

Mesa Exploration Corp. Signs Letter of Intent with Sunrite Greenhouses Ltd.

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Vancouver, July 20, 2018 - [Mesa Exploration Corp.](#) (TSXV: MSA) (OTC: MSAJF) (the "Company" or "Mesa") is pleased to announce that it has signed a Letter of Intent, dated July 11, 2018, ("LOI") with Sunrite Greenhouses Ltd. ("Sunrite"), a private Leamington, Ontario, corporation whose sole shareholders are Carl Mastronardi (50%) and Jamie D'Alimonte (50%), to acquire their 430,000 square foot Sunrite Farm 2 greenhouse facility (the Sunrite Facility") located at 620 Essex Road 37 Wheatley, Ontario. Sunrite intends to convert the Sunrite Facility, currently being used to grow bell peppers which are sold through the Del Fresco Produce Group, into a greenhouse cannabis cultivation facility.

Acquisition Terms

Subject to Exchange approval, as well as applicable director and shareholder approvals, Sunrite intends to transfer the Sunrite Facility to a subsidiary of Sunrite — Greenway Greenhouse Cannabis Corporation ("Greenway"), an entity incorporated in the province of Ontario, and following such transfer, Mesa will acquire, on an arm's length basis (the "Acquisition"), all of the issued and outstanding shares of Greenway ("Greenway Shares"). The total purchase price shall be satisfied by Mesa issuing an aggregate of 160,000,000 of its common shares ("Mesa Shares") at a deemed issuance price of \$0.05 per Mesa Share.

The Acquisition is subject to customary closing conditions, including each party's satisfaction with its due diligence investigations, the completion of an independent greenhouse appraisal, entering into applicable definitive agreements, and the acceptance of the Acquisition by the TSX Venture Exchange ("TSXV").

At this time, there is no relevant financial information with respect to Greenway, but Greenway will complete an independent appraisal of the Sunrite Facility prior to the closing of the Acquisition. The Acquisition will constitute a Reverse Takeover ("RTO") as defined by TSXV Policy 5.2, and will require the requisite shareholder approval of the Mesa shareholders and approval of the TSXV. The Acquisition will be completed by way of share exchange or three-cornered amalgamation, and the name of the resulting issuer will be Greenway Greenhouse Cannabis Corporation.

In addition to the shares issued under the terms of the Acquisition, under the Letter of Intent, dated July 11, 2018, as a condition of closing, Greenway also agreed to seek to raise not less than \$2,250,000 pursuant to a non-brokered equity offering to be completed by way of a private placement (the "Concurrent Equity Offering"), on terms to be determined by Greenway. The proceeds raised pursuant to the Concurrent Equity Offering shall be used in connection with the completion of the transactions contemplated by the Acquisition, the conversion of the Sunrite Facility into a cannabis cultivation facility and general operating expenses. On completion of the RTO, participants in the Concurrent Equity Offering will receive one share of Mesa for every one share of Greenway acquired pursuant to the Concurrent Equity Offering. Terms of the proposed financing will be disseminated by way of news release once they have been determined.

A Sponsor has not been retained in connection with the contemplated RTO and as of this date the Company does not intend to seek a Sponsor.

The names, backgrounds, and jurisdictions of all Persons who currently constitute Principals or Insiders of the Issuer as of this date are as follows:

From Mesa:

- Foster Wilson, President, Director CEO and Director of the Corporation, Nevada, United States.

Mr. Wilson has over 30 years of experience in exploration and development ranging from reserve drilling and

estimation, feasibility studies, mine permitting and development. He has worked in various capacities for Placer Dome, Echo Bay and various junior exploration companies,

- Joe Chan, Chief Financial Officer of the Corporation, Vancouver, British Columbia,
- Greg French, Director of the Corporation, Nevada, United States,
- Brian Kirwin, Non-Executive Chairman and Director of the Corporation, Nevada, United States,
- Larry Kornze, Director of the Corporation, Idaho, United States;

It is expected that Foster Wilson will continue with the Company in the capacity of Director but that, effective the closing of the contemplated transaction, all other current directors and officers of Mesa will resign.

