



TSX.V: CGW

## News Release

### CORAZON SIGNS LOI TO ACQUIRE 100% OF NANOSPHERE HEALTH SCIENCES AND INNOVATIVE CANNABINOID DELIVERY SYSTEM

**Vancouver, B.C. Canada** - January 5<sup>th</sup>, 2017 - Corazon Gold Corp. (CGW: TSX-V) (“**Corazon**” or the “**Company**”) is pleased to announce that it has signed a Letter of Intent dated December 22, 2016, with NanoSphere Health Sciences LLC (“**NanoSphere**”) to acquire 100% of the issued and outstanding shares of NanoSphere.

NanoSphere is a biotechnology company that has developed a multiple patent-pending, non-invasive delivery system for bioactive compounds such as cannabinoids, pharmaceuticals, over-the-counter drugs, nutraceuticals, cosmeceuticals and other related health products. Using advanced nanobiotechnology, NanoSphere’s NanoGel encapsulates and protects bioactive compounds, such as cannabinoids, in nano-sized protective all-natural membranes called “NanoSpheres” and delivers them into the body with improved efficiency. The decreased size and increased surface area of the NanoSpheres provides greater solubility and bioavailability, resulting in increased efficacy, faster onset of activity, decreased adverse reactions, and more controllable dosages than traditional delivery systems.

Within NanoSphere’s cannabis division, the NanoSphere Delivery System™ pioneers standardized precision-metered dosages by intra-oral, intra-nasal and transdermal administration. The NanoSphere Delivery System™ addresses many issues in the traditional delivery of cannabis products by inhalation and ingestion, such as:

- Low bioavailability when administered orally - on average only 6% of orally ingested cannabinoids (THC & CBD) reach systemic circulation, resulting in poor therapeutic value.
- Smoking and vaporization have no reliable dosages as medicine.
- Inefficient delivery and binding of cannabinoids to CB1 and CB2 receptors in cell membranes, resulting in poor therapeutic value.
- Significant delays in the onset of effects from ingesting edibles - 45 minutes to 2 hours.
- Rapid onset and decline of activity from smoking and vaping cannabis.
- Lack of standardized dosing ability in smoking, vaping or ingesting cannabis.
- Accidental over-administration of edibles (“stacking”).

- Irritation and potential damage to respiratory system from smoking and vaping.
- Safety and efficacy issues.

Recent pharmacokinetic testing (clinical blood studies) confirmed the quick entrance of THC into the bloodstream, within ten minutes, compared to an hour or more with standard ingested THC. The testing also demonstrated higher blood concentrations, greater bioavailability and longer circulation half-life within the human body compared to ingested THC and oral mucosal sprays. NanoSphere's technology creates an entirely new product category and user-friendly delivery system within the cannabis industry with the potential to greatly expand the patient and adult use markets.

The LOI contemplates a three-way amalgamation, pursuant to which Nanosphere will become a wholly-owned subsidiary of Corazon and the shareholders of Nanosphere will receive 40,000,000 Corazon common shares on closing and up to a further 19,000,000 Corazon common shares based upon the satisfaction of performance targets to be agreed upon. In connection with the transaction, Corazon will also complete a financing (the "**Financing**") to raise gross proceeds of up to \$9,000,000 and not less than \$7,000,000, the terms of which have not yet been finalized. Finder's fees may be payable on the acquisition and Financing, subject to compliance with Exchange policies and receipt of Exchange approval.

Upon completion of the transaction, the Board of Directors will be reconstituted with four nominees of Nanosphere and two nominees of Corazon, with additional officer appointments to be determined and agreed upon prior to closing. Further details regarding the Financing and the new Board of Directors and management following the completion of the transaction will be issued as details become available.

The transaction is at arm's length and is not expected to be subject to shareholder approval upon a determination that the transaction is not a Related Party Transaction (as defined by the Exchange); the Exchange's confirmation that, in the Exchange's view, Corazon is without active operations; Corazon not being subject to a cease trade order and not otherwise being suspended from trading on completion of the transaction; and shareholder approval for any aspect of the transaction not otherwise being required under applicable corporate or securities laws.

Completion of the transaction is subject to a number of conditions precedent, including but not limited to completion of satisfactory due diligence, the execution of a definitive agreement in respect of the transaction, completion of the Financing and the receipt of Exchange approval and all other required regulatory and third party consents and approvals.

Mr. Victor Goncalves comments, "we are very excited to go into 2017 working on such a game changing part of the cannabis industry. We feel that with the talented team of people that come with NanoSphere, and the technology they have developed, we will be industry leaders in this space."

