

ScreenPro to Acquire Centred Ventures LLC

Toronto, Ontario--(Newsfile Corp. - May 18, 2021) - **ScreenPro Security Inc. (CSE: SCRN)** ("**ScreenPro**" or the "**Company**") is pleased to announce that it has entered into a Letter of Intent (the "**LOI**") on May 11, 2021, to acquire the assets of CENTRED Ventures, LLC ("**CENTRED**"), a US based travel wellness medical technology company, an arm's length privately held company, incorporated under the laws of the State of Washington Articles of Incorporation.

Centred connects travelers to leading and emerging wellness brands in over 200 cities worldwide, utilizing a vertically integrated platform with an app, website, physical locations, e-commerce, health and wellness, and loyalty programs. In addition to this, Centred has established relationships with the airport authorities in the UAE where all travelers to the region will be sent the Centred App to upload their proof of a negative Covid-19 test before boarding the flight. ScreenPro sees tremendous opportunities to cross sell its covid tests and services to the over 200 cities that Centred has relationships with.

Subject to the completion of satisfactory mutual due diligence within thirty (30) days from the date of the LOI by ScreenPro and CENTRED, respectively, pursuant to the terms and conditions of the LOI, ScreenPro and the CENTRED will enter into the Definitive Agreement (the "**Definitive Agreement**").

"As businesses and countries continue to open and global travel expands, we believe that adding this travel wellness technology component to our existing medical security business will drive significant value for all shareholders. Brian and his team have built a great integrated technology that is easy to use for travelers with an added bonus of the loyalty component with some very big value add brands," said Andrew Ryu, CEO of the Company.

The Transaction

It is anticipated that the Transaction will be structured as an Asset Acquisition (the "**Acquisition**"). ScreenPro will acquire all of the assets of CENTRED. It is anticipated that the Definitive Agreement will be signed on or before June 31st, 2021 (the "**Closing Date**") or such other date as mutually agreed to by the parties.

Closing of the Transaction is subject to a number of conditions, including but not limited to the following:

- The Corporation will acquire the CENTRED assets for an aggregate purchase price of CAD \$13 million (the "**Purchase Price**"). The Purchase Price shall be satisfied through the issuance of common shares (the "**Consideration Shares**") of the Corporation at a deemed price of CAD \$0.10 (the "Issue Price") or higher based on 10 day VWAP.

The Consideration Shares shall be issued in stages based on defined milestones. One of the most significant being \$3,000,000 that will be issued if fiscal 2022 net revenue is at least US\$10,000,000.

- Issuance of the Consideration Shares and its underlying securities shall be subject to the receipt of regulatory approvals including, without limitation, the approval of the Canadian Securities Exchange (the "**CSE**") and other conditions and will be subject to statutory hold periods under applicable Canadian and US securities legislation; and
- The Board of Directors and shareholders of CENTRED approving the Definitive Agreement and the transfer of the CENTRED shares to the Company in exchange for the payment of the Purchase Price; and
- The Company and the CENTRED completing and being satisfied with the results of its due diligence investigations; and
- The Transaction closing on or before June 31, 2021; and
- The Agreement may be terminated upon mutual consent of the parties hereto or by the Company or the CENTRED if the Acquisition is not completed by the Closing Date, unless the parties

mutually agree to an extension of the same.

On closing of the Transaction:

- CENTRED assets will be placed in a wholly owned subsidiary of the Company (the "**Newco**"); and
- Brian Chappon shall be appointed President of the subsidiary.

The proposed acquisition is not expected to constitute a fundamental change or result in a change of business for the Company, nor is it expected to result in a change of control of the Company within the meaning of applicable securities laws and the policies of the CSE.

About CENTRED

Centred connects travelers to leading and emerging wellness brands in over 200 cities worldwide. The company utilizes a vertically integrated platform with an app, website, physical locations, e-commerce, health and wellness, and loyalty programs. Centred members can prioritize their health and wellness like never before with instant access to handpicked, trusted services and experiences. Centred has an agreement in place with the UAE airports where travelers are sent the Centred App and asked to upload their proof of a negative Covid 19 test within 48 hours of flying to the UAE. CENTRED is the must-have travel and wellness app dedicated to bringing peace of mind to global travelers.

Through Centred's partnerships with global credit cards, brands, and aggregators, they have access to over 57 million affluent members worldwide. Their passion lies in driving volume to small businesses while setting a new global standard for wellness. Working with global B2B partners in travel, healthcare, fitness, and beauty tech, Centred is uniquely positioned for when the world opens up in a post COVID-19 environment.

CENTRED was created by nomads, entrepreneurs, travelers and earth-loving dreamers who came together to change travel by giving our community the ability to curate their experiences, while putting health and wellness at the centre of their journey.

From home to airport to destination and back, CENTRED gives you the peace of mind to travel comfortably and safely in a post-pandemic age. CENTRED provides carefully handpicked offerings with some of the world's most unique brands in fitness, beauty, wellness, health care, culinary and hotels to overcome the ravages of travel.

For additional information on CENTRED and other corporate information, please visit the website at centred-wellness.com

About ScreenPro

ScreenPro is a Medical Screening Technology company. ScreenPro provides turnkey screening solutions with alerting software, GoStop. ScreenPro's unique access to multiple manufacturers of high quality test kits and its strategic partnership with Labs in Vancouver and Ontario allows ScreenPro to be a nationwide provider of a full-service testing solutions across Canada. In addition, ScreenPro has its own nursing professionals, and access to high quality PPEs to ensure that its clients are protected in all aspects of their testing needs. GoStop's passport was developed with a privacy preserving approach that will enable individuals to use the alerting software and downloadable app with authentication certificates. The alerts can be scheduled on an on-demand, daily, weekly, or monthly basis and can be used also for vaccine scheduling.

For additional information on ScreenPro and other corporate information, please visit the Company's website at www.screenprosecurity.com

Neither the Canadian Securities Exchange (the "CSE") nor its Regulation Services Provider (as that

term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.

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Forward Looking Statements:

Certain statements contained in this news release may constitute forward-looking information, including statements relating to expectations regarding the future development of ScreenPro's business. 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 ScreenPro could differ materially from those anticipated in this forward-looking information as a result of regulatory decisions, competitive factors in the industries in which ScreenPro operates, prevailing economic conditions, changes to ScreenPro's strategic growth plans, and other factors, many of which are beyond the control of ScreenPro. Management of ScreenPro believes that the expectations reflected in the forward-looking information herein 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 ScreenPro's expectations as of the date hereof and is subject to change after such date. ScreenPro disclaims 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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