



FTC CARDS ANNOUNCES DEFINITIVE AGREEMENT AND REVERSE TAKEOVER WITH BEYOND OIL LTD.

Vancouver, BC, September 27, 2021. FTC Cards Inc. ("FTC") is pleased to announce that, further to its news release dated May 11, 2021, it has entered into a definitive share purchase agreement dated September 26, 2021 (the "SPA") among FTC, Beyond Oil Ltd. ("**Beyond Oil**"), and the shareholders of Beyond Oil (the "**Shareholders**"). Pursuant to the SPA, FTC will acquire all the issued and outstanding securities of Beyond Oil, in exchange for securities of FTC, constituting a reverse takeover (together with the related transactions and corporate procedures set forth in the SPA, the "**Transaction**").

In connection with the completion of the Transaction, FTC will apply to list on the Canadian Securities Exchange (the "**CSE**"). The listing will be subject to the approval of the CSE.

About Beyond Oil

Beyond Oil™ is a developer and manufacturer of an innovative proprietary and patented formulation which eliminates the Free Fatty Acids ("**FFA**") from cooking oil while preserving the oil's quality and nutritional values. Beyond Oil's process is more cost efficient than the current refinery process. In addition, because Beyond Oil's process does not involve massive heating it does not destroy the vitamins and other nutritional values in the oil and does not produce harmful body toxins. Beyond Oil's process is considered safe and environmentally friendly.

The Resulting Issuer (as defined below) intends to sell Beyond Oil's proprietary process to two main markets: (a) the food service frying industry; and (b) the oil refining industry.

Terms of the Transaction

General Transaction Terms

Pursuant to the terms of the SPA, and subject to certain conditions, including receipt of applicable regulatory and shareholder approvals, at the closing of the Transaction (the "**Closing**"), FTC will acquire all the issued and outstanding securities of Beyond Oil. At the Closing, Beyond Oil will become a wholly-owned subsidiary of FTC (after the Closing, the "**Resulting Issuer**").

At the Closing, the shareholders of Beyond Oil will be issued: (a) such number of common shares of FTC (after the Closing, "**Resulting Issuer Shares**") that equals 50% plus 1 share of the total number of issued and outstanding Resulting Issuer Shares after giving effect to the Transaction (the "**Vend-in Shares**"); and (b) such number of warrants of the Resulting Issuer that equals 50% plus 1 share of the total number of issued and outstanding warrants of the Resulting Issuer outstanding after giving effect to the Transaction (the

“**Consideration Warrants**”). Each Consideration Warrant will be exercisable for one Resulting Issuer Share at an exercise price of C\$1.18 per share for a period of 12 months from the date of Closing (“**Closing Date**”).

In addition, the selling shareholders will be entitled to, in the aggregate, that number of Resulting Issuer Shares as is equal to 10% of the issued and outstanding Resulting Issuer Shares as at the Closing (for a total of 40%), upon satisfaction of each of the following:

- (a) the Resulting Issuer obtaining orders for at least US\$3 million from customers within twelve (12) months of the Closing;
- (b) the Resulting Issuer achieving US\$6 million in cumulative sales within 18 months of the Closing;
- (c) the Resulting Issuer achieving US\$13 million in cumulative sales within 30 months of the Closing; and
- (d) the Resulting Issuer reaching positive EBITDA by the end of its fiscal year ended December 31, 2023 and confirmed by the audited annual financial statements for the year ended December 31, 2023.

If the Resulting Issuer signs a definitive agreement with a major industry partner or oil producer on or before December 31, 2023 that results in the Resulting Issuer receiving US\$10 million in revenues over a 24 month period, such milestone may be used as a replacement for any one milestone in (a), (b), (c) or (d) above. The Resulting Issuer Shares issuable upon satisfaction of one or more of such milestones, the “**Deferred Payment Shares**”. The Deferred Payment Shares will be issued upon the exercise of contingent value rights (the “**Contingent Rights**”) issued at Closing and qualified by the Prospectus (as defined below).

In addition, all 120,922 existing stock options of Beyond Oil will be exchanged for that same number of options of the Resulting Issuer on economically equivalent terms (the “**Replacement Options**”) and all outstanding common share purchase warrants of Beyond Oil will be cancelled at Closing.

The SPA provides that no party will solicit or negotiate with any other entities with respect to a transaction similar to the Transaction.

