

ScreenPro and Compel Capital Enter into Definitive Agreement, Complete RTO, and Start Trading

Toronto, Ontario--(Newsfile Corp. - March 5, 2021) - **ScreenPro Security Ltd. (CSE: SCRN) ("ScreenPro" or the "Company")**, is pleased to announce that it has entered into a definitive agreement dated February 28, 2021 (the "**Definitive Agreement**") with Compel Capital Inc. ("**Compel**") in respect of a proposed reverse take-over transaction (the "**Proposed Transaction**"). The Proposed Transaction is an arm's length transaction and upon successful completion of the Proposed Transaction, it is anticipated that the resulting entity (the "**Resulting Issuer**") will focus primarily on the business of ScreenPro under the name "ScreenPro Security Ltd." or such other name determined by the parties.

About ScreenPro

ScreenPro is a private company existing under the laws of British Columbia and is based with offices both in Toronto and Vancouver, British Columbia. There are currently 60,816,994 common shares in the capital of ScreenPro (the "**ScreenPro Shares**") and 607,674 common share purchase warrants outstanding (the "**ScreenPro Warrants**"). Pursuant to the terms of the Definitive Agreement, ScreenPro will complete a share split (the "**Share Split**") on the basis of 1 pre-Share Split ScreenPro Share for every 4.68858594500271 post-Share Split ScreenPro Shares prior to the completion of the Proposed Transaction. At which time, ScreenPro will consolidate its share count as agreed to in the terms of the RTO with Compel post the listing on the CSE.

ScreenPro provides turnkey coronavirus screening solutions to the private sector. ScreenPro's unique access to multiple manufacturers of high quality South Korean test kits and its strategic partnership with Canvas Labs in Vancouver and Integrated Explorations in Ontario. This platform allows ScreenPro to be a nationwide provider of a full service testing solutions across Canada. In addition to providing test kits, ScreenPro has access to high quality PPE to ensure that its clients are protected in all aspects of their testing needs.

Proposed Transaction

Pursuant to the Definitive Agreement, the parties plan to complete a three-cornered amalgamation whereby a newly incorporated wholly-owned subsidiary of Compel ("**Compel Subco**") will amalgamate with ScreenPro, and Compel will acquire all of the issued and outstanding ScreenPro Shares. The shareholders of ScreenPro will receive common shares in the capital of Compel (the "**Compel Shares**") in exchange for their ScreenPro Shares, resulting in a reverse takeover of Compel by the ScreenPro shareholders. The corporation resulting from the amalgamation of Compel Subco and ScreenPro will be wholly-owned by the Resulting Issuer.

It is intended that Compel Shares will be issued to holders of ScreenPro Shares on the basis of one (1) ScreenPro Share for every one (1) ScreenPro Share (the "**Exchange Ratio**"), resulting in the issuance of 285,145,703 Compel Shares to the shareholders of ScreenPro. Upon closing of the Proposed Transaction, the ScreenPro Warrants will cease to represent a right to acquire ScreenPro Shares and will provide the holder the right to acquire Compel Shares, all in accordance with the adjustment provisions provided in the certificates representing the ScreenPro Warrants, subject to the Exchange Ratio.

The Definitive Agreement also contemplates other material conditions precedent to the closing of the Proposed Transaction (the "**Closing**") including compliance with all applicable regulatory requirements and receipt of all necessary approvals being obtained. The Canadian Securities Exchange (the "**Exchange**") conditionally approved the listing of the Compel Shares on January 20, 2021.

There can be no assurance that the Proposed Transaction will be completed as proposed, or at all. There is no assurance that the Resulting Issuer will be able to satisfy the listing requirements set out in the Exchange's conditional approval letter dated January 20, 2021.

The Closing will involve, among others, the following steps:

- receipt of all shareholder and regulatory approvals relating to the Proposed Transaction, including, without limitation, the approval of the Exchange (or such other exchange on which application to list the Compel Shares may be made); and
- each of the parties shall have executed, delivered and performed their respective covenants as outlined in the Amalgamation Agreement, and all representations and warranties of each party contained in the Amalgamation Agreement shall be true and correct at the time of Closing.

The Compel Shares to be issued pursuant to the Proposed Transaction will be issued pursuant to exemptions from the prospectus requirements of applicable securities legislation. Certain of the Compel Shares issuable pursuant to the Proposed Transaction may be subject to the escrow requirements of the Exchange and to hold periods as required by applicable securities laws.

The Resulting Issuer - Summary of Proposed Directors

It is currently anticipated that certain of the current officers and directors of the Company will resign from their respective positions with the Company.

