

AIM3 Ventures Inc. Provides Update on Proposed Reverse Take-Over Transaction

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TORONTO, April 28, 2020 - [AIM3 Ventures Inc.](#) (TSXV: AIMC.P) ("AIM3" or the "Company"), is pleased to provide an update on its previously announced proposed reverse take-over transaction with SilverStream SEZC, dba Vox Royalty ("Vox"), which is substantially described in the Company's press release dated March 2, 2020 (the "Qualifying Transaction").

Private Placement of Subscription Receipts

In connection with the Qualifying Transaction, Vox has launched its previously-announced private placement of Subscription Receipts (as defined below). On closing, Vox will enter into an agency agreement (the "Agency Agreement") with a syndicate of agents comprised of Paradigm Capital Inc. (the "Lead Agent"), as lead agent, and Canaccord Genuity Corp., PI Financial Corp. and Jett Capital Advisors, LLC (collectively with the Lead Agent, the "Agents"). Pursuant to the Agency Agreement, the Agents will offer for sale, on a "best efforts" private placement basis, subject to all required regulatory approvals, up to C\$15 million in subscription receipts (the "Subscription Receipts") of Vox at a price of C\$3.00 per Subscription Receipt (the "Offering").

The Subscription Receipts will be issued pursuant to a subscription receipt agreement (the "Subscription Receipt Agreement") to be entered into at the closing of the Offering among Vox, the Lead Agent and TSX Trust Company, as subscription receipt agent. Upon satisfaction and/or waiver prior to the escrow release deadline of certain escrow release conditions to be set out in the Subscription Receipt Agreement, each Subscription Receipt will be automatically converted, without any further consideration or action by the holder thereof, into one ordinary share of Vox ("Vox Share") and one half of one ordinary share purchase warrant of Vox (each such whole warrant, a "Vox Warrant"). Each Vox Warrant will be exercisable to acquire one Vox Share at a price of C\$4.50, until the date that is 24 months following the date of satisfaction and/or waiver of the escrow release conditions. In connection with the closing of the Qualifying Transaction and pursuant to the terms of the business combination agreement (the "Business Combination Agreement") entered into between AIM3, Vox and a wholly-owned subsidiary of AIM3, upon their issuance, the Vox Shares and the Vox Warrants underlying the Subscription Receipts will be immediately and automatically exchanged for ordinary shares of the Company ("Resulting Issuer Shares") and ordinary share purchase warrants of the Company ("Resulting Issuer Warrants"), respectively (on a post-Consolidation (as defined below) basis). References to the "Resulting Issuer" will hereinafter mean AIM3 following the completion of the Qualifying Transaction pursuant to the Business Combination Agreement.

If, at any time following the closing of the Qualifying Transaction the closing price of the ordinary shares of the Company (on a post-Consolidation basis) exceeds C\$4.00 (subject to adjustment) for 15 consecutive trading days, the Company will immediately purchase for cancellation all the then outstanding Resulting Issuer Warrants which are issued in exchange for the Vox Warrants at a fixed price of C\$1.00 per Resulting Issuer Warrant (the "Call Option").

For illustrative purposes, if an investor purchases 10,000 Subscription Receipts under the Offering for C\$30,000, if the Call Option is triggered, such investor would receive a cash payment of C\$5,000 as consideration for its Resulting Issuer Warrants. In such circumstances, the effective cost per Subscription Receipt will be reduced to C\$2.50 per Subscription Receipt.

In consideration for the services to be rendered by the Agents in connection with the Offering, the Agents are entitled to receive a cash commission equal to 6% of the aggregate gross proceeds of the Offering along with compensation warrants ("Compensation Warrants") exercisable to acquire such number of Vox Shares as is equal to 6% of the number of Subscription Receipts issued as part of the Offering. Each Compensation Warrant will be exercisable to acquire one Vox Share at a price of C\$3.00 for a period of 24 months following the closing date of the Offering. Sales of Subscription Receipts to any subscribers on the "president's list" will be subject to a reduced cash commission and no Compensation Warrants will be issuable to the Agents in connection with such sales. In connection with the closing of the Qualifying Transaction and pursuant to the terms of the Business Combination Agreement, the Compensation Warrants will be exchanged for substantially similar securities of the Resulting Issuer (on a post-Consolidation basis).

