

Mesa Exploration Announces Loan and Proposed Spin Out of Mineral Exploration Assets

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Vancouver, April 4, 2019 - [Mesa Exploration Corp.](#) (TSXV: MSA) (OTC: MSAJF) (the "Company" or "Mesa") announces it has entered into an agreement for a loan of \$250,000 (the "Loan") from an arm's length party (the "Lender"). The Loan is to be secured by a debenture, has a term of one year, accrues simple interest at ten per cent per annum payable on the last day of the term. Also on the closing of the Loan, the Lender shall have the right to nominate one person to Mesa's board of directors or to appoint an observer to the board. The use of proceeds of the Loan is for general corporate purposes and in connection with the identification and completion of a suitable acquisition or business combination with an arm's length party.

Mesa and the Lender are in discussions whereby Mesa would spin out all its mineral exploration assets to a wholly owned subsidiary of Mesa and distribute the securities of the subsidiary to Mesa's existing shareholders. Mesa intends to acquire assets in another industry in which the Lender may already have an interest. Mesa anticipates that it will enter into discussions with arm's length parties concerning any such acquisitions, although no acquisition has yet been identified and no agreement has yet been reached and there is no assurance that such an agreement can be reached.

Mesa's shareholders would ultimately be asked to consider, and if thought appropriate, approve a change of business, a reverse takeover or similar business combination, a financing or financings, a share consolidation, a name change, a new board of directors which may or may not include the Lender's nominee, a delisting from the TSX Venture Exchange, and a new listing on another Canadian stock exchange, and the spin out of mineral assets into a newly created corporation as described above. Various legal and exchange approvals would be required for this series of possible transactions.

There are considerable risks in such a strategy, which risks cannot be meaningfully identified or quantified until Mesa has agreed to acquire assets or a business in another industry. The risks will be fully described in the disclosure documents at the appropriate time.

"The mineral exploration sector continues to be depressed, the lackluster commodity markets, and the severe challenge of raising further capital all contributed to this decision" said Foster Wilson, Mesa's CEO. "We believe Mesa's shareholders will be better served in a growth industry other than junior exploration."

ABOUT MESA EXPLORATION - Mesa is a publicly traded mineral exploration company with roughly 17,453,000 shares outstanding.

On behalf of the board of directors,
Mesa Exploration Corp.

"Foster Wilson"
President and CEO
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Neither the 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 of accuracy of this release.

This press release contains forward-looking statements and forward-looking information (collectively, "forward looking statements") within the meaning of applicable Canadian and United States securities laws.

All statements, other than statements of historical fact, included herein, including statements regarding the anticipated content, commencement, duration and cost of exploration programs, anticipated exploration program results, the discovery and delineation of mineral deposits/resources/reserves, the timing of the receipt of assay results, and business and financing plans and trends, are forward-looking statements. Forward-looking statements are typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate and similar expressions or are those which, by their nature, refer to future events. Although the Company believes that such statements are reasonable, there can be no assurance that such statements will prove to be accurate, and actual results and future events could differ materially from those anticipated in such statements. The Company cautions investors that any forward-looking statements by the Company are not guarantees of future performance, and that actual results may differ materially from those in forward-looking statements. Important factors that could cause actual events and results to differ materially from the Company's expectations include those related to weather, equipment and staff availability; performance of third parties; risks related to the exploration stage of the Company's projects; market fluctuations in prices for securities of exploration stage companies and in commodity prices; and uncertainties about the availability of additional financing; risks related to the Company's ability to identify one or more economic deposits on the properties, and variations in the nature, quality and quantity of any mineral deposits that may be located on the properties; risks related to the Company's ability to obtain any necessary permits, consents or authorizations required for its activities on the properties; and risks related to the Company's ability to produce minerals from the properties successfully or profitably. Trading in the securities of the Company should be considered highly speculative. All of the Company's public disclosure filings may be accessed via www.sedar.com and readers are urged to review these materials, including the latest technical reports filed with respect to the Company's mineral properties.

This press release is not, and is not to be construed in any way as, an offer to buy or sell securities in the United States.

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