

10557536 CANADA CORP.

NEWS RELEASE

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FOR IMMEDIATE RELEASE

## 10557536 Canada Announces Proposed Reverse Takeover by Xigem

**Toronto, Ontario** – September 22, 2020 – 10557536 Canada Inc. (“**105**” or the “**Company**”) announced that it has entered into a non-binding letter of intent (the “**Letter of Intent**”) with Xigem Technologies Corp. (“**Xigem**”), a burgeoning technology company exploiting opportunities emerging from the increasing remote economy. The Letter of Intent outlines the proposed terms and conditions pursuant to which 105 and Xigem will effect a business combination that will result in a reverse takeover of 105 by the securityholders of Xigem (the “**Proposed Transaction**”). The Letter of Intent was negotiated at arm's length.

Established in Toronto, Ontario, Xigem is finalizing the acquisition of the sole, unencumbered and unrestricted worldwide rights to use a US Patented (US10,405,151,B2) technology called “Simultaneous Messaging Systems and Methods” (the “**iAgent Technology**”). The iAgent Technology has proven applications including, but not limited to remote tracking, monitoring and coordination of a variety of assets in the insurance sector. Xigem intends to acquire, in whole or in part, additional technologies and enterprises whose commercialization and success will be driven by sectors impacted by the move to remote work.

### **Terms of the Transaction**

The Proposed Transaction will be structured in a manner most efficient and effective to result in 105, directly or indirectly, acquiring all outstanding securities of Xigem. The final structure for the Proposed Transaction is subject to satisfactory tax, corporate and securities law advice for both Xigem and 105.

Completion of the Proposed Transaction is subject to a number of conditions, which include final due diligence by both parties, the execution of definitive transaction documents, receipt of all necessary securityholder and regulatory approvals and the application for, and conditional approval of, the listing of the common shares of the resulting issuer (the “**Resulting Issuer**”) on the Canadian Securities Exchange (the “**CSE**”).

Prior to the completion of the Proposed Transaction, Xigem will complete a non-brokered private placements of Xigem units to raise aggregate gross proceeds of up to \$1,500,000 (the “**Xigem Financing**”). Under the Xigem Financing, Xigem intends to complete a private placement of units (“**Units**”) at a price of \$0.025 per Unit. Each Unit will be comprised of one Xigem common share and one common share purchase warrant, each being exercisable for one Xigem common share at an exercise price of \$0.035 per share for a period of 12 months.

In connection with the Proposed Transaction, 105 will be required to, among other things: (i) change its name to Xigem Technologies Corp. or a similar name as chosen by Xigem, in its sole discretion; (ii) consolidate its outstanding common shares such that the shareholders of 105 retain

an aggregate of ten percent (10%) of the Resulting Issuer Shares, provided that, if the Xigem Financing is not fully subscribed, then the consolidation ratio shall be adjusted such that the shareholders of 105 will retain a proportionately greater number of Resulting Issuer Shares; and (iii) elect additional directors to its board as instructed by Xigem to bring the total number of directors in 105's board to four. A special meeting of 105 shareholders to approve these and other matters relating to the Proposed Transaction will be held in due course, with further details to follow in a management information circular.

Further details of the Proposed Transaction will be included in a listing statement to be prepared and filed with the CSE, and in subsequent news releases and other public filings. Closing of the Proposed Transaction is expected to take place in the fourth quarter of 2020.

On Behalf of the Board of Directors of 10557536 Canada Corp.

Stephen Coates  
Chief Executive Officer

For more information please contact:

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*All information contained in this news release with respect to Xigem was supplied by Xigem for inclusion herein and the Company has relied on the accuracy of such information without independent verification.*

*As noted above, completion of the Proposed Transaction is subject to a number of conditions, including listing of the Resulting Issuer Shares on the Canadian Securities Exchange. There can be no assurance that the Proposed Transaction will be completed as proposed or at all.*

*Investors are cautioned that, except as disclosed in the management information circular or listing statement of the Company to be prepared in connection with the Proposed Transaction, any information released or received with respect to the Proposed Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of 105 should be considered highly speculative.*

*This news release does not constitute an offer to sell, or a solicitation of an offer to buy, any securities under the Xigem Financings in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.*

**Forward-Looking Information and Statements**

*This press release contains certain "forward-looking information" within the meaning of applicable Canadian securities legislation and may also contain statements that may constitute "forward-looking statements" within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995. Such forward-looking information and forward-looking statements are not representative of historical facts or information or current condition, but instead represent only the Company's beliefs regarding future events, plans or objectives, many of which, by their nature, are inherently uncertain and outside of the Company's control. Generally, such forward-looking information or forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects" or*

*“does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or may contain statements that certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “will continue”, “will occur” or “will be achieved”. The forward-looking information and forward-looking statements contained herein may include, but are not limited to, information concerning the Proposed Transaction, expectations regarding whether the Proposed Transaction will be consummated, including whether conditions to the consummation of the Proposed Transaction will be satisfied, the timing for holding a special meeting of shareholders of the Company to approve matters relating to the Proposed Transaction, expectations for the effects of the Proposed Transaction or the ability of the combined company to successfully achieve business objectives, completion of the Xigem Financing, expectations regarding the availability of additional financing, and expectations for other economic, business, and/or competitive factors.*

*Although the Company believes that the assumptions and factors used in preparing, and the expectations contained in, the forward-looking information and statements are reasonable, undue reliance should not be placed on such information and statements, and no assurance or guarantee can be given that such forward-looking information and statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information and statements. The forward-looking information and forward-looking statements contained in this press release are made as of the date of this press release, and the Company does not undertake to update any forward-looking information and/or forward-looking statements that are contained or referenced herein, except in accordance with applicable securities laws. All subsequent written and oral forward-looking information and statements attributable to the Company or persons acting on its behalf is expressly qualified in its entirety by this notice.*