



June 29th, 2025

Target: **BANXA**

Buyer: **OSL**

OSL Group Acquires Banxa Holdings (TSX.V: BNXA) for CAD \$1.55, approximately \$62M USD

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Transaction Overview

On June 27th, OSL Group (HKEX: 863.HK), a crypto exchange headquartered in Hong Kong, has acquired Banxa Holdings (TSXV: BNXA), a leading fiat-to-crypto payments provider, for CAD \$1.55 per share in cash, a total transaction value of USD \$62M. The deal represents an 80% premium over Banxa's 30-day VWAP and nearly 5x the stock's price just nine months ago, providing real value to shareholders.

Target: Banxa Holdings

Banxa facilitates the conversion of fiat money into a variety of crypto assets and back again, effectively bridging between traditional financial systems and crypto. Banxa delivers these capabilities to crypto exchanges, crypto wallets, and a wide variety of Web3 dApps located across the globe, allowing consumers from over 150 countries access to these products and services.

They also offer a fiat-to-NFT checkout for marketplaces and a developer toolkit that bundles KYC, payments, and compliance infrastructure for Web3 applications.

The company's key competitive moat is its global regulatory footprint. It holds licenses in multiple major jurisdictions, including 37 U.S. Money Transmitter Licenses (MTLs), an Australian digital currency exchange license, a Canadian Money Services Business (MSB) license, a Lithuanian digital asset license, a Dutch crypto services license, and a UK crypto asset service provider registration.

Top competitors for Banxa are other crypto on / off ramp providers like Moonpay, Transak, Ramp Networks, Xanpool, and ZeroHash. All of these groups are very well-financed private companies.

Banxa was founded in 2014 by Domenic Carosa and the current Co-CEO, Holger Arians. The company went public on the Toronto Stock Exchange on January 6th, 2021, and was the first publicly traded payment service provider in digital assets. Top shareholders include Domenic Carosa (Founder), Antanas Guoga (Board Chairman), Zafer Qureshi (Co-CEO), and Holger Arians (Co-Founder & Co-CEO).

Buyer: OSL Group

OSL Group (HKEX: 863.HK) is a Hong Kong-based, SFC-licensed crypto exchange that offers trading, insured custody, and white-label crypto payments infrastructure for institutional and retail clients, globally.

OSL's business primarily consists of OTC trading, a request-for-quote platform, an exchange, and its custody business. Supplemental to that, they have white-label exchange and broker technologies enabled by APIs. The company is planning to roll out additional product lines like derivatives trading, staking, off-exchange settlement, structured crypto products, and crypto payment services (including onramp, offramp).

OSL Group has shown significant growth. Revenue has increased from approximately \$9M in 2022 to \$48.3M in 2024, representing a compound annual growth rate (CAGR) of 130%. Between 2023 and 2024 alone, revenue grew 78.6% year-over-year. The business also moved from a net loss in 2023 to a net profit of \$7.1 million in 2024, reflecting a 15% net profit margin. In addition, OSL recorded \$12.9B in transaction volume and \$644 million in assets under custody. The company's market capitalization as of Jun 26th, 2025, stands at \$1.1B USD, and its enterprise value is around \$1.04B. Based on LTM revenue of \$48M USD, OSL Group has an LTM EV / Revenue multiple of 21.9x.

Transaction Parameters

OSL Group acquired Banxa for CAD \$1.55, for a total consideration of CAD \$85.2M in all cash, representing a premium of 80.2% from the 30-day volume-weighted average trading price of shares ending on June 25th, 2025. Banxa currently has an LTM Gross Profit, its best proxy for revenue, of \$17.9M, placing this transaction at a 3.6x EV / Revenue multiple. While this company traded at a relatively low multiple of revenue, it was within the top 5% of take privates based on the 80% premium paid. Overall it was a great outcome for shareholders.

Following the announcement of the transaction, Banxa's stock rose 15.3%, to CAD \$1.20, while OSL Group's stock remained flat with a 0.14% decline.

1. HKD to USD conversion rate on December 31st, 2024 is 0.128809. June 26th conversion rate is 0.1274.
2. AUD to USD average conversion rate from April 1st, 2024 to March 31st, 2025 is 0.6518.



Previous comparable transactions include: Helio | Moonpay (\$175M, M&A Alert [here](#)), PayPal | Curv (\$200M, M&A Alert [here](#)), Simplex | Nuvei (\$250M, M&A Alert [here](#)), and Voyager Digital | Coinify (\$85M, M&A Alert [here](#)).

Strategic Rationale

Why Banxa?

In a crowded field of fiat-to-crypto on/off-ramp providers, OSL selected Banxa for its unmatched regulatory license coverage, strong conversion performance, deep relationships with banks, payment processors, and compliance partners, its ability to accelerate the rollout of OSL Pay, and a compelling relative valuation.

Bridges Fiat-to-Crypto Payments For OSL's Pay Platform

Banxa enables seamless crypto-to-fiat currency conversion through API-integrated technology used by exchanges, wallets, NFT platforms, and Web3 applications. This will serve as a core foundation for OSL Pay, OSL's strategic initiative to integrate digital assets into traditional financial systems.

Accelerating Global Regulatory Reach

Banxa's portfolio of licenses enables OSL to operate in key jurisdictions. This includes 37 U.S. Money Transmitter Licenses, which grant OSL an entry into the U.S. market. Additional licenses across Europe, Canada, and Australia support broader international expansion.

Deep Payment Relationships

Banxa's payments network and trusted relationships with banks, payment processors, and compliance providers give OSL the ability to scale a regulated digital asset platform across both institutional and retail markets.

Architect Partners' Observations

This deal illustrates four themes we see defining digital asset M&A:

1. Regulation is a strategy

Companies are no longer buying tech — they're buying market access. Banxa's licenses represent a regulatory moat that is difficult to replicate, particularly for non-Western acquirers.

2. Fiat ramps are the next API economy

"On/off ramps" sound technical, but the real story is their business value:

enabling the next billion users to pay, invest, or interact with digital assets as easily as fiat-based e-commerce.

3. Public buyers have the edge in crypto consolidation

OSL's profitability, exchange listing, and clarity with regulators enable it to move decisively. As the industry matures, we expect public players to be increasingly active consolidators.

4. The stablecoin boom requires reliable fiat gateways

With the meteoric rise of stablecoins as the backbone of digital commerce and cross-border payments, fiat on-off ramps have become critical infrastructure. They are the connection between real-world money and stablecoin utility, powering remittances, trading, savings, and everyday commerce. Banxa is ideally positioned at this junction.

Why It Resonates With the Market

This isn't just another crypto acquisition. It's a strategic move into the core financial plumbing of the future, enabling compliant, global payments across a fragmented regulatory landscape.

The transaction reflects a premium outcome for Banxa shareholders despite recent financial losses, signaling OSL's strong belief in the long-term value of regulated infrastructure.

We believe this transaction sets a precedent for future cross-border digital asset M&A where regulatory positioning, not just revenue, defines value.

Sources

[PitchBook](#), [Banxa Press Release](#), [OSL Announcement](#)

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