

# Western Troy Announces Letter of Intent with Cultivation Technologies, Inc. of Irvine, California for RTO & Sets AGM Date

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TORONTO, Feb. 26, 2019 - Western Troy Capital Resources (TSX Venture: WRY) ("Western Troy") is pleased to announce that Western Troy and Cultivation Technologies, Inc. ("CTI") have entered into a Letter of Intent ("LOI") dated February 20, 2019, to complete an arm's length Reverse Takeover ("RTO") Transaction. The shares of Western Troy have been halted pending completion of the RTO.

Western Troy and CTI intend to complete a business combination that will result in CTI becoming a wholly-owned subsidiary of Western Troy ("Resulting Issuer"). The Resulting Issuer shall undergo a name change to SCARAB CO. ("SCARAB").

The RTO and other terms of the transaction will require Western Troy shareholder approval. It is anticipated that the transaction will be on the agenda at the regular Annual General Meeting ("AGM") of the shareholders of Western Troy to be held on May 2, 2019.

CTI, through its operating subsidiaries, Coachella Manufacturing LLC and Coachella Distributors LLC, provides state-licensed solvent extraction, distillation, manufacturing and distribution services for cannabis companies within the California market. CTI also manufactures and distributes branded products to dispensaries under several company-owned brands, and brands under contract manufacturing agreements. CTI is among a handful of companies in California which possesses an annual license for "Type 7" manufacturing and extraction. "Type 7" manufacturing in California allows for extraction through the use of solvents, for which capacity is extremely limited in California. According to financials prepared by management of CTI (pending audits), CTI had revenues exceeding US\$3 million in 2018 after commencing commercial operations in January 2018.

CTI currently has an aggregate of 32,730,569 common shares and 18,750,000 preferred shares (each, a "CTI Share") issued and outstanding, CTI does not have a Control Person (as that term is defined in the TSXV Policies). CTI is headquartered in Irvine, California. For more information on CTI, visit its website at <https://www.cultivationtech.com/>.

Pursuant to the LOI, the RTO will result in each outstanding CTI Share being exchanged for one Resulting Issuer Share, as well as all outstanding warrants and options of CTI and Western Troy to receive warrants or options in the Resulting Issuer on similar terms and conditions as they exist within CTI. Western Troy will have the right, but not the obligation, to nominate one member to the Resulting Issuer's Board of Directors. The share capital of the Resulting Issuer, upon completion of the RTO, is expected to be as follows, subject to increases resulting from items including, but potentially not limited to, the restructuring of CTI debt, additional capital raised for bridge financing related to the RTO, investment banking fees, and a financing prior to, adjacent to, or subsequent to the RTO:

51,480,569	CTI Common & Preferred Shares (76.39%)
7,128,952	CTI Warrants & Options (10.58%)
8,182,994	Western Troy Shares (12.14%)
600,000	Western Troy Warrants & Options (<1%)
67,392,515	Total Resulting Issuer Shares

All Resulting Issuer Shares exchanged for CTI Shares shall also be subject to certain lockup and drip sale provisions after completion of the RTO ("CTI Share Lockup"), which will be defined in the definitive agreement (the "Definitive Agreement") or accompanying documents, or as may be

further agreed in conjunction with any financing of the Resulting Issuer.

Completion of the RTO is subject to a number of customary conditions, including the restructuring of certain debt and balance sheet items, resolution of pending litigation, obtaining signed releases of claims from CTI shareholders who receive shares in the Resulting Issuer, approval and restructuring investments of FinCanna Capital Corp. in CTI in a manner satisfactory to CTI, Western Troy, and FinCanna Capital Corp. (collectively, "CTI Conditions Precedent"), mutually satisfactory due diligence reviews, execution of a definitive agreement, requisite board and shareholder approvals from each CTI and Western Troy, and receipt of all required regulatory approvals.

