

# Network Exploration Ltd. Announces Proposed RTO Transaction with YD Ynvisible S.A.

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Vancouver, May 3, 2016 - [Network Exploration Ltd.](#) (TSXV: NET) (the "Company" or "Network") is pleased to announce that it has entered into a binding letter of intent (the "LOI") dated April 29, 2016, which sets out the basic terms and conditions pursuant to which Network will acquire 95.53% of the issued and outstanding shares of YD Ynvisible S.A. ("Ynvisible") in exchange for common shares of Network. Pursuant to the terms of the LOI, the majority of Network's management and directors will be replaced with nominees of Ynvisible, and the Company will issue sufficient securities such that the transaction will constitute a Change of Business Reverse Takeover ("RTO") under the rules of the TSX Venture Exchange (the "Exchange").

Upon successful completion of the RTO, Network will cease all operations as a mineral exploration company, and will be listed as a Tier 2 Technology Issuer on the Exchange, operating in the smart labeling space as further detailed below.

## Information concerning Ynvisible

Ynvisible aims to be a leading company in the emerging printed electronics sector. It is a private company incorporated under the laws of Portugal with assets located in Portugal.

Printed electronics use new materials with electronic properties that are processable into inks and can be printed into thin layers (using conventional print house equipment) onto flexible materials, such as plastic and paper.

Ynvisible's proprietary electrochromic displays are the face of every smart label they produce. Ynvisible's displays use almost no power. They are ultra-low weight, microscopically thin, flexible, yet robust. When combined with various sensors they bring functionality and life to smart products. Given the cost and power-consumption advantages over conventional electronics, printed electronics are a key enabler of mass adoption of the Internet of Things ("IoT"). Electrochromics-based smart labels offer simple non-obtrusive human interfaces to smart IoT objects.

Ynvisible's mix of services, materials and technology is a unique combination, which is winning favor among brand owners developing their IoT products for a huge market in its infancy. Since Ynvisible's displays are printed, product designers can easily adapt electrochromics to the desired product design and required user experience.

YDreams - Informática, S.A. ("YDreams"), a company incorporated under the laws of Portugal, owns approximately 42.1% of the issued and outstanding shares of Ynvisible, and S.A.Fundo de Capital de Risco ES Ventures II (incorporated in Portugal), owns approximately 37.67% of the issued and outstanding shares of Ynvisible, and also owns a controlling interest in YDreams (47.994% of the shares of YDreams).

During its last fiscal period for the twelve-month audited period ended December 31, 2015, Ynvisible had revenues of 403,368 and a net loss of 227,974. As at March 31, 2016, Ynvisible had total assets of 628,482 and liabilities of 1,066,678. The foregoing financial information for the quarter ended March 31, 2016 is based on audited financial statements of Ynvisible. Financial information for Ynvisible will be provided in the disclosure document of Network to be prepared in connection with the transaction.

## Information concerning Network

Network is a company existing under the laws of British Columbia, a reporting issuer in British Columbia, Alberta and Ontario, the shares of which are listed on the Exchange. Network was previously involved in the identification, exploration and development of viable mineral properties in South America and Canada.

Network has the following securities issued and outstanding: (i) 9,864,532 common shares; (ii) 231,438 warrants to acquire common shares in the capital of the Company at a price of \$0.40 per share until May 27, 2016; and (iii) 438,814 warrants to acquire common shares in the capital of the Company at a price of \$0.40 per share until August 8, 2016. There are no other options, warrants or other convertible securities to acquire

securities of Network outstanding.

Further information concerning Network can be found under Network's profile on SEDAR.

### **Information concerning the proposed transaction**

Network and Ynvisible have entered into the LOI setting out certain terms and conditions pursuant to which the proposed transaction will be completed. The transaction terms set out in the LOI are binding, and the RTO is subject to the parties successfully entering into a definitive business combination agreement (the "Formal Agreement") in respect of the RTO on or before May 15, 2016, or such other date as Network and Ynvisible may mutually agree to.

The LOI also contemplates other material conditions precedent to be fulfilled prior to the closing of the RTO (the "Closing"), including, the completion of a financing to raise gross proceeds of a minimum of \$3,300,000 (the "Concurrent Financing"), customary due diligence, and all requisite board and shareholder approvals being obtained.

It is anticipated that the completion of the RTO will involve, among other things, the following steps, but the parties may agree to adopt a different form or steps, if the parties agree that such form would better satisfy their objective (including, but not limited to, the tax efficiency to the parties):

- Subject to execution of applicable loan documentation, and the prior approval of the Exchange, Network will make a secured bridge loan in the amount of 100,000 to Ynvisible;
- Consolidation of Network shares on a 1.03 old for 1 new basis;
- Network will issue an aggregate of 25,004,010 common shares (the "Payment Shares") to the holders of 95.53% of Ynvisible shares, on a pro rata basis, in exchange for their 25,004,010 Ynvisible common shares currently owned;
- Completion of the Concurrent Financing;
- Preparation and filing of a long form prospectus or disclosure document outlining the definitive terms of the transaction in accordance with the policies of the Exchange;
- Receipt of all director, shareholder and requisite regulatory approvals relating to the RTO and the Concurrent Financing, including, without limitation, the approval of the Exchange;
- Each of Network and Ynvisible shall have executed, delivered and performed all covenants on its part to be performed under the Formal Agreement, and all representations and warranties of each party contained in the definitive agreement shall be true and correct at the time of Closing;
- Execution of satisfactory employment or consulting agreement with the principals of Ynvisible; and
- Network will change its name to Ynvisible Inc. or such other similar name as the parties may agree to.

