

# Stockport Receives Conditional Listing Approval from the CSE for Sona Nanotech Inc. and is Voluntarily Delisting from the TSX Venture Exchange

Halifax, Nova Scotia--(Newsfile Corp. - July 27, 2018) - Stockport Exploration Inc. (TSXV: SPT) ("**Stockport**" or the "**Company**") had announced a merger by way of amalgamation with Sona Nanotech Ltd. ("**Sona**") on September 18, 2017, and March 28, 2018 (the "**Proposed Transaction**"). The amalgamating companies intend to merge to form "Sona Nanotech Inc.," as the resulting listed issuer (the "**Resulting Issuer**"). The Proposed Transaction was approved separately by the shareholders of Stockport and Sona at their general meetings held on April 26, 2018. The approval of the shareholders of Stockport was achieved by special resolution, as well as a majority of the minority shareholders of Stockport, even though the Proposed Transaction does not technically meet the definition of a "business combination," as that term is defined under *Multilateral Instrument 61-101*, since all shareholders are being treated equally and no collateral benefits will be paid to any related parties as a result of the Proposed Transaction.

The Company is pleased to announce that it has received conditional listing approval to list the common shares of the Resulting Issuer on the Canadian Securities Exchange ("**CSE**"), subject to the completion of the Proposed Transaction and Private Placement (defined below) and meeting the customary listing requirements of the CSE, including receipt of all required documentation. The Company's common shares will be voluntarily delisted from the TSX Venture Exchange ("**TSXV**") effective at the close of trading on August 7, 2018, and prior to the completion of the Proposed Transaction.

The decision to voluntarily delist from the TSXV and list on the CSE was made by the Board of Directors and approved by the written consents of a majority of the minority shareholders as the CSE offered a more timely and cost efficient solution to the listing of the Proposed Transaction.

The Company has reduced the pricing of the proposed private placement of common shares of the Resulting Issuer to raise gross proceeds of \$2.0 million from \$0.50 to \$0.40 per share, which will yield the issuance of a total of up to 5.0 million new common shares of the Resulting Issuer (the "**Private Placement**"). A finder's fee of 7.5% cash and the issuance of finder's share purchase warrants to acquire up to 375,000 common shares at an exercise price of \$0.40 for two years from the date of completion of the Private Placement is proposed to be payable in connection with the Private Placement.

The completion of the Proposed Transaction will be subject to certain conditions precedent, including:

1. The delisting of the common shares of the Company from the TSXV;
2. The receipt of all necessary regulatory and third party approvals and compliance with all applicable regulatory requirements and conditions in connection with the Proposed Transaction;
3. The completion of the Private Placement;
4. The confirmation of the representations and warranties of each party to the definitive agreement as set out in such agreement;
5. The delivery of standard closing documentation for the Proposed Transaction; and
6. Other customary conditions precedent customary for similar transactions.

The completion of the Proposed Transaction and the Private Placement is expected to occur following the satisfaction or waiver of the conditions precedent or such other date as mutually agreed to by the Company and Sona, but in any event no later than October 5, 2018.

Further details of the Proposed Transaction are contained in the Company's Information Circular dated March 22, 2018 and filed on SEDAR ([www.sedar.com](http://www.sedar.com)) on March 29, 2018 under the Company's profile.

## Overview of Sona

Sona was incorporated under the laws of Nova Scotia and was continued under the *Canada Business Corporations Act* on May 16, 2018. Sona is a nano technology life sciences firm that has developed two proprietary methods for the manufacture of rod shaped gold nanoparticles. The principal business carried out and intended to be continued by Sona is the research and development of its proprietary technology for use in multiplex diagnostic testing platforms that will improve performance over existing tests in the market.

Sona's gold nanorod particles are CTAB (cetyltrimethylammonium) free, eliminating the toxicity risks associated with the use of other gold nanorod technologies in medical applications. It is expected that Sona's gold nano technologies may be adapted for use in applications, as a safe and effective delivery system for multiple medical treatments, pending the approval of various regulatory boards including Health Canada and the FDA.

