

# Brunswick Resources Inc. Signs Letter of Intent to Acquire Poko Group Ltd.

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ROUYN-NORANDA, Nov. 17, 2020 - [Brunswick Resources Inc.](#) (TSX-V: BRU.H) and POKO Group Ltd. are pleased to announce that they have entered into a binding letter of intent (the LOI) to complete a business combination transaction (the Proposed Transaction) that will result in the reverse take-over of Brunswick by Poko. The entity resulting from the Proposed Transaction (the Resulting Issuer) will continue to carry on the business of Poko. The LOI was negotiated at arm's length and is dated November 16, 2020.

## Description of Poko

Poko is a UK-based CBD company that leverages its strong portfolio of brands, including The Extract, Candid Magazine, CBD Village, Cannmed, Lumipay and Poko, and integrated capabilities to deliver high-quality, CBD-derived products for itself and its wholesale and white label customers.

Poko is committed to the development of a complete CBD ecosystem, from advertising and media to lead generation for white labelling services and finally offering a marketplace platform to sell or set up CBD ready store.

## The Proposed Transaction

The Proposed Transaction is expected to be completed by way of share exchange, but may be completed by way of amalgamation, arrangement, takeover bid, share purchase, or another structure acceptable to Brunswick and Poko. The Proposed Transaction will not be completed while Brunswick is listed on the TSX Venture Exchange (TSX-V).

Brunswick is incorporated under the *Business Corporations Act* (Alberta) and, as of the date hereof, currently has 39,880,521 common shares of Brunswick issued and outstanding, and no securities exercisable or exchangeable for, or convertible into, or other rights to acquire, common shares of Brunswick. As a condition to the Proposed Transaction, Brunswick will effect a consolidation (the Consolidation) of its issued and outstanding common shares on the basis of one new common share (each a Brunswick Share) for every five (5) common shares of Brunswick issued and outstanding on the effective date of the Consolidation.

In addition, prior to the closing, it is expected that Brunswick will be continued under the *Canada Business Corporations Act* (the Continuation), and change its corporate name to Poko Group Inc. or such other name as may be determined by the board of directors (the Name Change).

Poko is incorporated under the laws of the United Kingdom and currently has 1,231,517 common shares issued and outstanding. Pursuant to the Proposed Transaction, 59,090,909 Brunswick Shares, at a deemed value of \$0.11 per Brunswick Share, will be issued to the Poko Shareholders in exchange for all of the issued and outstanding common shares of all classes as at the effective date of the Proposed Transaction (the Poko Shares). Poko's value shall be C\$6,500,000.

Concurrently with, and as a condition of, the closing of the Proposed Transaction, creditors of Brunswick will convert C\$170,000 of indebtedness (inclusive of interest) into an aggregate of 1,545,455 Brunswick Shares at a deemed issue price of C\$0.11 per Brunswick Share (the Debt Settlement). All of the foregoing indebtedness is due for advances and loans that have been made to Brunswick in order to satisfy Brunswick's minimum working capital needs in the absence of any reasonable third party funding alternatives.

Following completion of the Proposed Transaction, the board of directors and management of the Resulting Issuer will be replaced with nominees of Poko, and the Resulting Issuer will continue the business of Poko.

The Proposed Transaction constitutes an Arm's Length Transaction under the policies of the TSXV.

It is intended that the Proposed Transaction will be completed in Q1 2021.

### **Private Placement**

Prior to the closing of the Proposed Transaction, Brunswick proposes to complete: (i) a bridge financing of up to C\$150,000 (the "Bridge Financing"); and (ii) a concurrent financing of a minimum of C\$650,000 (the "Concurrent Financing", and collectively with the Bridge Financing, the "Private Placements"). The Bridge Financing will involve the issuance of Brunswick Share at a price of C\$0.095 (C\$0.019 prior to the Consolidation). The final terms of the Concurrent Financing will be determined in the context of the market but will involve the issuance of Brunswick Share at a price of C\$0.11. Further terms of the Concurrent Financing, including any proposed payment of broker or advisory fees, will be announced in a subsequent press release and/or the Filing Statement.

### **Listing**

An application will be made to voluntarily delist the Brunswick Shares from the TSXV and to list the shares of the Resulting Issuer on the Canadian Securities Exchange ("CSE"). The delisting of Brunswick from the TSX-V and the listing of the Resulting Issuer on the CSE will be subject to all applicable shareholder and regulatory approvals.