In addition to any legends required pursuant to applicable securities laws, all of the Vend-in Shares will be subject to a 36-month staged escrow, and 2,565,536 Vend-In Shares and will be, subject to a 24 month hold period pursuant to Israeli tax laws.

The completion of the Transaction is subject to the satisfaction of certain conditions, including but not limited to: (a) closing of the Concurrent Financing (as defined below); (b) the Resulting Issuer having cash of at least US\$3.5 million (less the amount of the Seed Loan and Bridge Loan, if any) and no liabilities other than Beyond Oil’s Transaction expenses; (c) the absence of any material adverse change in the business of either Beyond Oil or FTC; (d) no proceeding or law being enacted or commenced that frustrates the consummation of the Transaction; (f) receipt of a pre-tax ruling from the Israeli Tax Authority; (g) the amendment of certain agreements to which Beyond Oil is a party; (h) approval of the shareholders of FTC to certain amendments to the articles of FTC and election of the Beyond Oil nominees to the board of directors of the Resulting Issuer (the “**Resulting Issuer Board**”); and (i) the receipt of all requisite regulatory, stock exchange or governmental authorizations and consents, including the approval of the CSE and receipt from the BC Securities Commission in respect of a prospectus qualifying the distribution of the Units pursuant to the Concurrent Financing, the Vend-

In shares, the Consideration Warrants and the Contingent Rights (the “**Prospectus**”). Accordingly, there can be no assurance that the Transaction will be completed on the terms proposed above, or at all.

Subject to satisfaction or waiver of the conditions referred to herein and contained in the SPA, FTC and Beyond Oil anticipate that the Transaction will be completed in or about December 2021.

If Beyond Oil terminates the SPA for any reason other than as provided in the SPA or FTC terminates the SPA: (a) due to a material breach by Beyond Oil of any representation, warranty or covenant which Beyond Oil has failed to cure within ten business days; or (b) as a result of Beyond Oil completing an alternative transaction, Beyond Oil will pay FTC a termination fee of C\$150,000 within 5 business days of such termination and repay the Seed Loan and Bridge Loan (as defined below), in accordance with the terms thereof. Finally, If Beyond Oil terminates the SPA due to a material breach by FTC of any representation, warranty or covenant which FTC has failed to cure within ten business days, FTC shall reimburse Beyond Oil its Transaction related expenses.

The SPA also contains customary representations and warranties and indemnities for breaches of representations and warrants, pre-closing tax losses and breaches of covenants in the SPA. Fifty percent of the unissued Contingent Rights will effectively be granted as security for the indemnification obligations of the shareholders and may be cancelled if, and to the extent, of an indemnification obligation.

Seed Financing & Seed Loan

As disclosed in FTC’s news release dated June 22, 2021, FTC completed a seed financing comprised of 12,000,000 FTC Shares at a price of C\$0.05 per share for gross proceeds of C\$600,000 (the “**Seed Financing**”). All of the FTC Shares issued pursuant to the Seed Financing remain subject to a statutory hold period ending on October 23, 2021. In addition, if the Transaction completes, all of the 6,750,000 Resulting Issuer Shares issued in the Seed Financing to certain advisors of FTC will be subject to a contractual hold period whereby: (a) 25% of such FTC Shares will be free trading on the listing date of the Resulting Issuer (“**Listing Date**”); and (b) 25% of such FTC Shares will be free trading at each of the dates that are 6, 12 and 18 months from the Listing Date. All of the other 5,250,000 FTC Shares issued in the Seed Financing will be deposited into escrow upon closing of the Transaction, as required by the policies of the CSE and applicable securities laws.

After completion of the Seed Financing, FTC loaned Beyond Oil US\$50,000 pursuant to an unsecured promissory note (the “**Seed Loan**”). Proceeds from the Seed Loan have been used by Beyond Oil for expenses related to the Transaction and for general working capital.

Bridge Financing & Bridge Loan

Pursuant to the SPA, FTC intends to undertake a bridge financing comprised of approximately 2,500,000 FTC Shares at a price of C\$0.50 per share, for gross proceeds of approximately C\$1,250,000 (the “**Bridge Financing**”). All of the FTC Shares issued pursuant to the Bridge Financing will be subject to a statutory hold period ending four months plus one day after closing of the Bridge Financing.

FTC may pay a finder’s fee equal to 7% in cash to certain finders from proceeds in the Bridge Financing.