### **Corporate Information Regarding Nanosphere**

Nanosphere is a limited liability company existing under the laws of Colorado, USA, with its operations based in Denver, Colorado. The key principals of NanoSphere are:

- Robert Sutton, Chairman: Robert E. Sutton has over 25 years of successful investment and entrepreneurial experience, with a proven ability to identify and invest in projects and products that have significant market potential. His success is based on his ability to identify niche market opportunities, design and build organizations and projects that serve large and growing market needs and assemble peak performing teams. Mr. Sutton uses this expertise in spearheading the growth of companies in industries such as real estate, oil and gas and venture capital, valued at \$2 billion. As an example, he grew one of those companies into the largest privately-held auto finance company in America, with a portfolio of over \$4 billion.
- Richard Clark Kaufman, B.S., M.S., Ph.D., Chief Science Director: Dr. Kaufman is the previous co-director of the Center for Biogerontology Life Extension Medical Clinic and research center in Los Angeles. He is a distinguished scientist, highly respected researcher, author and product developer. Dr. Kaufman has been involved in healthcare product research and development for more than 35 years. He has developed treatment programs and formulated over 150 innovative products for health-care practitioners, dietary supplement manufacturing/distribution companies and the lay public. The scope of his product formulations includes nutraceuticals, functional foods, cosmeceuticals, dietary supplements, over-the-counter drugs and patented healthcare products.

Dr Kaufman's patents on delivery system nano-biotechnology have distinguished him as a leader in the medical discovery world, including being the lead scientist in inventing the proprietary NanoSphere Health formulations. His Ph.D. in BioNutritional Chemistry from the University of Brussels has led him to a track record of excellence in the healthcare product research, anti-aging systems and wellness programs.

- Terry Grossman, M.D., Chief Medical Director: Dr. Grossman is the founder and medical director of the Grossman Wellness Center in Denver, Colorado. His longevity medical practice attracts patients from around the country and the world. He graduated from Brandeis University in 1968 and the University of Florida School of Medicine in 1979. He spent 15 years (from 1980-1995) working as a community family doctor in the Colorado Mountains.

He is a board certified and member of the American Academy of Anti-Aging Medicine as well as the American Holistic Medical Association. His special field of interest is nutritional medicine (the treatment of illness with nutrients such as vitamins, minerals, anti-oxidants and natural hormones) and anti-aging medicine. Dr. Grossman is a widely sought lecturer on longevity medicine throughout the United States and has presented keynote addresses at anti-aging seminars in Japan, South Korea, South Africa and elsewhere.

NanoSphere also has a distinguished Board of Advisors, including:

- David Carroll, Ph.D.: Dr. Carroll is a U.S. physicist, materials scientist and nanotechnologist, Fellow of the American Physical Society, and director of the Center for Nanotechnology and Molecular Materials at Wake Forest University. He has contributed to the field of nanoscience and nanotechnology through his work in nanoengineered cancer therapeutics, nanocomposite-based display and lighting

technologies, high efficiency nanocomposite photovoltaics and thermo/piezo-electric generators.

- David Theil, M.D., Board of Advisors OTC/Prescription Division: Dr. Theil graduated from Indiana University School of Medicine in 1983 and subsequently trained in both internal medicine (University of North Carolina, Chapel Hill 1986) and anesthesiology (Duke University Medical Center 1990). In 1991, took a position in the Department of Anesthesiology at Rose Medical Center and in 1996, was named the Medical Director of the department. Dr. Theil is board certified by the American Society of Anesthesiologists and the American Board of Internal Medicine. He is a member of a variety of medical societies, including the American Society of Anesthesiologists, the Colorado Society of Anesthesiologists, the American Society of Regional Anesthesia and Pain Medicine, the International Spine Intervention Society, and the Society of Airway Management.

On behalf of Corazon Gold Corp.  
Victor Goncalves, President and CEO

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*Completion of the transaction is subject to a number of conditions, including but not limited to Exchange acceptance and if applicable, disinterested shareholder approval. Where applicable, the transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.*

*Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the transaction, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon. Trading in the securities of Corazon Gold Corp. should be considered highly speculative.*

*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 news release. Neither the 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 news release.*

**Forward Looking Information**

*This news release includes forward looking statements that are subject to assumptions, risks and uncertainties. Statements in this news release which are not purely historical are forward looking statements, including without limitation any statements concerning the Company's intentions, plans, estimates, expectations or beliefs regarding the future. Although the Company believes that any forward looking statements in this news release are reasonable, there can be no assurance that any such forward looking statements will prove to be accurate. The Company cautions readers that all forward looking statements, including without limitation those relating to the Company's future operations and business*

*prospects, are based on assumptions none of which can be assured, and are subject to certain risks and uncertainties that could cause actual events or results to differ materially from those indicated in the forward looking statements. Readers are advised to rely on their own evaluation of such risks and uncertainties and should not place undue reliance on forward looking statements.*

*Any forward looking statements are made as of the date of this news release, and the Company assumes no obligation to update the forward looking statements, or to update the reasons why actual events or results could or do differ from those projected in the forward looking statements. The Company assumes no obligation to update any forward looking statements, whether as a result of new information, future events or otherwise.*