Should either Western Troy or CTI withdraw from the LOI prior to execution of the Definitive Agreement ("LOI Termination") after February 20, 2019, the terminating party will be responsible for a break-up fee of \$30,000 USD. Upon execution of the Definitive Agreement, CTI has agreed to provide a loan of \$30,000 USD to Western Troy for working capital until such time that the RTO closes, which shall be forgiven should CTI terminate the Definitive Agreement prior to closing of the LOI, or should CTI not satisfy all the CTI Conditions Precedents prior to closing the RTO.

Upon completion of the RTO, all of the current officers and directors of Western Troy shall resign and Western Troy will have the right to nominate one member to the Resulting Issuer's Board of Directors. The members of the executive management team and directors of the Resulting Issuer will be detailed within a forthcoming press release upon execution of the Definitive Agreement.

Western Troy has applied to the TSX Venture Exchange (the "TSXV") to have its common shares delisted from the TSXV upon completion of the RTO. Western Troy will seek "majority of the minority" shareholder approval (meaning officers, directors and persons holding more than ten percent of the Western Troy voting shares cannot vote to approve the delisting) at the AGM.

More details about the RTO and the Resulting Issuer will be provided in a detailed news release when the parties enter into a definitive agreement in respect of the RTO, which is presently targeted to close on or before March 15, 2019. Any and all information detailed within this press release regarding the RTO, CTI, or Western Troy may not be complete and should not be relied upon for any reason. This press release shall not constitute an offer to sell or buy shares in CTI, Western Troy, or the Resulting Issuer in any jurisdiction. Securities to be issued in the RTO or any related financing have not been and may not be registered under the United States Securities Act of 1933, as amended ("Act"), and may not be offered or sold within the U.S. or to U.S. persons without such registration or an applicable exemption from registration.

#### About Western Troy

Western Troy has been engaged in mineral exploration and mine development, as well as seeking business combinations that will benefit its shareholders.

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#### CAUTIONARY STATEMENT:

Neither the TSXV nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this release.

This news release contains forward-looking information that involves substantial known and unknown risks and uncertainties, most of which are beyond the control of Western Troy. Forward-looking statements

include estimates and statements that describe Western Troy's future plans, objectives or goals, including words to the effect that Western Troy or its management expects a stated condition or result to occur. Forward-looking statements may be identified by such terms as "believes", "anticipates", "expects", "estimates", "may", "could", "would", "will", or "plan". Since forward-looking statements are based on assumptions and address future events and conditions, by their very nature they involve inherent risks and uncertainties. Although these statements are based on information currently available to Western Troy, Western Troy provides no assurance that actual results will meet management's expectations. Risks, uncertainties and other factors involved with forward-looking information could cause actual events, results, performance, prospects and opportunities to differ materially from those expressed or implied by such forward-looking information. Forward looking information in this news release includes, but is not limited to, Western Troy's objectives, goals or future plans, statements (including the terms, conditions and objectives of the Transaction), details of the exploration results, potential mineralization, the company's portfolio, treasury, management team and enhanced capital markets profile, the receipt of regulatory approvals for the Offering, the receipt of regulatory approvals of the Transaction, the estimation of mineral resources, exploration and mine development plans, timing of the commencement of operations and estimates of market conditions. Factors that could cause actual results to differ materially from such forward-looking information include, but are not limited to, failure or inability to complete the Transaction and the Offering on the terms as announced or at all, regulatory approval processes, failure to identify mineral resources, delays in obtaining or failures to obtain required governmental, regulatory, environmental or other project approvals, political risks, inability to fulfill the duty to accommodate First Nations and other indigenous peoples, uncertainties relating to the availability and costs of financing needed in the future, changes in equity markets, inflation, changes in exchange rates, fluctuations in commodity prices, delays in the development of projects, capital and operating costs varying significantly from estimates and the other risks involved in the mineral exploration and development industry, and those risks set out in Western Troy's public documents filed on SEDAR. Although Western Troy believes that the assumptions and factors used in preparing the forward-looking information in this news release are reasonable, undue reliance should not be placed on such information, which only applies 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. Western Troy disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, other than as required by law. Financial information provided herein concerning Cultivation Technologies, Inc. reflects figures prepared by management. Audited financials are a condition to closing the RTO.

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