

Mesa Exploration and Embark Health Enter Into Business Combination Agreement

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Toronto, December 10, 2020 - [Mesa Exploration Corp.](#) ("Mesa" or the "Company") and Embark Health Inc. ("Embark") are pleased to announce that they have entered into a definitive acquisition agreement dated December 10, 2020 (the "Agreement") pursuant to which Mesa will acquire all of the securities of Embark by way of a three-cornered amalgamation, subject to the terms and conditions of the Agreement (the "Transaction"). Completion of the Transaction is subject to several conditions, including, but not limited to, closing conditions customary to transactions of this nature, receipt of all necessary regulatory approvals, including the TSX Venture Exchange, and receipt of all necessary shareholder approvals. The outside date for the completion of the Transaction is March 31, 2021, subject to a three-month extension if agreed to by the parties. A copy of the Agreement will be made available on Mesa's profile on www.sedar.com.

A comprehensive news release will be subsequently issued by Mesa and Embark setting out the terms of the Transaction, which shall include information about Mesa upon closing of the Transaction and the proposed financing to be completed by Embark in connection with the Transaction.

About Embark Health Inc.

Embark Health Inc. is an emerging leader in cannabis extraction, with a focus on the formulation and production of advanced 2.0 products for the B2B and Adult-use markets. Embark continues to be at the forefront of production of solventless concentrate products including Bubble Hash, Traditional Pressed Hash, Rosin and Dry Sift. With the recent acquisition of Embark Nano (formerly, Axiomm Technologies Ltd.) Embark is preparing to launch the next generation of Cannabis 2.0 products. The acquired portfolio of products and formulations support the mass production and distribution of advanced 2.0 products including cannabis-infused beverages, topicals, edibles and water-soluble powders. For more information, please visit www.embarknano.com.

Embark's mandate is to pursue best in class production processes resulting in premium quality commercial and consumer extraction products. Embark is dedicated to unleashing the full potential of the cannabis plant through scientific approaches to extraction and the production of quality products to enhance everyday life. For more information, please visit www.embarkhealthinc.com.

About Mesa Exploration

Mesa was incorporated under the Business Corporations Act (British Columbia) on December 16, 1965. Immediately prior to the closing of the Transaction, it is expected that Mesa will have no commercial operations and no assets other than cash.

For Further Information Contact

[Mesa Exploration Corp.](#)

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CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

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 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. In disclosing the forward-looking information contained in this press release, the Company has made certain assumptions, including that: the Transaction will be completed on acceptable terms or at all; all applicable shareholder, and regulatory approvals for the Transaction 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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