

RBI VENTURES LTD.

NEWS RELEASE

RBI Announces Entry into Amalgamation Agreement with Tevano

Vancouver, BC, September 21, 2020 — **RBI Ventures Ltd.** (TSXV: RBI.H; the “Company” or “RBI”) , is pleased to announce that, further to its press release dated January 7, 2020, that it has entered into an amalgamation agreement dated September 18, 2020 (the “Amalgamation Agreement”) with 1251858 B.C. Ltd., a newly incorporated subsidiary of RBI (“SubCo”), and Tevano Systems Inc. (formerly Tevano Payment Systems Inc.) (“Tevano”), a Las Vegas based B.C. incorporated company that provides software and specialized kiosks and other technology to the retail sector and other sectors. Pursuant to the Amalgamation Agreement RBI will acquire of all of the issued and outstanding securities of the Tevano in exchange for securities of RBI (the “Transaction”). The Transaction will be carried out by way of a three-cornered amalgamation. As a result of the Transaction, RBI will continue with the business of the Tevano. Tevano is arm’s length to RBI.

The acquisition of Tevano will constitute a change of business for RBI; and consequently:

1. RBI will seek to delist from the TSX Venture Exchange (the “TSXV”) and re-list on the Canadian Securities Exchange (the “CSE”); and
2. trading of RBI’s common shares on the TSXV will remain halted. Unless the transaction with Tevano fails to close, the Company does not expect its shares will resume trading again until listing has been accepted by the CSE.

Tevano

Tevano is the developer of Health Shield™, an innovative, AI-driven, electronic tablet that video displays a user with their body temperature and notifies them if they need to wear a face mask. Health Shield™ devices would be placed at all entrances that patrons and/or employees would use to gain access to a building. This hardware is coupled with a cloud software solution used to manage multiple devices and provide detail reports of all scans done throughout an enterprise.

Terms of the Transaction

In conjunction with the acquisition of Tevano, and as conditions to closing:

- (i) Tevano will advance to RBI a non-refundable payment of \$30,000, of which \$15,000 was paid on signing the Amalgamation Agreement and \$15,000 is due on the earlier of the closing date of the Amalgamation or September 30, 2020;
- (ii) RBI will consolidate its current 3,483,351 common shares on a 3.5-to-one basis, such that it will have 995,243 post-consolidated common shares outstanding;
- (iii) Tevano will complete a private placement to raise not less than C\$2,000,000 to a maximum of C\$6,000,000 through the issuance of shares of Tevano at \$0.20 per share;
- (iv) Upon raising \$3,000,000, Tevano will advance to RBI a deposit of \$100,000 for it to settle its outstanding liabilities, such that at closing RBI will have no debts, other than up to \$25,000 in costs associated with the Transaction which Tevano has agreed to pay;
- (v) the Company’s Board of Directors, and its senior officers will be replaced with representatives nominated by Tevano; and

- (vi) RBI and Tevano will determine the most tax efficient means of effecting the proposed transaction, and negotiate and enter into definitive agreements in that regard.

RBI's acquisition of Tevano will be completed by RBI issuing one consolidated RBI shares to the holders of Tevano shares (including those issued pursuant to the financing) for each Tevano share outstanding; and issuing warrants to acquire consolidated RBI shares to the holders of Tevano warrants, on a one-for-one basis, exercisable on equivalent terms. Tevano, excluding any securities issued in the financing, has outstanding 41,470,830 Tevano shares and 5,017,499 warrants. Tevano may issue an additional 10,000,000 to 30,000,000 shares under its proposed financing depending on the amount raised and may issue warrants to brokers assisting with the financing.

Certain matters related to Transaction, including transferring the listed shares to the CSE, will be subject to shareholders' approval and as such RBI anticipates calling a special meeting of its shareholders.

Full details of Tevano, including its financial statements, management and business operations, along with the proposed transaction with RBI, will be set out in the Company's CSE Listing Statement which will be posted on SEDAR.

On behalf of the Board of:

RBI VENTURES LTD.

Hugh Notman,
Director

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this news release.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION: This news release includes certain "forward-looking statements" under applicable Canadian securities legislation. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties, and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking statements. Accordingly, readers should not place undue reliance on forward-looking statements. There is no assurance that the Company's proposed acquisition of Tevano will complete on the terms outlined above, or at all. The proposed acquisition is subject to a number of conditions precedent, some of which are beyond the control of the Company. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.