Consolidation of AIM3 Shares

In connection with the Qualifying Transaction, AIM3 shareholders have approved a consolidation (the "Consolidation") of the AIM3 common shares on the basis of one post-Consolidation AIM3 common share for each 13.3125 pre-Consolidation common shares of AIM3. Upon completion of the Qualifying Transaction, assuming completion of the Offering for aggregate gross proceeds of C\$15 million at a price of C\$3.00 per Subscription Receipt, the Resulting Issuer will have approximately 32,466,667 Resulting Issuer Shares issued and outstanding (after effecting the Consolidation and the conversion of the Subscription Receipts) on a fully diluted basis, approximately 31,666,667 Resulting Issuer Shares to be held by current Vox shareholders and approximately 800,000 Resulting Issuer Shares to be held by current AIM3 shareholders, which represents ownership of the Resulting Issuer of approximately 97.5% by current Vox shareholders and approximately 2.5% by current AIM3 shareholders on a fully diluted basis.

About Vox

Vox was incorporated under the Companies Law of the Cayman Islands as a Special Economic Zone Company on January 22, 2014. Vox has a portfolio of 38 royalty and streaming assets, including 9 royalties and streams and 1 royalty option and it has entered into binding letters of intent and agreements to acquire an additional 28 royalties, covering 19 underlying commodities altogether. Vox's commodity interests span seven jurisdictions, including Australia, Canada, Peru, Brazil, Mexico, the United States and Madagascar. Vox has royalties and agreements to acquire royalties on producing mines in addition to royalties over several long-life, development-stage assets. Recognizing the upside potential of exploration success, Vox also acquires and holds a portfolio of royalties over exploration-stage assets.

In addition to a portfolio covering precious and base metals assets, Vox also participates in the battery and specialty metal industries. Vox has royalties over production-stage graphite operations and development stage nickel sulphide, cobalt, copper and vanadium projects. Recently, Vox's portfolio has grown to include industrial minerals, with an agreement in place to acquire a royalty over a production-stage iron ore asset.

About AIM3 Ventures

AIM3 was incorporated under the Business Corporations Act (Ontario) on February 20, 2018 and is a Capital Pool Company (as defined in the TSX Venture Exchange (the "TSXV") Corporate Finance Manual) listed on the TSXV. AIM3 has no commercial operations and no assets other than cash.

Cautionary Note Regarding Forward Looking Information

This press release contains statements that constitute "forward-looking information" ("forward-looking information") within the meaning of the applicable Canadian securities legislation. All statements, other than statements of historical fact, are forward-looking information and are based on expectations, estimates and projections as at the date of this press release. Any statement that discusses predictions, expectations, beliefs, plans, projections, objectives, assumptions, future events or performance (often but not always using phrases such as "expects", or "does not expect", "is expected", "anticipates" or "does not anticipate", "plans", "budget", "scheduled", "forecasts", "estimates", "believes" or "intends" or variations of such words and phrases or stating that certain actions, events or results "may" or "could", "would", "might" or "will" be taken to occur or be achieved) are not statements of historical fact and may be forward-looking information. Forward-looking information contained in this press release includes, without limitation, statements regarding: the terms, conditions (including the satisfaction and/or waiver of the escrow release conditions), and completion of the Qualifying Transaction and the Offering; the entering into of the Agency Agreement, the Subscription Receipt Agreement and the warrant indenture for the Vox Warrants; the expected timing for the closing of the Offering; the size of the Offering; the ability of the Company to purchase the Resulting Issuer Warrants which are issued in exchange for the Vox Warrants if the Call Option is triggered; and anticipated Resulting Issuer shareholder information. In disclosing the forward-looking information contained in this press release, the Company has made certain assumptions, including that: the Offering will be completed on acceptable terms; all escrow release conditions will be satisfied and/or waived; and all applicable shareholder and regulatory approvals for the Qualifying Transaction and the Offering will be received. Although the Company believes that the expectations reflected in such forward-looking information are reasonable, it can give no assurance that the expectations of any forward-looking information will prove to be correct. Known and unknown risks, uncertainties, and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking information. Such factors include, but are not limited to: availability of financing; delay or failure to receive board, shareholder or regulatory approvals; and general business, economic, competitive, political and social uncertainties. Accordingly, readers should not place undue reliance on the forward-looking information

contained in this press release. Except as required by law, the Company disclaims any intention and assumes no obligation to update or revise any forward-looking information to reflect actual results, whether as a result of new information, future events, changes in assumptions, changes in factors affecting such forward-looking information or otherwise.

Not for distribution to United States newswire services or for dissemination in the United States. This press release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

All information provided in this press release relating to Vox has been provided by management of Vox and has not been independently verified by management of the Company.

Completion of the Qualifying Transaction is subject to a number of conditions, including but not limited to, TSXV acceptance. There can be no assurance that the Qualifying Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular dated February 26, 2020 or the filing statement to be prepared in connection with the Qualifying Transaction, any information released or received with respect to the Qualifying Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.

The TSX Venture Exchange Inc. has in no way passed upon the merits of the proposed Qualifying Transaction and has neither approved nor disapproved the contents of this press release.

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