It is expected that the RTO will be structured as a share exchange such that Ynvisible will become a wholly owned subsidiary of Network upon closing of the RTO. The final legal structure for the transaction, however, will be determined after the parties have considered all applicable tax, securities law and accounting efficiencies.

Following the Closing, the resulting issuer, as owner of more than 90% of the capital of Ynvisible, will implement a transaction, in accordance with all applicable laws, pursuant to which it will acquire the remaining 1,168,805 shares in the capital of Ynvisible that were not purchased at Closing, under similar conditions as the ones agreed under the RTO.

Certain Network securities issuable under the RTO may be subject to the escrow requirements of the Exchange and hold periods as required by applicable securities laws. In addition, the parties have agreed that all of the Payment Shares will be subject to a 3 year contractual escrow, and that the Payment Shares to be issued to certain of the Ynvisible shareholders will also be subject to a voluntary performance escrow on 50% of their Payment Shares.

### **Financing**

Prior to, or concurrent with the completion of the RTO, Network intends to complete a prospectus offering for minimum gross proceeds of \$3.30 million through the issuance of common shares in the capital of Network at a price of \$0.30 per share. Details of the proposed offering will be announced in a subsequent news release.

### **Management and board of directors of resulting issuer**

Upon completion of the RTO, it is anticipated that the board of directors of the resulting issuer will be comprised of the following individuals:

**Jani-Mikael Kuusisto - Chief Executive Officer and Director**

Jani-Mikael Kuusisto is currently an External Advisor to Ynvisible's Board of Directors and management team and will become CEO on Closing. He is currently working in business development for VTT Technical Research Centre of Finland, where he consults for several rapidly growing IoT companies. With nearly 15 years of experience in the field of printed electronics and Consumer Packaged Goods ("CPG") companies, Jani-Mikael brings to the team extensive international experience of working with the printed electronics customer and supply value chains. As Ynvisible's Chief Business Development Officer, between 2011 and 2014, his role was vital in initiating the company's first international partnerships and opening doors to the CPG world. Jani-Mikael is a frequent speaker at industry events and was fundamental in building PrintoCent ([www.printocent.net](http://www.printocent.net)), a community for the commercialization of printed electronics technologies. Jani-Mikael has an MSc. in Economics and Business Administration from Helsinki School of Economics and Business Administration (now a part of Aalto University). He graduated in 2000 with a major in International Business and minors in Finance and Multimedia. His studies included an exchange period at the University of Western Ontario Richard Ivey Business School where he studied Strategic High-Tech Marketing and Information Systems Management. In 2009, Jani-Mikael completed the "Executive Program for Growing Companies (course 2009)" at Stanford University Graduate School of Business.

**Inês Henriques - Chief Operating Officer and Director**

Previously CEO, Inês Henriques will be Ynvisible's COO upon Closing. Inês led the research initiative that gave way to the founding of Ynvisible in 2010 and its first round of financing. She developed a competent team, with high levels of expertise in all strategic areas, and initiated senior management recruitment for Ynvisible. She has also been actively involved in the development of the company's core IP portfolio, and was responsible for initiating Ynvisible's first manufacturing partnership and establishing R&D partner networks to develop future interactive surfaces technologies. Inês has a degree in Environmental Engineering from the New University of Lisbon and a PhD from Virginia Tech. She has authored several scientific papers and patents, and received several awards for her research and academic achievements. In 2010, Inês was profiled in leading Portuguese newspaper Expresso, as one of the country's "female top talents to watch in the coming decade".

**Carlos Pinheiro - Chief Technology Officer**

Carlos Pinheiro is Ynvisible's CTO. He leads the technological vision and strategy and is generally responsible for development, transfer of technology, production and contract R&D services to Ynvisible's clients. Carlos headed the process to set up Ynvisible's first pilot production site in Lisbon and is currently working to develop an R&D/Production facility in Freiburg, Germany. It was his PhD thesis that laid the crucial foundation for Ynvisible's electrochromic display technology. He is the author of several scientific papers and patents and received his PhD in Physical Chemistry from the New University of Lisbon in 2010.

