

# INTERNATIONAL CORONA CAPITAL CORP. PROVIDES UPDATE ON CHANGE OF BUSINESS TRANSACTION

**Vancouver, British Columbia – April 3, 2019 –** International Corona Capital Corp. (TSX.V:IC) (the "**Company**") is pleased to provide the following updates.

## **Change of Business**

The proposed change of business (the "Change of Business") to become a Tier 2 Investment Issuer on the TSX Venture Exchange (the "TSXV") includes the following transactions (collectively, the "Transactions"):

- 1. The acquisition of Murenbeeld & Co. Inc. ("Murenbeeld"), a gold-focused subscription research business (the "Murenbeeld Acquisition");
- 2. The acquisition of certain fixed income debentures (collectively, the "**Debentures**") in the aggregate principal amount of \$2,097,000 (the "**Debenture Acquisition**");
- The consolidation of the Company's outstanding common shares (each, a "Share") on the basis of two pre-consolidation Shares for one post-consolidation Share (the "Share Consolidation"); and
- 4. The completion of a non-brokered private placement for gross proceeds of up to \$1,000,000 (the "Private Placement").

For more information regarding the Transactions, please see the Company's news releases filed on <u>SEDAR</u> dated January 4, 2019 and February 5, 2019.

## Shareholders Meeting and Information Circular

The Company intends to call an annual general and special meeting of its shareholders (the "Meeting") to seek approval of the Transactions as required by TSXV policies, seek approval of certain other corporate matters and to attend to the Company's annual business. In connection with the Meeting, a notice of meeting, form of proxy, and comprehensive information circular (the "Information Circular") will be sent to shareholders and filed on SEDAR.

The Information Circular is expected to include, among other things, disclosures regarding the proposed directors, officers and principals of the Company, the Change of Business, the Transactions, the related parties of the Company and the interests of related parties in the Transactions, the business of Murenbeeld, and the audited financial statements of Murenbeeld for the years ended December 31, 2018 and 2017.

Trading in the Company's securities will remain halted until the Company has received shareholder approval of the Transactions and has filed the requisite documents in accordance with TSXV policies. The resumption of trading of the Company's securities will be subject to TSXV approval.

# **Related Party Transactions**

Brian Bosse is the Chief Executive Officer and director of the Company and is the sole director, officer and shareholder of Bluespring, the sole shareholder of Murenbeeld and the holder of certain Debentures which will be acquired in relation to the Debenture Acquisition.

Accordingly, each of the Murenbeeld Acquisition and the Debenture Acquisition constitute "related party transactions" as such term is defined in Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"), which requires that the Company, in the absence of exemptions, obtain a formal valuation for, and minority shareholder approval of, each related party transaction. The Company intends to seek minority shareholder approval of the Transactions at the Meeting, and to rely on the exemption from the valuation requirements at section 5.5(b) of MI 61-101 as the Company's Shares are not listed on a specified market.

Currently, Brian Bosse does not own any Shares and to the knowledge of the Company there are no other persons who are interested parties with respect to the Transactions. Accordingly, it is expected that no Shares will be excluded from voting on approval of the Transactions at the Meeting.

## **Listing Transfer**

Following completion of the Change of Business, the Company will consider transferring the listing of its Shares (a "Listing Transfer") from the TSXV to another recognized securities exchange if the board of directors of the Company (the "Board") determines that a Listing Transfer would be in the best interests of the Company. A Listing Transfer is subject to approval of the shareholders of the Company, the Board, the TSXV and the securities exchange which the Company seeks to list its Shares.

Accordingly, at the Meeting the Company intends to seek approval of its shareholders to complete, at the sole discretion of the Board, a Listing Transfer for a period of up to two years following completion of the Change of Business.

# Principals of the Resulting Issuer

Following the completion of the Change of Business, Bluespring and Brian Bosse are collectively expected to own 32,456,668 post-Consolidation Shares, representing approximately 35.81% of the Company's issued and outstanding Shares on a post-Consolidation basis. Additional information on the principals of the resulting issuer and their shareholdings will be provided in the Information Circular.

## **Other Information**

Completion of the Transactions is subject to a number of conditions, including but not limited to, TSXV acceptance and disinterested shareholder approval. Where applicable, the Transactions cannot close until the required shareholder approval is obtained. There can be no assurance that the Transactions 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 Transactions, any information released or received with respect to the Transactions may not be accurate or complete and should not be relied upon. Trading in the securities of the Company should be considered highly speculative.

The TSXV has in no way passed upon the merits of the proposed Transactions and has neither approved nor disapproved the contents of this news release.

## **About International Corona Capital Corp.**

The Company is listed on the TSXV under the symbol "IC". To learn more about the Company please visit <a href="http://www.internationalcorona.ca">http://www.internationalcorona.ca</a>.

## On behalf of the Board of Directors

"Brian Bosse"

CEO and Director
International Corona Capital Corp.

#### **Contact Information**

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#### Disclaimer for Forward-Looking Information

This news release includes certain "forward-looking statements" under applicable Canadian securities legislation that are not historical facts. Forward-looking statements involve risks, uncertainties, and other factors that could cause actual results, performance, prospects, and opportunities to differ materially from those expressed or implied by such forward-looking statements. Forward-looking statements in this news release include, but are not limited to, statements regarding the proposed Change of Business, the Murenbeeld Acquisition, the Debenture Acquisition, the Private Placement, the Consolidation, the Listing Transfer and certain information concerning the principals of the resulting issuer following the completion of the Transactions. Forward-looking statements are necessarily based on a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties and other factors that may cause actual results and future events to differ materially from those expressed or implied by such forward-looking statements. Such factors include, but are not limited to: delay or failure to receive board, shareholder or regulatory approvals for the Transactions and the Listing Transfer; an inability to complete the Transactions or the Listing; general business, economic and social uncertainties; litigation, legislative, environmental and other judicial, regulatory, political and competitive developments; and other risks outside of the Company or Murenbeenld's control. Although the Company believes that the assumptions and factors used in preparing the forward-looking statements are reasonable, undue reliance should not be placed on these statements, which only apply as of the date of this news release, and no assurance can be given that such events will occur in the disclosed time frames or at all. Except as required by applicable laws, the Company disclaims any intention or obligation to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

Neither the TSXV nor 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.