# Neoteck Solutions Inc. Announces Proposed Change of Business Transaction with Segra Biogenesis Corp., Listing on the CSE and De-Listing from the TSXV

October 2, 2015 - Vancouver, British Columbia. **NEOTECK SOLUTIONS INC.** ("Neoteck") (TSX-V: **NEO.H)** is pleased to announce that it has entered into a letter of intent (the "Letter of Intent") dated October 1, 2015 with Segra Biogenesis Corp. ("Segra") whereby Neoteck and Segra have agreed to negotiate and settle a definitive agreement (the "Definitive Agreement") whereby Neoteck has agreed to acquire all of the issued and outstanding shares of Segra (the "Segra Shares") in exchange for common shares of Neoteck (the "Neoteck Shares") on the proposed terms and conditions of the Letter of Intent (the "Transaction").

Neoteck further intends to apply to list the common shares of Neoteck on the Canadian Securities Exchange ("CSE") and will de-list its common shares from the TSX Venture Exchange ("TSXV") prior to closing of the Transaction.

## **About Segra**

Segra, a company incorporated under the laws of British Columbia, is in the business of researching and developing medicinal botanical products and has applied to become a Licensed Producer of medicinal cannabis under the *Marihuana for Medical Purposes Regulations* in Canada. Segra has entered into an option to lease land with Agricultural Land Reserve status on Vancouver Island on which it plans to construct a 36,000 square foot state of the art indoor cultivation and processing facility. Further, Segra is developing an adjunct line of Natural Health Products (NHP) under the aegis of Health Canada's Natural and Non-prescription Health Products Directorate (NNHPD) in accordance with the *Natural Health Products Regulations* (NHPR). In support of the NHP division, Segra currently has a lease on property compliant with regulations pertaining to the distribution of NHPs.

Todd McMurray is the Chief Executive Officer, director and controlling shareholder of Segra.

#### **Terms of Proposed Transaction**

Under the Letter of Intent, Neoteck and Segra propose to enter into the Definitive Agreement whereby Neoteck will acquire all of the issued and outstanding Segra Shares. Each shareholder of Segra will receive one post-Consolidation (as defined below) Neoteck Share in exchange for each Segra Share. As of the date of the Letter of Intent, the Segra shareholders hold 10,998,402 common shares of Segra. Accordingly, it is anticipated that a total of 10,998,402 Neoteck Shares will be issued to the Segra shareholders on closing of the Transaction. The parties anticipate that the Transaction will be structured as a share exchange among Neoteck, Segra and the shareholders of Segra.

Immediately prior to closing the Transaction, Neoteck will consolidate its common shares on the basis of one post-consolidation Neoteck Share for every 2.8 pre-consolidation Neoteck Shares (the "Consolidation"). Neoteck currently has 38,060,966 common shares issued and outstanding. Following the Consolidation and prior to closing the Transaction and Financing (as defined below), the issued and outstanding post-Consolidation Neoteck Shares would be approximately 13,593,202.

Neoteck plans to conduct a non-brokered private placement of 10,000,000 post-Consolidation Neoteck Shares at a price of \$0.10 per post-Consolidation Neoteck Share for gross proceeds of \$1,000,000 (the "Financing"). The parties anticipate that the Financing will close in multiple tranches. The proceeds of the Financing will be used to fund the engineering and design of Segra's medical cannabis facility, the development of its Natural Health Products and for general working capital purposes. Subject to CSE approval, finder's fees may be payable in connection with the Financing.

On closing of the Transaction, Neoteck plans to change its name to "Segra Naturals Inc." and the Neoteck Shares will be listed on the CSE under a new trading symbol.

Neoteck and Segra are now beginning negotiations with a view to settling and signing the Definitive Agreement on or before October 31, 2015, which Definitive Agreement will set out in full the terms of the Transaction. The Definitive Agreement will incorporate the terms of the Letter of Intent together with such additional representations, warranties, covenants, terms and conditions respecting the Transaction and all related matters as are usual and customary in transactions of a similar size and character.

