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## GLOBAL CARE CAPITAL ANNOUNCES SHARE PURCHASE AGREEMENT FOR ACQUISITION OF MK HIGHWAY CORP.

**November 29, 2022 – Vancouver, BC – Global Care Capital Inc.** (CSE: **HLTH**, FRANKFURT: **L6V2**) (the “**Company**” or “**Global Care**”) a global investment company which engages in early-stage investment opportunities in private and public companies, announces that it has entered into a share purchase agreement among the Company, MK Highway Corp. (“**MK Highway**”) and the shareholders of MK Highway (the “**MK Highway Shareholders**”) dated November 29, 2022 (the “**Share Purchase Agreement**”), which sets out the terms and conditions for the acquisition by the Company of all of the issued and outstanding securities in the capital of MK Highway in exchange for securities of Global Care (the “**Transaction**”).

MK Highway holds an option to acquire 100% membership interests of Lavrium LLC (“**Lavrium**”), a Delaware limited liability company, pursuant to the terms and conditions of an option agreement, as amended, (the “**Amended Option Agreement**”) among MK Highway, Lavrium and the members of Lavrium (the “**Lavrium Members**”).

Pursuant to the terms of the Share Purchase Agreement, the material terms of the Transaction are as follows:

- In consideration for the Transaction and on closing thereof, Global Care will issue to MK Highway Shareholders an aggregate of 216,000,000 common shares of Global Care (the “**Consideration Shares**”) at a deemed price of \$0.05 per Consideration Share and an aggregate of 108,000,000 common share purchase warrants (the “**Consideration Warrants**”);
- Each Consideration Warrant permits the holder thereof to acquire one Global Care common share at a price equal to \$0.05 for a period of 24 months from the date of issuance;
- There is no hold period for the Consideration Shares or the Consideration Warrants pursuant to applicable securities laws;

Pursuant to the terms of the Amended Option Agreement, the material terms for exercising the option to acquire a 100% membership interests of Lavrium (the “**Option**”) are as follows:

- As consideration for exercising the Option, MK Highway will (i) pay additional cash consideration to Lavrium of US\$1,146,015.36 (the “**Cash Payment**”) in installments, as well as certain reimbursement expenses on or before March 31, 2023 (the “**Option Expiration Date**”); and (ii) , issue 11,000,000 common shares of Global Care at a deemed price of \$0.05 per share to the Lavrium Members (the “**Share Payment**”);
- the Cash Payment shall be paid by the MK Highway Shareholders. In the event that the MK Highway Shareholders fail to make the required Cash Payment required to exercise the Option prior to the Option Expiry Date, the MK Shareholders will return certain of the Consideration Shares and unexercised Consideration Warrants to the Company for cancellation; and
- the Share Payment will be issued upon exercise of the Option and such shares will be subject to a hold period of four months and a day from the date of issuance pursuant to applicable securities laws.

The Transaction is an arms-length transaction and no change in management or the Board of Directors of Global Care is being contemplated at this time. The Share Purchase Agreement contemplates other

material conditions precedent to the closing of the Transaction, including, compliance with all applicable regulatory requirements and receipt of all necessary regulatory, corporate, third-party and board approvals being obtained, including the approval of the Canadian Securities Exchange, as applicable. There can be no assurance that the Transaction will be completed as proposed, or at all.

### **About MK Highway Corp.**

MK Highway Corp. (“**MKHC**”) is a digital asset company. MKHC’s business focuses on digital asset mining, with a complete infrastructure for, and demonstrated history of, profitable Bitcoin mining strategies. MKHC profitable Bitcoin mining rests on an architecture that includes cost-effective miner acquisition, competitive hosting and electricity rates, digital asset treasury management, and fiat on- and off-ramps— the combination of which makes MKHC a complete framework for mining Bitcoin (or any digital asset based on the SHA-256 algorithm).

### **About Lavrium LLC**

Lavrium LLC (“Lavrium”) is a Bitcoin-focused technology company that was founded in April, 2021. Since that date, Lavrium has built a state-of-the-art digital asset mining operation. Located primarily in Nebraska, USA. Lavrium focuses on efficient Bitcoin mining by combining modern ASIC hardware with highly-competitive electricity rate agreements.

### **About Global Care Capital Inc.**

Global Care Capital is a global investment company which specializes in providing early-stage financing to private and public companies. The Company engages in new, early-stage investment opportunities in previously underdeveloped assets and obtaining positions in early-stage investment opportunities that adequately reflect the risk profile.

### **GLOBAL CARE CAPITAL INC.:**

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### **The CSE does not accept responsibility for the adequacy or accuracy of this release.**

This news release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful, including any of the securities in the United States of America. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**1933 Act**") or any state securities laws and may not be offered or sold within the United States or to, or for account or benefit of, U.S. Persons (as defined in Regulation S under the 1933 Act) unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration requirements is available.

Forward-Looking Information: This news release includes certain statements that may be deemed “forward-looking statements”. The use of any of the words “anticipate”, “continue”, “estimate”, “expect”, “may”, “will”, “would”, “project”, “should”, “believe” and similar expressions are intended to identify forward-looking statements. Although the Company believes that the expectations and assumptions on which the forward-looking statements are based are reasonable, undue reliance should not be placed on the forward-looking

statements because the Company can give no assurance that they will prove to be correct. Since forward-looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties. These statements speak only as of the date of this News Release. Actual results could differ materially from those currently anticipated due to a number of factors and risks including various risk factors discussed in the Company's disclosure documents which can be found under the Company's profile on [www.sedar.com](http://www.sedar.com).