In addition, the names, backgrounds, and jurisdictions of all Greenway Persons who will constitute Principals or Insiders of the Resulting Issuer as known as of this date are as follows:

- Jamie D'Alimonte, Chief Executive Officer, Co-Chairman, Leamington, Ontario, Canada

Jamie is a third-generation grower and has over 25 years of experience in hydroponic farming. As a past student of Wayne State University's business school, he has successfully integrated efficiencies and innovation into operations with tremendous success. Jamie is the CEO of the Del Fresco Produce Group and is involved in the day to day operations of the business from transplanting, harvesting and sales of all produce. He is very dedicated and is always researching for new growth opportunities within the market. He is driven by data analysis and constantly seeks opportunities to add value to growing techniques, product development, and marketing strategies.

- Carl Mastronardi, President, Co-Chairman, Leamington, Ontario, Canada

Mr. Mastronardi brings over 40 years of agricultural experience to the team; humbly starting with growing common crops in fields, to now perfecting over 50 varieties of tomatoes, cucumbers, and peppers in over 4 million square feet of hydroponic greenhouses. In addition to growing vegetables, in 2006, Carl founded his own vegetable marketing company, Del Fresco Pure, which now distributes produce to several national retailers in both Canada and the USA. Carl's leadership, passion and extensive knowledge are invaluable to the group. Carl is the President of the Del Fresco Produce Group.

- Darren Peddle, Chief Financial Officer, Director, Leamington, Ontario, Canada.

Darren is a CPA, CA and the current Financial Controller for the Del Fresco Produce Group. He received his training and extensive experience with large corporations from working at KPMG LLP. Afterwards, he followed his interests to the agricultural industry while working for HMIID LLP, an agricultural specialty accounting firm. Darren has since been applying his knowledge and skills to the hydroponic greenhouse farming industry.

- Konrad Pimiskern, Senior Vice President, Director, Kelowna, British Columbia, Canada

Mr. Pimiskern brings over 25 years of corporate finance and retail investment experience to the group. Over his career as a licensed Investment Advisor, Konrad has worked with national brokerage firms Raymond James, Edward Jones and Leede Jones Gable. A graduate of Washington State University, Konrad holds a Bachelor's degree in Business Administration (Finance). Konrad's roles with the company include fundraising and corporate development.

The current directors of Greenway are Jamie D'Alimonte and Carl Mastronardi. Greenway will be reconstituting its Board prior to the closing of the contemplated transaction.

About Sunrite Greenhouses Ltd.

Sunrite and the Del Fresco Group, own and operate over 4 million square feet of hydroponic, computerized greenhouses and employ over 350 people in the greater Leamington, Ontario area. The Del Fresco Group is the first organization to successfully grow, in large capacity, the highest quality of strawberries under grow lights without the use of pesticides. Jamie D'Alimonte and Carl Mastronardi, are innovators in the

greenhouse vegetable business, pioneering many new products and varieties, such as the Euro Bean, and are constantly experimenting with and perfecting new crops.

About Mesa Exploration Corp.

Mesa is exploring a portfolio of mineral properties in the United States where it controls land holdings in proven mining districts with excellent access and infrastructure. Mesa currently has 17.5 million shares issued and outstanding.

For further information please visit our website at www.MesaExploration.com.

ON BEHALF OF THE BOARD
MESA EXPLORATION CORP.

(signed) Foster Wilson, President and CEO

For further information call:

Corporate Communications Mesa 1-775-771-5219
Sunrite Greenhouses Ltd. 250-469-0438

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 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 [Mesa Exploration Corp.](#) 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.

This news release includes certain statements that may be deemed "forward-looking statements". All statements in this release, other than statements of historical facts, are forward-looking statements. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include unsuccessful exploration results, changes in metals prices, changes in the availability of funding for mineral exploration, unanticipated changes in key management personnel. Accordingly, actual events may differ materially from those projected in the forward-looking statements. For more information on the Company and the risks and challenges of its business, investors should review the Company's annual filings that are available at www.sedar.com

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