It is expected that net proceeds from the Bridge Financing will be used by FTC for expenses related to the Transaction, for general working capital and for a secured loan to Beyond Oil (the “**Bridge Loan**”). It is expected that proceeds from the Bridge Loan will be used by Beyond Oil to begin implementing Beyond Oil’s business plan, for expenses related to the Transaction and for general working capital.

Concurrent Financing

As a condition to closing of the Transaction, FTC intends to complete a concurrent private placement (the "**Concurrent Financing**") of non-transferable special warrants ("**Special Warrants**") for aggregate proceeds of approximately C\$3.5 million.

It is expected that each Special Warrant will have an issue price of C\$0.75 per Special Warrant, or such other price as determined by the board of directors (the "**FTC Board**") of FTC (the "**Special Warrant Issue Price**"). Each Special Warrant will automatically convert, without the payment of any additional consideration (other than the proceeds paid by FTC in accordance with the Concurrent Financing), into one unit ("**Unit**"), on the date that is the earlier of: (a) the third business day after receipt of the Prospectus; and (b) 4 months and a day after the issue date of the Special Warrants.

Each Unit will be comprised of one FTC Share and one half of one warrant (the "**Concurrent Warrants**"), each whole Concurrent Warrant being exercisable for one Resulting Issuer Share at an exercise price of C\$1.25 per share for a period of 12 months after the Closing Date.

It is intended that the net proceeds from the Concurrent Financing will be used to complete the Transaction, to continue to implement Beyond Oil's business plan, including sales & marketing, product development, and for general working capital.

Subject to the approval of the Exchange, the Resulting Issuer has agreed to pay to Pinhas Or, the founder of Beyond Oil, the sum of US\$500,000 upon the Resulting Issuer receiving at least C\$2.5 million pursuant to the exercise of Concurrent Warrants and Consideration Warrants.

The SPA provides that the Resulting Issuer may pay finders' fees to certain finders in the amount of 7.5% of gross proceeds in cash and the issuance to certain finders of the number of finder's warrants ("**Finders' Warrants**") equal to 7.5% of the number of securities sold in the Concurrent Financing, where each Finders' Warrant will be exercisable to purchase one Resulting Issuer Share at the Special Warrant Issue Price for a period of one year after the Closing.

Finders' Fee Shares

The SPA provides that the Resulting Issuer will issue such number of Resulting Issuer Shares as are equal to an aggregate of 7% of the number of Vend-in Shares (the "**Finders' Fee Shares**") being issued in connection with the Transaction to Valor Invest Ltd., CapitalLink Ltd., and Itamar David. It is expected that the distribution of the Finders' Fee Shares will be qualified by the Prospectus.

Resulting Issuer

Name Change

On closing of the Transaction, FTC will change its name to "Beyond Oil Ltd."

Pro Forma Share Ownership

Upon completion of the Transaction, former shareholders of Beyond Oil will hold 50% plus one share of the Resulting Issuer Shares. It is anticipated that there will be an aggregate of approximately 48,821,011 Resulting Issuer Shares issued and outstanding at the Closing, assuming the Bridge Financing is fully subscribed and the Concurrent Financing closes with gross proceeds of C\$3.5 million. The following table sets out the estimated *pro forma* capital structure at the Closing:

Type of Securities	Share Capital	C\$ Raised
FTC (including Seed Financing)	15,535,101	C\$600,000
Bridge Financing	2,500,000	C\$1,250,000
Concurrent Financing	4,666,667	C\$3,500,000
Finder's Fee Shares (7%)	1,708,735	
Vend-in Shares	24,410,505	
Outstanding at Closing	48,821,011	C\$5,350,000
10% Stock Options	4,882,101	
Finders' Warrants @ 7.50%*	350,000	
Consideration Warrants	2,683,333	
Concurrent Warrants	2,333,333	

* Assumes all Special Warrants will be raised by finders.

Stock Options

The FTC Board has adopted a 10% rolling stock option plan (the “**Option Plan**”). A copy of the Option Plan will be available on FTC’s SEDAR profile at www.sedar.com. The Option Plan will be presented to FTC shareholders for approval at the 2021 AGM (as defined below).

As stated above, existing Beyond Oil stock options will be exchanged for Replacement Options to be governed by the Option Plan. In addition, immediately after Closing, additional options will be granted to certain directors, officers, consultants and employees of Beyond Oil, provided that the aggregate of such options and the Replacement Options does not exceed 8% of the issued and outstanding Resulting Issuer Shares.

Business of the Resulting Issuer

The Resulting Issuer will carry on the business conducted by Beyond Oil, and the Resulting Issuer Shares will be listed under a new trading symbol.

