

# Trigen Resources Inc. Signs Definitive Agreement To Acquire Blissco

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Vancouver, November 7, 2017 - [Trigen Resources Inc.](#) ("Trigen" or the "Company") (TSXV: TRG.H) is pleased to announce that, further to its news release of September 18, 2017, it has entered into a definitive share exchange agreement dated November 4, 2017 (the "Agreement") with Bliss Co Holdings Ltd. ("BlissCo") and each of the security holders of BlissCo (the "BlissCo Securityholders"). Pursuant to the Agreement, Trigen will acquire from the BlissCo Securityholders all of the outstanding securities of BlissCo and BlissCo will become a wholly-owned subsidiary of the Company (the "Proposed Transaction"). Upon completion of the Proposed Transaction, the Company will carry on the business of BlissCo (the "Resulting Issuer"). The Proposed Transaction is an arm's length transaction and will constitute a reverse takeover of Trigen by BlissCo, pursuant to the policies of the TSX Venture Exchange ("TSXV"). In connection with completion of the Proposed Transaction, the Resulting Issuer will apply to list its common shares on the Canadian Securities Exchange ("CSE") and will concurrently apply to delist its common shares on the TSXV.

## About BlissCo

BlissCo is constructing an urban Access to Cannabis for Medical Purposes Regulation (ACMPR) cultivation facility with a focus on being a high-volume packager, processor and distributor of recreational cannabis when it is legal in Canada, which is currently anticipated to be by July 2018, and of medical cannabis. It recently took ownership of its 12,600 sq. ft. industrial facility in Langley, British Columbia and is considering the May 2017 changes Health Canada announced to the licensing process. BlissCo is confident that its license will be earned shortly after completing construction.

Upon receipt of the anticipated ACMPR cultivation and sales licenses, BlissCo expects to grow and sell dried cannabis and cannabis oil to approved medical patients through an online portal and via a service excellence call centre. BlissCo expects to focus on high volume sales opportunities in the legal cannabis market when individual distribution models are established by Canadian provinces and territories. Management of the Resulting Issuer has over a decade of experience in retailing and distributing controlled substances. Identified management of the Resulting Issuer include Damian Kettlewell, MBA, BSc, who will be the Chief Executive Officer, and Vipin Vikraman, MFS, B. Tech, who will be the Quality Assurance Manager.

## Summary of the Proposed Transaction

Pursuant to the Agreement:

- Trigen will undertake a two and one quarter (2.25) for one (1) consolidation of its common shares (the "Consolidation"). There will be 10,113,402 Trigen shares issued and outstanding on a post-Consolidation basis.
- 69,963,652 post-Consolidation shares of Trigen will be issued to the shareholders of BlissCo as consideration for 100% of the issued and outstanding common shares of BlissCo.
- 16,245,750 warrants of Trigen will be issued to holders of BlissCo warrants, where each warrant entitles the holder to acquire one post-Consolidation share of the Resulting Issuer at an exercise price of \$0.25.
- Trigen will complete a private placement financing of a minimum of \$2,000,000 and a maximum of \$3,000,000 of common shares on a post-Consolidation basis at a price between \$0.28 and \$0.35 per common share (the "Private Placement").
- Arm's length finders will receive an aggregate of 714,286 post-Consolidation common shares of the Resulting Issuer.
- The board of directors of the Resulting Issuer will consist of six directors, four of whom will be nominated by BlissCo and two of whom will be nominated by Trigen;
- Damian Kettlewell will be appointed as Chief Executive Officer of the Resulting Issuer;

- Assuming completion of the Private Placement at \$0.35 per post-Consolidation share:
  - o Shareholders of Trigen will hold approximately 11.3% of the Resulting Issuer;
  - o Shareholders of BlissCo will hold approximately 78.3% of the Resulting Issuer;
  - o Shareholders under the Private Placement will hold approximately 9.6% of the Resulting Issuer.
- Closing will take place on or before February 15, 2018 and will be subject to the following key conditions:
  - o completion of the Consolidation;
  - o receipt of approval of the TSXV and the CSE, as applicable;
  - o if applicable, the shareholders of Trigen shall have approved the Proposed Transaction;
  - o the Private Placement shall have raised gross proceeds of at least \$2,000,000; and
  - o Damian Kettlewell shall have entered into a voluntary pooling agreement with respect to any securities of the Resulting Issuer received by him pursuant to the Proposed Transaction, whereby such securities will be released over a four-year period with 1/17th released on closing and then every three months thereafter.

### **Other Matters Relating to the Proposed Transaction**

The common shares of the Company are currently halted and will remain halted pending completion of the Proposed Transaction. The Company anticipates that shareholder approval of the Proposed Transaction will not be required by virtue of the application of section 4.1 of TSXV policy 5.2. Further information regarding a name change for the Resulting Issuer, selected financial information of BlissCo, as well as the proposed directors and officers of the Resulting Issuer will follow in a subsequent news release.

The Company anticipates applying for a waiver of the requirement for sponsorship pursuant to the policies of the TSXV. If a sponsor is required, the Company will identify the sponsor in a subsequent news release.

ON BEHALF OF THE BOARD OF DIRECTORS TRIGEN RESOURCES INC.

“Praveen Varshney”  
Praveen Varshney, FCPA, FCA, Director

ON BEHALF OF BLISSCO

“Damian Kettlewell”  
Damian Kettlewell, MBA CEO & Founder  
damian@blisscohealth.com

### **For further information please contact:**

Karan Thakur  
778.987.3446  
Kthakur.vcc@gmail.com

### **Cautionary Statement**

*Completion of the transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and if applicable, disinterested shareholder approval. Where applicable, the transaction cannot close until the required shareholder approval is obtained. 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 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 Trigen should be considered highly speculative. The TSX Venture Exchange Inc. has in no way passed upon the merits of the Proposed Transaction and has neither approved nor disapproved the contents of this news release. The information in this news release contains*

*forward looking statements that are subject to a number of known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in our forward looking statements. Factors that could cause such differences include: changes in equity markets and changes in governmental regulation and policy with respect to the medical and recreational marijuana sectors. Forward-looking statements in this release may include statements regarding completion of Proposed Transaction, the Consolidation and the Private Placement, acceptance of the Proposed Transaction by the TSXV and the CSE, the activities of BlissCo and the future development of its business. Although we believe the expectations reflected in our forward looking statements are reasonable, results may vary, and we cannot guarantee future results, levels of activity, performance or achievements.*

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