The Transaction will be subject to the conditions precedent that will be set out in the Definitive Agreement, including the following: (i) Neoteck listing its common shares on the CSE and de-listing its common shares from the TSXV, (ii) completion of the Financing, and (iii) completion of the Consolidation.

On signing of the Definitive Agreement, Neoteck will issue a further press release to provide, among other things, selected financial information respecting Segra.

## **Bridge Financing**

The Letter of Intent also provides that Segra may obtain bridge loans in amount up to \$200,000 (the "Bridge Financing") prior to closing of the Transaction and the Financing. The loans will bear interest at a rate of 15% per annum and be due and payable on the first anniversary of the date of each advance. The principal amount and accrued interest thereon may be converted by the lender into Segra Shares at a price equal to \$0.10 per Segra Share. As additional consideration for the loans by the lenders, Segra will issue such number of Segra Shares equal to 20% of the loan divided by \$0.10 per share (the "Bonus Shares").

Under the terms of the Letter of Intent, Neoteck will also have the right to obtain loans on the same terms of the Bridge Financing in order to pay the costs associated with the Transaction and listing on the CSE.

## Intention to De-List from the TSXV and to Seek Listing on the CSE

Upon entering into the Definitive Agreement, Neoteck will apply to list its common shares on the CSE (the "Listing"). The Company is in the process of preparing to submit the requisite listing documents to the CSE, however, there is no assurance the CSE will provide conditional or final approval of Neoteck's application to list its common shares on the CSE.

Further, the Company will apply to delist its common shares from the TSXV and will de-list prior to completing the Transaction and the CSE listing (the "De-Listing"). The De-Listing is subject to the approval of the TSXV.

The details of the Transaction will be set forth in the CSE Form 2A - Listing Statement, which will be submitted to the CSE (the "Listing Statement"). Upon submission of the final Listing Statement, the Company will seek to obtain approval of the majority of the shareholders of the Transaction prior to closing the Transaction and Listing.

## **Directors and Officers following closing of the Transaction**

Upon completion of the Transaction, it is anticipated that the board of directors of Neoteck will comprise of four individuals. As of the date of this news release, the following persons are anticipated to be the directors and officers of Neoteck following completion of the Transaction:

W. Todd McMurray – Director and Chief Executive Officer

Mr. McMurray is a business and corporate development professional with over 26 years of experience planning, financing and promoting the strategic initiatives of public and private companies. This experience includes over 20 years as a director and or senior officer of Canadian listed companies. During his career he has helped raise in excess of \$100 million for BC-based companies. Mr. McMurray was part of the management team that developed and sold St. Jude Resources in a transaction valued at \$120 million.

#### Dr. John Brunstein- Chief Scientific Officer

Dr. Brunstein obtained his Ph.D in Biochemistry from the University of British Columbia in 1997, working on the molecular biology of viruses. Since then he has worked with credible organizations including UBC as Clinical Assistant Professor and later became the Chief Scientific Officer at the Centre for Translational and Applied Genomics. Dr. Brunstein has primarily worked through the Company he founded, PatholD, as a consultant on biotechnology, molecular biology, and clinically related topics including clinical trials, assay validation methods and quality systems in regulated industries for industrial and clinical sites in the US, Canada, and China. Dr. Brunstein has a broad exposure to biochemical analytical and molecular methods, quality systems, applicants if ISO/Health Canada/FDA and similar regulatory frameworks, and project management. His recognitions include the UBC Department of Pathology 2010 Faculty Award for Excellence in Research and Discovery, and he has an extensive publication record including a widely read monthly serialized article "The Primer" on aspects of clinical molecular diagnostics, now in its third year of publication in Medical Laboratory Observer.

#### Kevin Mehr – Director

Mr. Mehr is currently finishing his Ph.D in Genome Science and Technology at the University of British Columbia (UBC). Mr. Mehr is an expert in the fields of Microbiology and Genomics, with over seven years of research lab experience and published articles. He has overseen multiple research projects during his graduate work, including the supervision of students and lab members. Currently, Mr. Mehr is the VP of Administration for the UBC Graduate Student Society and oversees all staff and building management. His research background includes topics such as developing analytical techniques for detecting and isolating sugar processing enzymes from environmental bacterial libraries, and developing technology for the functional display of enzymes on viral phage particles for improving enzymatic activity. Recently he also developed a method to detect fusarium infections in Cannabis sp. plants.