Resulting Issuer Board & Officers

FTC intends to convene a shareholders’ meeting in November, 2021 (the “**2021 AGM**”) where FTC shareholders will be asked to approve, among other matters, resolutions: (a) fixing the number of directors on the FTC Board at three (3) between the date of the 2021 and Closing; (b) electing each of the following directors on the FTC Board between the date of the 2021 AGM and Closing: (i) Robert Kiesman; (ii) Kyle Haddow; and (iii) Nir Eliyahu; (c) fixing the number of directors on the Resulting Issuer Board at six (6); (d) electing each of the following as directors of the Resulting Issuer, effective at the Closing: (i) Dani Izhak, a nominee of Beyond Oil who will serve as Chairman; (ii) Dr. Tamir Gedo, CEO of Beyond Oil; (iii) Robert Kiesman, a nominee of FTC; (iv) Dr. Gad Penini, a nominee of FTC; (v) Hanadi Said, a nominee who was selected by Beyond Oil and FTC; and (iv) Jonathan Or, a

nominee of Beyond Oil; and (e) approving the Option Plan. Between the Closing Date and the Resulting Issuer's annual general meeting to be held in 2022, Beyond Oil will be entitled to nominate a seventh director to the Board.

The senior officers of the Resulting Issuer are expected to be: (i) Dr. Tamir Gedo, CEO; (ii) Shany Touboul, CFO; (iii) Michal Werner; CTO; (iv) Jonathan Or, Chief Marketing Officer; and (v) Denise Landsberger, Corporate Secretary.

Biographical information of each of these individuals is set forth below:

Dr. Tamir Gedo, CEO and Director

Dr. Tamir Gedo serves as the CEO of Beyond Oil. Dr. Gedo draws upon 25 years of experience as a marketing and business strategy expert serving in academic, government, and industry functions. Dr. Gedo's extensive expertise in international marketing, branding, entrepreneurship, and business strategy has served him in his various leadership roles. He has contributed to a wide range of branding, strategic planning, and market penetration activities as a senior manager or executive director of major companies in a variety of industries, including the pharmaceutical industry. Dr. Gedo founded BOL Pharma and served as CEO and founding Board member, during his period he grew the company from four employees to become the largest cannabis company in Israel which owned around 40% market share. He served as executive director at Lundbeck Israel and Maccabi Healthcare which is the second largest health medical organization in Israel. As a consultant, Dr. Gedo provided services to companies in the medical, nutrition, and pharmaceutical industries. In addition to his business and consulting practice, Dr. Gedo has served as the head of the marketing department and other faculty positions of several colleges in Israel such as the Max Stern Yizrael Valley College and IDC Herzelia College and has guest lecturer in the Department of Business Administration of Shanghai University. He has taught undergraduate and graduate-level courses in global marketing, business strategy, innovation, and entrepreneurship. Dr. Gedo received his Ph.D. in Economics from Manchester Business School (UK) and an MBA from Ben Gurion University (Israel). He completed a B.Sc. in Molecular Biology at Bar Ilan University (Israel).

Dani Itzhaki, Chairman

Dan Itzhaki has been the CEO of Shomera Insurance Co. Ltd. since February 2010. Shomera is a non-life insurance company which was established in 2002 and is one of the most profitable insurance companies in the Israeli market. Since 2017, Mr. Itzhaki has also served as a member of the board of directors at Menora Mivtachim Pension & Provident Funds Ltd. (a subsidiary of Menora Mivtachim Holdings Ltd) and the largest fund in Israel which manages NIS 200 B in assets. Since 2019, Mr. Itzhaki has been a board member at Beyond Oil, and since 2020, he has been the chairman of Shomera Real Estate Ltd. and a member of the board of Shomera Agencies Ltd. Mr. Itzhaki has a BA in business management, specializing in finance, computers and information systems from the College of Management Academic Studies and MA in Law from Bar-Ilan University.

Robert Kiesman, Independent Director

Robert Kiesman is a private business owner and corporate lawyer who specialized in securities law and mergers & acquisitions from 2009 to 2017 with Stikeman Elliott LLP in Vancouver. He serves as Vice Chair of the board of directors of the of the Provincial Health Services Authority, a public health authority in British Columbia with an annual budget of over \$4 billion. He served as a director and Audit Committee chair of Powerband Solutions Inc. (TSX-V:PBX) in 2018 and has been Chairman of Plurilock Security Inc. (TSX-V:PLUR) since September 2020. He

has a law degree from the University of British Columbia and a BA in Political Studies from Trinity Western University.