### **Conditions of the Proposed Transaction**

Completion of the Proposed Transaction is subject to the satisfaction of customary closing conditions, including:

- the satisfactory completion of due diligence by each of Brunswick and Poko;
- receipt of all required approvals and consents relating to the Proposed Transaction, including without limitation all approvals of the shareholders of Brunswick and Poko required by the TSXV, CSE, and under applicable corporate or securities laws, the TSXV's approval for delisting of the Brunswick, and the CSE's approval for listing the Resulting Issuer; and
- completion by Brunswick of the Private Placements for minimum aggregate gross proceeds of C\$750,000.

### **Board and Management Changes**

In connection with the closing of the Proposed Transaction, it is contemplated that the board of directors of the Resulting Issuer will be reconstituted to be comprised of a minimum of three and a maximum of seven members, to be nominated by Poko, and that have requisite industry, financing, accounting and public Corporation experience. The composition of the board and the executive management will be provided in a future news release, however it is expected to include: David Hughes, Chairman and CEO, Justine O'Hanlon, COO, Senan Sexton, CFO, John O'Callaghan, Director and, Alex Leigh, Director.

### **Additional Information Regarding the Proposed Transaction**

Further details of the Proposed Transaction (including business and financial information in respect of Poko) and the Private Placements will be included in a subsequent press release and other disclosure documents to be filed by Brunswick in connection with the Proposed Transaction.

To Brunswick's knowledge, at the time of entering into the LOI none of its directors, officers or significant shareholders had any direct or indirect interest in, nor any other relationships with, Poko or its assets.

Neither party has made any deposit, advance or loan to the other party in connection with the Proposed Transaction.

The common shares of Brunswick have been halted effective immediately and are not expected to recommence trading on the NEX prior to the closing of the Proposed Transaction.

### **About Brunswick Resources Inc.**

Brunswick is a mineral exploration Corporation with an interest in the Lac Irene property, located in the Province of Quebec, with its head office in Rouyn-Noranda. Brunswick is a "reporting issuer" in the provinces of British Columbia, Alberta, Saskatchewan and Ontario.

**For further information, please contact:**

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For The Poko Group.

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**Other Information**

*Completion of the transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and if applicable, disinterested shareholder approval. Where applicable, the transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.*

*Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the transaction, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon. Trading in the securities of Brunswick should be considered highly speculative.*

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

**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 OR ACCURACY OF THIS RELEASE.**

*This news release does not constitute an offer to sell or the solicitation of an offer to buy any securities in any jurisdiction.*

**Cautionary Statement Regarding Forward-Looking Information**

*This press release contains forward-looking information and forward-looking statements within the meaning of applicable securities laws, including: statements regarding the future strategy of the Corporation; the proposed terms of the Proposed Transaction; the reconstitution of the Board of the Resulting Issuer; the proposed terms of the Private Placements; the proposed Continuation, Name Change and Consolidation; the sectors in which the Corporation is considering operating; the potential transfer of listing of the Shares to the CSE; the possible approval of matters by shareholders of the Corporation. These forward-looking statements address future activities, events, plans, developments and projections. The information concerning Poko in this news release was provided to the Corporation by Poko and has not been audited, reviewed or independently verified. Readers are cautioned not to place undue reliance on such statements. All statements, other than statements of historical fact, constitute forward-looking statements and are frequently identified by words such as may, will, should, anticipate, plan, expect, believe, estimate, intend and similar terminology, and reflect assumptions, estimates, opinions and analysis made by management in light of its experience, current conditions, expectations of future developments and other factors which management believes to be reasonable and relevant. Forward-looking information and statements involve known and unknown risks and uncertainties that may cause actual results, performance and achievements to differ materially from those expressed or implied by the forward-looking information and statements and,*

*accordingly, undue reliance should not be placed thereon. Risks and uncertainties that may cause actual results to vary include, but are not limited to, failure by the Corporation to obtain shareholder approval for the Proposed Transaction, if required; failure to obtain approval of the Corporation's shareholders for the transfer of listing of the Shares to the CSE; failure to obtain regulatory approval of the TSXV or the CSE, as applicable, for the Proposed Transaction, the transfer of the Shares, the Private Placements and/or the Continuation, Name Change and Consolidation; risks related to the acquisition of Poko and the Corporation's investment and operation in the cannabis sector; and other factors beyond the Corporation's control, as well as the risks and uncertainties which are more fully described in our annual and quarterly management's discussion and analysis and in other filings made by the Corporation with Canadian securities regulatory authorities under the Corporation's profile at [www.sedar.com](http://www.sedar.com). The Corporation disclaims any obligation to update or revise any forward-looking information or statements except as may be required by applicable laws.*

*The securities referred to in this news release have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons absent U.S. registration or an applicable exemption from the U.S. registration requirements. This news release does not constitute an offer for sale of securities, nor a solicitation for offers to buy any securities. Any public offering of securities in the United States must be made by means of a prospectus containing detailed information about the Corporation and management, as well as financial statements.*

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