting rights**	**% of voting rights**
			SUBTOTAL 8.B.2		

9. Information in relation to the person subject to the notification obligation(please mark the applicable box with an "X")	
Person subject to the notification obligation is not controlled by any natural person or legal entity and does not control any other undertaking(s) holding directly or indirectly an interest in the (underlying) issuer[xiii]	
Fullchain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held starting with the ultimate controlling natural person or legal entity (please add additional rows as necessary)[xiv]	X

Name[xv]	**% of voting rights if it equals or is higher than the notifiable threshold**	**% of voting rights through financial instruments if it equals or is higher than the notifiable threshold**	**Total of both if it equals or is higher than the notifiable threshold**
Brian Stockbridge	19.66	16.06	35.72

10.In case of proxy voting, please identify:	
Name of the proxy holder	
The number and % of voting rights held	
The date until which the voting rights will be held	

11. Additional information[xvi]
Following this notification, Brian Stockbridge directly holds 87,500,000 shares (1.87%) ofMeme Vault Plc (the "Company"). Brian Stockbridge is the ultimate control person of Dark Horse Family Office Limited which following this notification holds 917,942,886 shares (19.66%) of the Company and First Sentinel Corporate Finance Ltd which holds 250,000,000 shares (5.35%) of the Company. In total, Brian Stockbridge directly holds 87,500,000 shares (1.87%) and indirectly holds 1,167,942,886 shares (25.01%) via his fully-owned companies.

Place of completion	UK
Date of completion	08-12-24

1a. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attached[ii]**:**	Meme Vault Plc

1b. Please indicate if the issuer is a non-UK issuer (please mark with an "X" if appropriate)	
Non-UK issuer	
2. Reason for the notification(please mark the appropriate box or boxes with an "X")	
An acquisition or disposal of voting rights	x
An acquisition or disposal of financial instruments	
An event changing the breakdown of voting rights	x
Other (please specify) [iii]:	
3. Details of person subject to the notification obligation[iv]	
Name	First Sentinel Corporate Finance Ltd
City and country of registered office (if applicable)	
4. Full name of shareholder(s)(if different from 3.)[v]	
Name	
City and country of registered office (if applicable)	
5. Date on which the threshold was crossed or reached[vi]**:**	08-12-24
6. Date on which issuer notified (DD/MM/YYYY):	08-12-24

7. Total positions of person(s) subject to the notification obligation

	% of voting rights attached to shares (total of 8. A)	% ofvoting rights throughfinancial instruments (total of 8.B 1 + 8.B 2)	Total of both in % (8.A + 8.B)	Total number of voting rights held in issuer (8.A + 8.B)[vii]
Resulting situation on the date on which threshold was crossed or reached	5.35		5.35	250,000,000
Position of previous notification (if applicable)	7.54		7.54	250,000,000

8. Notified details of the resulting situation on the date on which the threshold was crossed or reached[viii]

A: Voting rights attached to shares

Class/type of shares ISIN code (if possible)	**Number of voting rights**[ix]		**% of voting rights**	
	Direct (DTR5.1)	**Indirect** (DTR5.2.1)	**Direct** (DTR5.1)	**Indirect** (DTR5.2.1)
Ordinary Shares GB00BJDPYD55	250,000,000		5.35	
SUBTOTAL 8. A	250,000,000		5.35	

B 1: Financial Instruments according to DTR5.3.1R (1) (a)

Type of financial instrument	**Expiration date**[x]	**Exercise/ Conversion Period**[xi]	**Number of voting rights that may be acquired if the instrument is exercised/converted.**	**% of voting rights**
Warrants	08/12/2027	In next 3 years	75,000,000	1.61

		SUBTOTAL 8. B 1	75,000,000	1.61

B 2: Financial Instruments with similar economic effect according to DTR5.3.1R (1) (b)					
Type of financial instrument	**Expiration date**[x]	**Exercise/ Conversion Period**[xi]	**Physical or cash Settlement**[xii]	**Number of voting rights**	**% of voting rights**
			SUBTOTAL 8.B.2		

9. Information in relation to the person subject to the notification obligation(please mark the applicable box with an "X")	
Person subject to the notification obligation is not controlled by any natural person or legal entity and does not control any other undertaking(s) holding directly or indirectly an interest in the (underlying) issuer[xiii]	
Fullchain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held starting with the ultimate controlling natural person or legal entity (please add additional rows as necessary)[xiv]	x

Name[xv]	**% of voting rights if it equals or is higher than the notifiable threshold**	**% of voting rights through financial instruments if it equals or is higher than the notifiable threshold**	**Total of both if it equals or is higher than the notifiable threshold**
Brian Stockbridge	5.35	1.61	6.96

10.In case of proxy voting, please identify:	
Name of the proxy holder	
The number and % of voting rights held	
The date until which the voting rights will be held	

11. Additional information[xvi]

Place of completion	London
Date of completion	08-12-24

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