Dr. Gad Penini, Independent Director

Dr. Gad Penini is a CPA and has spent more than 40 years as a managing partner of the CPA firm Penini & Penini. He is also an experienced arbitrator and mediator and provides consulting services regarding financial, managerial, corporate governance, internal control and strategy to various companies. He serves as a director and Chair of the Audit Committee and Chair of the Financial Committee of Amot Ltd., which is listed on the Tel Aviv Stock Exchange. He has also served as chairman and a board member of several other public and private companies. Dr. Penini was deputy mayor of the City of Ramat HaSharon and has also served as a senior lecturer in various other respected academic institutions and universities. Dr. Penini has a PhD in Business Administration and a Master of Laws (LL.M) from Bar Ilan University, Israel, a Masters in Science of Finance (MSF) from Baruch College CUNY and a BA in Economics and a BA in Accounting from Tel Aviv University. Dr. Penini was accredited as a Certified Information System Auditor.

Hanadi Said, Independent Director

Hanadi Said has over 20 years' experience in the field of business management, strategic consulting & risk management in Israel and the United States. Since June 2018, Hanadi has been the co-founder and CEO of Sensai Networks Ltd., a startup providing machine learning based anomaly detection & prediction tool for hybrid cloud environments. Between 2013 and 2018, Hanadi was director of global risk management at Teva Pharmaceutical Industries, where she worked directly with its board. Between 2004 and 2013, Hanadi was senior manager at Deloitte Israel in the enterprise risk management service (ERS) business units serving clients, reporting to the BOD and management, and providing risk, internal audit, internal control, anti-fraud, and general consulting services to clients from various industries, all publicly traded organizations. In addition, while at Deloitte, Hanadi had additional roles, including quality and compliance director over Deloitte EMEA practices. Between 2002 and 2004, Hanadi was a senior auditor in PwC Boston. She graduated with a B. Commerce-Accounting from McGill University and has an MBA – Corporate Finance (with distinction) from Bentley University, USA. Hanadi is a US CPA (non-practicing), a certified internal auditor, and a certified risk manager (CRMA).

Jonathan Or, Co-Founder, Director & Chief Marketing Officer

Jonathan Or is a co-Founder of Beyond Oil, currently serving as the Chief Marketing Officer and part of the executive team. Mr. Or is specialized in marketing and product management (Technion University) and AccountTech, Business Management at IDC University. He is also certificated as a board director by the Israeli Bar Association. He served as a captain in an elite technology unit in the IDF from 2012 to 2018. Mr. Or joined his father, Pinhas, and took part in the Beyond Oil invention process. Step by step, they have built Beyond Oil from a small lab in their garage to an innovative and breaking-through company. He has gained rich experience in the vegetable oils field, from the business aspect and the scientific aspect as well. As an entrepreneur, Jonathan has dealt with every issue at Beyond Oil, at the strategic and practical levels, including marketing, business development, R&D, patents, HR, fundraising, government grants and finance.

Shany Toubal, CFO

Shany Touboul is a senior financial and accounting executive with wide experience in a public traded and private companies across the real estate, retail, accommodation and industrial industries along with "Big Four"

public accounting background and IFRS. He is a leader with broad international financial management and operations experience. Mr. Touboul served as a senior associate at E&Y Israel in between 2005 to 2008. He also served as senior controller from June 2008 to December 2013 at Gazit Globe Ltd (NDX: GZTGF; TLV:GZT.TA) and participated in Gazit Globe Ltd.'s IPO in the Nasdaq. Mr. Touboul also served as CFO of A.S.R.R., a public traded company in Israel (TLV:SPIR) from 2014 to 2016. He also served as a CFO in Chemada Fine Chemicals Ltd., an industrial medical industry company, from April 2017 to June 2018, as well as CFO of the Dalal Group Ltd. from August 2018 to May 2021. Mr. Touboul has a BA in Business Administration from the college of management academic studies in Israel and is also a Certified Public Accountant in Israel.