## About Stockport

Stockport was incorporated under the federal laws of Canada. The Company's business is the exploration for mineral resources. The Company does not currently have any ongoing operations, and its material assets are exploration concessions, cash and marketable securities. It is a post-closing condition of the Proposed Transaction that the current mineral resource property interests and business of Stockport will be liquidated by sale or option in an orderly manner.

Except for statements of historical fact, all statements in this press release, including, but not limited to, statements regarding future plans, objectives and payments are forward-looking statements that involve various risks and uncertainties.

### **For More Information**

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*Neither the CSE, nor the TSXV or its Regulation Services Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this release.*

### **FORWARD LOOKING INFORMATION**

This press release contains forward-looking statements and information that are based on the beliefs of management and reflect the Company's current expectations. When used in this press release, the words "estimate", "project", "belief", "anticipate", "intend", "expect", "plan", "predict", "may" or "should" and the negative of these words or such variations thereon or comparable terminology are intended to identify forward-looking statements and information. The forward-looking statements and information in this press release includes information relating to the Proposed Transaction and Private Placement (including its completion and the use of proceeds from the proposed Private Placement), the directors and management of the resulting issuer upon completion of the Proposed Transaction, and the implementation of Sona's business plan. Such statements and information reflect the current view of the Company with respect to risks and uncertainties that may cause actual results to differ materially from those contemplated in those forward-looking statements and information.

By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, or other future events, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, the following risks: Risks associated with the completion of the Proposed Transaction, Private Placement, and matters relating thereto; and risks associated with the marketing and sale of securities, the need for additional financing, reliance on key personnel, the potential for conflicts of interest among certain officers or directors, and the volatility of the Company's common share price and volume. Forward-looking statements are made based on management's beliefs, estimates and opinions on the date that statements are made and the Company undertakes no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change. Investors are cautioned against attributing undue certainty to forward-looking statements.

There are a number of important factors that could cause the Company's actual results to differ materially from those indicated or implied by forward-looking statements and information. Such factors include, among others, risks related to Sona's proposed business, such as failure of the business strategy and government regulation; risks related to Sona's operations, such as additional financing requirements and access to capital, reliance on key and qualified personnel, insurance, competition, intellectual property and reliable supply chains; risks related to Sona and its business generally, such as infringement of intellectual property rights and conflicts of interest. The Company cautions that the foregoing list of material factors is not exhaustive. When relying on the Company's forward-looking statements and information to make decisions, investors and others should carefully consider the foregoing factors and other uncertainties and potential events. The Company has assumed a certain progression, which may not be realized. It has also assumed that the material factors referred to in the previous paragraph will not cause such forward-looking statements and information to differ materially from actual results or events. However, the list of these factors is not exhaustive and is subject to change and there can be no assurance that such assumptions will reflect the actual outcome of such items or factors. While the Company may elect to, it does not undertake to update this information at any particular time. Further details concerning the material risk factors as identified by the Company are set out in the Joint Information Circular dated March 22, 2018 and filed on SEDAR ([www.sedar.com](http://www.sedar.com)) on March 29, 2018 under the Company's profile, under the subheadings "*The Amalgamation — Amalgamation Risk Factors*", and "*Trends and Business Risks*" in Schedule "A" thereto).

THE FORWARD-LOOKING INFORMATION CONTAINED IN THIS PRESS RELEASE REPRESENTS THE EXPECTATIONS OF THE COMPANY AS OF THE DATE OF THIS PRESS RELEASE AND, ACCORDINGLY, IS SUBJECT TO CHANGE AFTER SUCH DATE. READERS SHOULD NOT PLACE UNDUE IMPORTANCE ON FORWARD-LOOKING INFORMATION AND SHOULD NOT RELY UPON THIS INFORMATION AS OF ANY OTHER DATE. WHILE THE COMPANY MAY ELECT TO, IT DOES NOT UNDERTAKE TO UPDATE THIS INFORMATION AT ANY PARTICULAR TIME EXCEPT AS REQUIRED IN ACCORDANCE WITH APPLICABLE LAWS.

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