Following the Closing, the board of directors of the Resulting Issuer will consist the following four (4) directors, each of whom will be a nominee of ScreenPro and these individuals will represent the directors proposed to be elected at the annual and special meeting of Compel scheduled on March 15, 2021.

John McMullen

John McMullen began his career in financial management in 1998, he has worked in the Canadian capital markets for over 20 years. Throughout his career he has seeded and launched numerous investment funds, private and public corporations raising over 50 million dollars globally to date. Mr. McMullen has advised and enabled companies to grow from his ability to connect and expand opportunities on a global platform. From 2014 to 2016, he was an investment banker with Strategis Capital in Toronto, Ontario and was both the CEO of LGC Capital from 2017 and became President in 2019 under the new name Elixer Ltd. He resigned in July of 2020 and shortly thereafter focused on working with Datametrex and ultimately taking on the role of CEO at ScreenPro. John McMullen holds a Bachelor of Arts from the University of Western Ontario.

Youngcho Lee

Youngcho Lee has BA in Accounting and MBA from Hanyang University in South Korea. He worked in accounting, finance, and auditing department at LG Group headquarters, overseeing all subsidiaries including LG Electronics, LG Construction, and LG Chemicals. He was responsible for management and consulting projects, specializing in M&A and restructuring. After leaving LG, he founded and operated an educational institution for 15 years in Vancouver. After a successful exit from education industry, he started mobile communications and IT mobile platform businesses in Vancouver and Toronto. He has extensive experience in management, restructuring, financial management, and sales and marketing strategy.

James Hyland

Jamie brings more than 25 years of experience in the public markets as a financial and marketing consultant, a corporate founder and manager of numerous early-stage public and private businesses. His industry expertise includes hospitality, publishing, financial services, technology, mining, alternative

energy and healthcare appliances. Mr. Hyland has an extensive network of contacts with the financial community including fund managers, industry analysts and media, throughout North America, the United Kingdom and continental Europe. Mr. Hyland has also worked with a major mining and resource publication based in Vancouver BC. Mr. Hyland earned a Bachelor of Commerce in Entrepreneurial Management from Royal Roads University of Victoria, BC. Canada.

Richard Yoon

Richard is currently the CEO of ZTE Canada responsible for ZTE's business in Canada. Richard joined ZTE Canada in April 2015 as Director of Business Development, with responsibilities for developing new business opportunities in Canada. Within short time frame, Richard made significant contribution to the business growth in Canada and now serves as CEO of ZTE Canada. Richard is a strategic thinker, team oriented and results driven leader with a track record of innovation and success in the business world. Prior to joining ZTE Canada, Richard has worked in management positions for several other OEM such as Huawei and Palm and has also held management positions with Canadian Telecom carriers such as TELUS, Bell and Clearnet. Richard holds a Bachelor of Arts, Mathematics for Commerce from York University, Toronto, Canada granted in 1990.

Disclosure and Caution

Further details about the Proposed Transaction, financial information regarding ScreenPro and the Resulting Issuer will be provided in the disclosure document to be prepared and filed in respect of the Proposed Transaction.

Investors are cautioned that, except as disclosed in the disclosure document, any information released or received with respect to the Proposed Transaction may not be accurate or complete and should not be relied upon.

All information provided in this press release relating to ScreenPro has been provided by management of ScreenPro and has not been independently verified by management of the Company.

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Forward Looking Statements

Certain statements contained in this news release may constitute forward-looking information, including statements relating to the completion of the Proposed Transaction, the proposed business of the Resulting Issuer, the completion of the Share Split and subsequent Consolidation, the proposed directors and officers of the Resulting Issuer, shareholder, director and regulatory approvals, and future press releases and disclosure. Forward-looking information is often, but not always, identified by the use of words such as "anticipate", "plan", "estimate", "expect", "may", "will", "intend", "should", and similar expressions. Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information. The actual results of the Company, ScreenPro or the Resulting Issuer could differ materially from those anticipated in this forward-looking information as a result of regulatory decisions, competitive factors in the industries in which the Company and ScreenPro operate, prevailing economic conditions, changes to the Company or ScreenPro's strategic growth plans, and other factors, many of which are beyond the control of the Company and ScreenPro. Each of the Company and ScreenPro believe that the expectations reflected in the forward-looking information are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking information should not be unduly relied upon. Any forward-looking information contained in this news release represents the Company and ScreenPro's expectations as of the date hereof, and is subject to

change after such date. Each of the Company and ScreenPro disclaim any intention or obligation to update or revise any forward-looking information whether as a result of new information, future events or otherwise, except as required by applicable securities legislation.

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