Everton Resources Inc. Announces Results of its Annual General and Special Meeting of Shareholders

20.04.2020 | The Newswire

Everton Resources Inc. (TSXV:EVR) ("Everton" or the "Company") is pleased to announce that all of the resolutions put forth at the annual general and special meeting (the "Meeting") of the shareholders of the Company (the "Shareholders") held on April 6, 2020, as described in the Company's management information circular dated March 4, 2020 (the "Circular"), were approved by Shareholders. Among other items, the Shareholders approved certain matters to be completed by Everton in connection with its acquisition of Molecule Inc. ("Molecule") by way of a plan of arrangement (the "Arrangement") under the Business Corporations Act (Ontario). Details of the Arrangement are set out in the press release of the Company dated December 3, 2019 and the Circular, which are available under the Company's profile on SEDAR at www.sedar.com.

Among other items, at the Meeting:

- 1. (i)an ordinary resolution to approve the issuance of up to 74,400,100 common shares of the Company (the "Shares") in accordance with the terms of the Arrangement was approved by 97.19% of the votes cast by the Shareholders (such vote excluded the Shareholders who are considered to be "related parties" of Molecule in accordance with Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions);
- 2. (ii)a special resolution to amend the Company's articles to change the name of the Company to "Molecule Holdings Inc.", or to such other name as is acceptable to the Company and the TSX Venture Exchange (the "TSXV"), conditional upon the completion of the Arrangement, was approved by 98.91% of the votes cast by Shareholders;
- 3. (iii)a special resolution consolidating the outstanding Shares on the basis of a ratio of one (1) post-consolidation Share for each ten (10) pre-consolidation Shares, conditional upon the completion of the Arrangement, was approved by 98.61% of the votes cast by Shareholders;
- 4. (iv)a special resolution to amend the Company's articles to create and issue preferred shares, containing royalty rights to mining properties owned by Everton prior to the Arrangement, to the Shareholders as of the record date of the Meeting, conditional upon the completion of the Arrangement, was approved by 98.61% of the votes cast by Shareholders; and
- 5. (v)a special resolution to voluntarily delist the Company from the TSXV and to apply for listing on the Canadian Securities Exchange, conditional upon the completion of the Arrangement, was approved by 96.52% of the votes cast by Shareholders.

At the Meeting, Shareholders also elected those nominees listed in the Circular, being Andre Audet (99.02%), Steven Mintz (99.02%), Keith Stein (99.02%), and Michel Fontaine (99.02%), to be the directors of the Company and to hold office until the earlier of the completion date of the Arrangement, or the close of the next annual meeting of the Shareholders.

In addition, the slate of nominees listed in the Circular, being Andre Audet, Philip Waddington, Amy Poulx, Lindsay Weatherdon, and David Reingold, to become the directors of the Company upon completion of the Arrangement (such entity being the "Resulting Issuer") was approved by 97.63% of the votes cast by Shareholders. The proposed directors of the Resulting Issuer will each hold office effective upon the completion date of the Arrangement until the close of the next annual meeting of the shareholders of the Resulting Issuer.

The Company wishes to announce that the annual and special meeting of shareholders of Molecule (the "Molecule Meeting") to approve, among other items, the Arrangement with Everton will be held on April 28, 2020 at 9:30 a.m. In light of ongoing concerns related to the spread of COVID-19, and as permitted by the Business Corporations Act (Ontario) and the bylaws of Molecule, the Molecule Meeting will be held by telephone only. Notice of the Molecule Meeting together with an information circular setting out, among other things, a description of the Arrangement (the "Molecule Meeting Materials") has been circulated to its shareholders.

Completion of the Arrangement remains conditional upon the approval of the Ontario Superior Court of

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Justice (the "Court") and certain other customary closing conditions and approvals. Prior to the mailing of the Molecule Meeting Materials, Molecule obtained from the Court an interim order providing for the convening and holding of the Molecule Meeting and other procedural matters. A Court hearing for the final order in respect of the Arrangement will take place as soon as practicable following the Molecule Meeting.

Everton will continue to update our Shareholders as to the status of the closing of the transaction with Molecule.

About Everton

Everton is currently an exploration company with an interest in the Opinaca region of James Bay, Quebec where the Company has partnered with <u>Hecla Mining Company</u> which is advancing Everton's interest in the Opinaca B project by funding 100% of all exploration work on one of the largest land packages adjacent to Goldcorp's Eleonore gold deposit.

About Molecule

Molecule, a private Ontario corporation, is a beverage formulation, manufacturing, and distribution company that holds a Cannabis Processing Licence under the Cannabis Act (Canada) and the Cannabis Regulations (Canada). Molecule will provide the capacity, knowledge and licensing required to produce and co-package craft, cannabis-infused, beverages.

ON BEHALF OF THE BOARD, Everton Resources Inc.

Per: "Michel Fontaine"

Michel Fontaine, Chair of the Independent Committee of the Board of Directors

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

Caution Regarding Forward-Looking Statements

Certain statements contained in this news release constitute forward-looking information. These statements relate to future events or future performance, including statements as to the likelihood of completing the Arrangement, likelihood of receiving third-party approvals for the Arrangement, ability to receive court approvals in respect of the Arrangement, and the fulfillment of the conditions of the Arrangement. The use of any of the words "could", "anticipate", "intend", "expect", "believe", "will", "projected", "estimated" and similar expressions and statements relating to matters that are not historical facts are intended to identify forward-looking information and are based on the current belief or assumptions of Everton as to the outcome and timing of such future events. Whether actual results and developments will conform with the expectations of Everton is subject to a number of risks and uncertainties including factors underlying management's assumptions, such as risks related to: that the arrangement agreement could be terminated in certain circumstances; failure to, in a timely manner, or at all, obtain the required regulatory, court, stock exchange or other third party approvals for the Arrangement or any ancillary transaction; failure of the parties to otherwise satisfy the conditions to complete the Arrangement; significant Arrangement costs or unknown liabilities; the risk of litigation or adverse actions or awards that would prevent or hinder the completion of the Arrangement; compliance with all applicable laws and other customary risks associated with transactions of this nature; global uncertainty with respect to the Canadian and global financial markets, and general economic conditions. If the Arrangement is not completed and Everton continues as an independent entity, there are serious risks that the announcement of the Arrangement and the dedication of substantial resources of Everton to the completion of the Arrangement could have an adverse impact on its business,

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strategic relationships, and operating results. Failure to comply with the terms of the arrangement agreement on the part of Everton could have a material adverse effect on the financial position, operating results and ability to fund growth prospects of Everton. Readers are cautioned that the foregoing list is not exhaustive. Actual future results may differ materially.

The forward-looking information contained in this release is made as of the date hereof and Everton is not obligated to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable securities laws. Because of the risks, uncertainties and assumptions contained herein, investors should not place undue reliance on forward-looking information. The foregoing statements expressly qualify any forward-looking information contained herein.

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