#### Gunther Roehlig - Director

Mr. Roehlig has more than 15 years of experience in the financial and investment industry. In particular, Mr. Roehlig has experience in restructuring, managing and financing junior public companies. Most recently, Mr. Roehlig served as the president of Terra Ventures Inc., which held a 10% stake in the high grade Roughrider uranium discovery owned by Hathor Exploration. In May 2011, Terra Ventures was acquired by Hathor Exploration – Hathor was then subsequently acquired by one of the world's largest mining companies Rio Tinto in late 2011.

## Robert McMorran – Director

Mr. McMorran is a Certified Public Accountant, (CPA, CA). In July 1997 he founded Malaspina Consultants Inc. after having spent the prior 15 years in various positions of increasing responsibility in the financial reporting group/senior management of two Vancouver-based mining companies. Mr. McMorran has held board and senior management positions with a number of public companies since 1991 and is a director and or CFO of a number of junior resource companies, including Encanto Potash Corp and Santacruz Silver Mining Ltd.

## Mr. Manjit Sidhu, Chief Financial Officer

Mr. Sidhu is a Chartered Accountant and holds a Bachelor of Arts in Commerce and Economics from Simon Fraser University, which he obtained in 1979. Mr. Sidhu previously attended the University of Leeds in the UK, where he studied history and trained to be a teacher. In the early part of his career, Mr. Sidhu held a number of positions in the accounting/finance area as a Senior Accountant and was responsible for providing accounting, auditing and tax consulting services to a wide range of private and public sector clients, such a School Boards, Hospitals and Municipalities. In 1988, Mr. Sidhu joined the BC Ministry of Health and held positions of increasing responsibility in the areas of audit, budget management, reporting and funding. Mr. Sidhu was appointed an Assistant Deputy Minister in 2006 and has held this

position since that time. Mr. Sidhu will be retiring from government in the near future and will take on the role of Segra's Chief Financial Officer on a full time basis.

Christine Thomson – Corporate Secretary

Ms. Christine Thomson has over 20 years of experience in the securities market including 12 years direct experience acting has an officer and or director providing corporate secretary services to listed companies. This experience includes working with highly active and successful companies listed on the TSX, TSX-V, NYSE and the Alternative Investment Market of the London Stock Exchange.

#### **Arm's Length Transaction**

None of Neoteck's officers or directors hold an interest in or are officers or directors of Segra.

#### **Sponsorship**

As Neoteck will be de-listing from the TSXV prior to closing of the Transaction, it will not be retaining a Sponsor in connection with this Transaction.

#### **About Neoteck**

Neoteck is a company incorporated under the laws of British Columbia and has been actively seeking out a business for its future operations. Neoteck is listed for trading on the Exchange under the symbol "NEO.H".

For further information please contact:

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Information set forth in this news release contains forward-looking statements. These statements reflect management's current estimates, beliefs, intentions and expectations; they are not guarantees of future performance. Neoteck cautions that all forward looking statements are inherently uncertain and that actual performance may be affected by a number of material factors, many of which are beyond Neoteck's control. Such factors include, among other things: risks and uncertainties relating to Neoteck's ability to complete the proposed Transaction; and other risks and uncertainties. Accordingly, actual and future events, conditions and results may differ materially form the estimates, beliefs, intentions and expectations expressed or implied in the forward looking information. Except as required under applicable securities legislation, Neoteck undertakes no obligation to publicly update or revise forward-looking information.

Completion of the transaction is subject to a number of conditions, including but not limited to, the Listing on the CSE, De-Listing from the TSXV and Neoteck Shareholder Approval. There can be no assurance that the transaction will be completed as proposed or at all.

The TSX Venture Exchange Inc. has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.

A halt in trading shall remain in place until the De-Listing of Neoteck's Shares from the TSX Venture Exchange.

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.