**Darren Urquhart - Chief Financial Officer**

Mr. Urquhart is a chartered accountant with more than 10 years of experience working in both public practice and industry. Mr. Urquhart is presently engaged in public practice accounting, offering chief financial officer and accounting services to TSX Venture Exchange-listed exploration companies in the Vancouver area. Mr. Urquhart began his career working as an audit accountant with Grant Thornton LLP, then later worked as a senior tax accountant with Lohn Caulder Chartered Accountants and more recently served as a consultant to an international private equity company. Mr. Urquhart obtained his chartered accountant designation in 2001 and is a member of the Institute of Chartered Accountants of British Columbia. In 1995, Mr. Urquhart obtained his Bachelor of Science (Electrical Engineering) from the University of British Columbia.

**Duarte Mineiro - Director**

Duarte Mineiro is a Principal at the venture capital firm ES Ventures. He joined ES Ventures in early 2010 to head a task force between ES Ventures and the corporate banking department of Banco Espírito Santo (BES), with the goal to identify startups and innovative SMEs across Portugal, to help increase VC deal flow and innovative clients for the Bank. Since early 2012 he has also been in charge of closing investments and has been appointed to the Board of several early stage portfolio companies. More recently, he has been involved in later stage deals with companies closing transactions with international investors. In addition, he is in charge of ES Ventures' footprint in Brazil since 2013 and its involvement in a number of initiatives in the local ecosystem, including Board Seats in a fund and in a portfolio company. Prior to joining ES Ventures, Duarte worked for over 10 years in The Boston Consulting Group, mainly in the HealthCare and Financial sectors. He joined the Lisbon office in 1998, but was also a member of the Paris (joined 2003) and London (joined 2009) offices. He worked extensively in Spain, Germany and Mozambique. Duarte Mineiro holds an MBA from the Tuck School of Business at Dartmouth (USA, 2003), and a degree in Industrial Engineering and Management from the Technical University of Lisbon (1998), the leading Engineering school in Portugal.

### **Alexander Helmel - Director**

Mr. Helmel is a management consultant with specific expertise facilitating private to public market transitions and the reorganization of distressed public vehicles for the purpose of reverse takeovers or amalgamations and their subsequent redeployment into the Canadian capital markets. Mr. Helmel has served as a director and/or officer for numerous private and listed CSE and TSXV companies. Currently, Mr. Helmel is the CEO, President and a Director of [Network Exploration Ltd.](#) and serves as a board member for Lateral Gold Corp. and [Windfire Capital Corp.](#) (all TSXV issuers). Mr. Helmel is the Chief Financial Officer of Hatch Interactive Technologies Corp., a CSE-listed technology start-up, and is a Director and the Chief Financial Officer of Fundamental Applications Corp., also, a CSE-listed start-up in the technology sector. Mr. Helmel obtained his Bachelor of Science degree from the University of British Columbia in 1994.

### **Sponsor**

The proposed RTO is subject to the sponsorship requirements of the Exchange, unless a waiver or exemption from the sponsorship requirement is available. A sponsor will be identified at a later date and will be announced in a subsequent press release of Network. An agreement to sponsor should not be construed as an assurance with respect to the merits of the transaction or the likelihood of completion of the proposed transaction.

### **Disclosure and Caution**

Further details about the transaction and the resulting issuer will be provided in the disclosure document of Network to be prepared and filed in respect of the RTO. Investors are cautioned that, except as disclosed in the disclosure document, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon.

### **Trading in Network shares**

Trading in the Network shares has been halted as a result of this announcement. Trading in the Network shares will remain halted pending the review of the proposed transaction by the Exchange and satisfaction of conditions of the Exchange for resumption. It is likely that trading in Network shares will not resume prior to the completion of the RTO.

Completion of the RTO is subject to a number of conditions, including Exchange acceptance and disinterested shareholder approval. The RTO cannot close until the required shareholder approval is obtained. There can be no assurance that the RTO will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the filing statement or other disclosure document to be prepared in connection with the RTO, any information released or received with respect to the RTO may not be accurate or complete and should not be relied upon. Trading in the securities of Network should be considered highly speculative.

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

Further particulars of the RTO, the Concurrent Financing, the members of the Board of Directors and management of the corporation following the RTO and financial information regarding Ynvisible will be disclosed in a future news release.

All information provided in this press release relating to Ynvisible has been provided by management of Ynvisible and has not been independently verified by management of the Company. At the date of this press release, the Company has not completed a Formal Agreement with Ynvisible and readers are cautioned that there can be no assurances that a Formal Agreement will be executed, nor that the RTO will be completed.

We seek Safe Harbor.

For additional information, please contact Network's office at 604-638-7363.

Neither TSX Venture Exchange 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.

ON BEHALF OF THE BOARD OF DIRECTORS

"Alexander Helmel"  
President & CEO

*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 actors 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 RTO, the Concurrent Financing and the business and operations of Ynvisible, and information regarding the management, business and operations of the resulting issuer. 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 which 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: general business, economic and social uncertainties; litigation, legislative, environmental and other judicial, regulatory, political and competitive developments; delay or failure to receive board, shareholder or regulatory approvals for the RTO; an inability to complete the Concurrent Financing; those additional risks set out in the Company's public documents filed on SEDAR at [www.sedar.com](http://www.sedar.com); and other matters discussed in this news release. 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 where required by law, 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.*

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