Michal Werner, CTO

Michal Warner is the Chief Technology Officer of Beyond Oil and is responsible for the development and implementation of its products. Ms. Warner is a food engineer and biotechnologist, having graduated at the Technion (BSc) and completed the Transition to General Management course at L'Oréal at Cedep Fontainebleau. She also completed the Directors' Course in Public Companies and TPM course at the Japan Institute of Plant Maintenance . In 2018, Michal graduated from the School of Public Policy at the Hebrew University of Jerusalem (MA). She has held positions in the field of R&D, technology, process engineering, performance improvements, and Plant management in the plants of corporations in Israel (CPC Bestfoods, Unilever, L'Oreal, Tate, and Lyle). In recent years, she has held parallel positions in the public municipal field as CEO of the Karmiel City Economic Company, as a director in the Bar-Lev Industrial Zone in the north. In 2018, until the outbreak of the COVID-19 pandemic, Michal managed R&D and production at Gennie Enterprise Ltd., a start-up in the field of food. She joined Beyond Oil in 2021, and after a short period of acquaintance was appointed to the position of full-time CTO.

Denise Landsberger, Corporate Secretary

Denise Landsberger is the Corporate and Administrative Clerk at Vancouver Corporate Solutions Inc., a corporate services company based in Vancouver, BC. She has been corporate secretary of FTC since May 2021. She has a business administration diploma from the University of the Fraser Valley and is currently completing the Canadian Securities Course.

Robert Kiesman, CEO of FTC, commented, "Our team is so pleased to be leading the public listing of a company with game-changing technology that we expect will bring tremendous health and environmental benefits to the world. We look forward to working with Tamir Gedo and his team at Beyond Oil as the company develops into what we expect will be a transformational leader in the global food industry."

Dr. Tamir Gedo, CEO of Beyond Oil, further commented, "The Beyond Oil team is thrilled to be listing as a public company in Canada. Our patented technology has the potential of disrupting and transforming the food industry, not only by saving our customers millions of dollars in expenses relating to cooking oil purchases, recycling and dumping, but by also creating health and environmental benefits for the planet and the global population. We are looking forward to working with the FTC team in funding this innovative company and executing our aggressive business plan."

Non-Arm's Length Relationships

No director, officer or promoter of FTC are also insiders of Beyond Oil. No director, officer or promoter of FTC has any material interest in Beyond Oil prior to giving effect to the Transaction.

Cautionary Note

Completion of the Transaction is subject to a number of conditions, including but not limited to, CSE acceptance of the proposed listing, and the completion of the Concurrent Financing. 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 prospectus 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.

For further information, please contact:

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Forward Looking Information

This press release contains forward-looking statements and information that are based on the beliefs of management and reflect FTC'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 include information relating to the business plans of FTC, Beyond Oil and the Resulting Issuer, the Concurrent Financing and the Transaction (including CSE approval of the proposed listing and the closing of the Transaction).

Such statements and information reflect the current view of FTC. 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:

- *there is no assurance that the Concurrent Financing will be completed or as to the actual gross proceeds to be raised in connection with the Concurrent Financing;*
- *there is no assurance that FTC and Beyond Oil will obtain all requisite approvals for the Transaction, including the approval of the shareholders of Beyond Oil, or the approval of the CSE for the Transaction (which may be conditional upon amendments to the terms of the Transaction);*
- *following completion of the Transaction, the Resulting Issuer may require additional financing from time to time in order to continue its operations. Financing may not be available when needed or on terms and conditions acceptable to the Resulting Issuer;*
- *new laws or regulations could adversely affect the Resulting Issuer's business and results of operations; and*
- *the stock markets have experienced volatility that often has been unrelated to the performance of companies. These fluctuations may adversely affect the price of the Resulting Issuer's securities, regardless of its operating performance.*

There are a number of important factors that could cause the Resulting Issuer's actual results to differ materially from those indicated or implied by forward-looking statements and information. Such factors include, among others: limited business history of Beyond Oil; risks related to Beyond Oil's corporate strategy including that previous and future acquisitions do not meet expectations, disruptions or changes in the credit or security markets; results of operation activities; unanticipated costs and expenses, fluctuations in commodity prices, and general market and industry conditions.

FTC cautions that the foregoing list of material factors is not exhaustive. When relying on FTC's forward-looking statements and information to make decisions, investors and others should carefully consider the foregoing factors and other uncertainties and potential events. FTC has 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.

The forward-looking information contained in this press release represents the expectations of FTC 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 FTC may elect to, it does not undertake to update this information at any particular time except as required in accordance with applicable laws.

The securities being offered have not, nor will they be registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons in the absence of U.S. registration or an applicable exemption from the U.S. registration requirements. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in the United States or in any other jurisdiction in which such offer, solicitation or sale would be unlawful.

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