

AIM3 Ventures and Vox Royalty Announce the Successful Closing of Vox Royalty's C\$13.75 Million Financing

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TORONTO, May 07, 2020 - [AIM3 Ventures Inc.](#) (TSXV: AIMC.P) ("AIM3" or the "Company") and SilverStream SEZC (dba Vox Royalty) ("Vox") are pleased to announce the closing of the previously announced brokered private placement of subscription receipts of Vox ("Subscription Receipts") for aggregate gross proceeds of approximately C\$13.75 million (the "Offering"). The Offering has been completed in connection with the proposed reverse take-over transaction between Vox and the Company, as described in the Company's press releases dated March 2, 2020 and April 28, 2020 (the "Qualifying Transaction").

The Offering was led by a syndicate of agents including 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").

Vox Chief Executive Officer, Kyle Floyd, said:

"We are thrilled with the successful outcome of this Offering. Vox initially targeted to raise C\$7 million – C\$12 million as disclosed in March. However, investor interest exceeded expectations in a time of heightened market volatility due to the pandemic. On behalf of the entire Vox team and our placement Agents we thank our new shareholders for their interest and investment. We are also particularly grateful for the unwavering support of our existing shareholders who have supported us as a private company since 2014. Proceeds from this financing will enable us to build on our aggressive industry-leading royalty acquisition growth profile."

In aggregate, 4,579,361 Subscription Receipts were issued under the Offering at a price of C\$3.00 per Subscription Receipt. Each Subscription Receipt entitles the holder thereof to receive 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"), upon satisfaction and/or waiver of certain escrow release conditions (the "Escrow Release Conditions"), in connection with the closing of the Qualifying Transaction.

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, 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.

If, at any time following the closing of the Qualifying Transaction the closing price of the Resulting Issuer Shares 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").

The gross proceeds from the sale of the Subscription Receipts, less the Agents' expenses and 50% of the Agents' commission, are deposited with and held in escrow by TSX Trust Company in accordance with a subscription receipt agreement dated May 7, 2020 among Vox, TSX Trust Company and the Lead Agent, and will be released to Vox upon satisfaction and/or waiver of the Escrow Release Conditions, less the remaining 50% of the Agents' commission payable to the Agents out of such funds at such time. If the Escrow Release Conditions are satisfied and/or waived on or before 5:00 p.m. (Toronto time) on September 4, 2020, the escrowed proceeds from the Offering will be released as set out above. If the Escrow Release Conditions are not satisfied and/or waived on or before 5:00 p.m. (Toronto time) on September 4, 2020, or the Qualifying Transaction is terminated at an earlier time, the gross proceeds and pro rata entitlement to interest earned on the escrowed proceeds will be paid to holders of the Subscription Receipts and the Subscription Receipts will be cancelled. Any shortfall in the amount to be returned to holders of Subscription Receipts will be covered by Vox.

In connection with the Offering, Vox has agreed to pay to the Agents a cash commission representing 6% of

the gross proceeds of the Offering, excluding any proceeds from the sale of Subscription Receipts to subscribers on the “president’s list”. The Agents also received 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, excluding any Subscription Receipts issued to subscribers on the president’s list. 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. In connection with the closing of the Qualifying Transaction, the Compensation Warrants will be exchanged for ordinary share purchase warrants of the Company.

About Vox

Vox is a growth focused mining royalty and streaming company that 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 37 royalties 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 27 royalties. Vox’s 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. Vox has been the fastest growing royalty & streaming acquisition company since January-2019, announcing 11 separate royalty transactions.

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; 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. In disclosing the forward-looking information contained in this press release, the Company has made certain assumptions, including that: 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.

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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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