

# Rider Investment Capital Announces Completion of Qualifying Transaction and Name to Change Baselode Energy Corp.

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TORONTO, June 4, 2020 - [Rider Investment Capital Corp.](#) (the "Company") (TSXV: RDR.P) is pleased to announce that it has changed its name to "Baselode Energy Corp." ("Baselode") as well as its ticker symbol to FIND on the TSX Venture Exchange. The Company will continue under the Business Corporations Act (Ontario), and has completed its previously announced qualifying transaction (the "Transaction") with [PowerOre Inc.](#) (the "Vendor"), an arm's length party to the Company.

Pursuant to the Transaction, on June 3, 2020 the Company has acquired a 100% interest in the Mann Mine Property from the Vendor in exchange for the issuance to the Vendor of 17,857,143 common shares of the Company ("Shares") at a deemed price of \$0.07 per Share, for aggregate consideration of \$1,250,000. Immediately prior to the closing of the Transaction, the Company changed its name to "Baselode Energy Corp.", and effected the continuance under the Business Corporations Act (Ontario).

Final acceptance of the Transaction will occur upon the issuance of the Final Exchange Bulletin (the "Exchange Bulletin") by the TSX Venture Exchange (the "TSXV"). Subject to final approval by the TSXV, Baselode will no longer be a capital pool company and will be classified as a Tier 2 Mining Issuer pursuant to TSXV policies trading under the symbol "FIND". Baselode will issue a news release once the TSXV issues the Exchange Bulletin and will then advise of the expected listing date.

## Private Placement

Concurrent with closing of the Transaction, the Company also completed a non-brokered private placement (the "Private Placement") of 4,560,000 units ("Regular Units") at a price of \$0.10 per Regular Unit, and 2,033,333 flow through units ("Flow-Through Units") at a price of \$0.12 per Flow Through Unit, for aggregate proceeds of \$700,000.

Each Regular Unit consists of one non-flow-through Share and one-half of one warrant (each whole warrant, a "Warrant"), with each Warrant forming part of the Regular Units exercisable to purchase one Share at a price of \$0.15 for a period of 24 months from the closing of the Private Placement.

Each Flow-Through Unit consists of one Share having "flow-through" privileges under the Income Tax Act, and one-half of one Warrant. Each Warrant forming part of the Flow-Through Units is exercisable to purchase one non-flow-through Share at a price of \$0.17 for a period of 24 months from the closing of the Private Placement.

Certain insiders of the Company participated in the private placement, constituting a related party transaction pursuant to TSX Venture Exchange Policy 5.9 and Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Company relied on section 5.5(a) of MI 61-101 for an exemption from the formal valuation requirement and section 5.7(1)(a) of MI 61-101 for an exemption from the minority shareholder approval requirement of MI 61-101, as the fair market value of the related-party portion of the transaction did not exceed 25% of the Company's market capitalization.

Finder's fees totalling \$4,050 and 30,500 finder warrants ("Finder Warrants") were paid to certain arm's length finders in connection with the Private Placement. Each Finder Warrant is exercisable to purchase one Share at a price of \$0.10 for a period of 18 months from the closing of the Private Placement. All securities issued in connection with the Private Placement are subject to a statutory four-month hold period.

The proceeds of the Private Placement will go towards a work program on the Mann Mine Property as well as for general working capital.

## Directors and Officers

As a result of the closing of the Transaction, the directors and officers of Baselode are now:

Stephen Stewart, Director  
Alexander Stewart, Director  
Charles Beaudry, Director  
Gautam Narayanan, Director  
Michael Mansfield, Director  
James Sykes, Chief Executive Officer  
Jeffrey Potwarka, Chief Financial Officer and Corporate Secretary

Further details on the Transaction are set out in the Company's filing statement dated May 31 2020 (the "Filing Statement") available under the Company's profile at [www.sedar.com](http://www.sedar.com). The Filing Statement describes the terms of the Transaction and also includes a summary of the National Instrument 43-101 technical report with respect to the Mann Mine Property.

### **Early Warning Disclosure Pursuant to National Instrument 62-103**

Immediately prior to the Transaction, the Vendor did not hold any shares of the Company. Pursuant to the Transaction, the Vendor acquired 17,857,143 Shares, which represents approximately 61.68% of the issued and outstanding Shares on a non-diluted basis and 48.55% of the issued and outstanding securities of the Company on a fully-diluted basis. The Vendor may in the future take such actions in respect of its holdings as it deems appropriate in light of the circumstances then existing, including the purchase of additional shares or other securities of the Company through open market purchases or privately negotiated transactions, or the sale of all or a portion of its holdings in the open market or in privately negotiated transactions to one or more purchasers. In respect of the acquisition of the Shares, the Vendor relied on the private agreement exemption in section 4.2 of National Instrument 62-104.

Baselode's head office is located at 55 University Avenue, Suite 1805, Toronto, Ontario M5J 2H7. The Vendor's head office is located at 55 University Avenue, Suite 1805, Toronto, Ontario M5J 2H7. A copy of the Early Warning Report prepared in connection with the acquisition of the Shares by the Vendor can be obtained on the Company's SEDAR profile or by contacting Alex Stewart at 416-644-1567.

### **Reader Advisory**

*Certain information set forth in this news release contains forward-looking statements or information ("forward-looking statements"), including details about the Transaction. By their nature, forward-looking statements are subject to numerous risks and uncertainties, some of which are beyond the Corporation's control, including the impact of general economic conditions, industry conditions, volatility of commodity prices, currency fluctuations, environmental risks, operational risks, competition from other industry participants, stock market volatility and the risks that the parties will not proceed with the Transaction. Although the Corporation believes that the expectations in its forward-looking statements are reasonable, its forward-looking statements have been based on factors and assumptions concerning future events which may prove to be inaccurate. Those factors and assumptions are based upon currently available information. Such statements are subject to known and unknown risks, uncertainties and other factors that could influence actual results or events and cause actual results or events to differ materially from those stated, anticipated or implied in the forward-looking statements. Accordingly, readers are cautioned not to place undue reliance on the forward-looking statements, as no assurance can be provided as to future results, levels of activity or achievements. Risks, uncertainties, material assumptions and other factors that could affect actual results are discussed in our public disclosure documents available at [www.sedar.com](http://www.sedar.com). Furthermore, the forward-looking statements contained in this document are made as of the date of this document and, except as required by applicable law, the Corporation does not undertake any obligation to publicly update or to revise any of the included forward-looking statements, whether as a result of new information, future events or otherwise. The forward-looking statements contained in this document are expressly qualified by this cautionary statement.*

*Neither the TSX Venture Exchange Inc. 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 release.*

*Completion of the Transaction is subject to a number of conditions, including but not limited to, TSXV acceptance and if applicable pursuant to TSXV requirements, majority of the minority 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 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 a capital pool company should be considered highly speculative.*

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

*/NOT FOR DISSEMINATION IN THE UNITED STATES/*

SOURCE Baselode Energy

**For further information:**

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