

Mesa and CoinSmart Announce Proposed Reverse Takeover Transaction and Concurrent Private Placement of CoinSmart

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Vancouver, April 5, 2021 - [Mesa Exploration Corp.](#) ("Mesa" or the "Company") and Simply Digital Technologies Inc., dba CoinSmart ("CoinSmart") are pleased to announce that they have entered into a letter of intent dated April 5, 2021, pursuant to which Mesa and CoinSmart intend to complete a business combination or other similarly structured transaction which will constitute a reverse take-over of Mesa (the "Transaction"). It is a condition to completion of the Transaction that the common shares (the "Common Shares") of the Company are listed on a recognized Canadian stock exchange.

Subscription Receipt Offering

CoinSmart has entered into an agreement with Eight Capital pursuant to which Eight Capital and a syndicate of agents (collectively, the "Agents") will undertake a brokered private placement of up to 10,000,000 subscription receipts of CoinSmart (each, a "Subscription Receipt"), on a best efforts basis, at a price of C\$1.00 per Subscription Receipt for gross proceeds of up to C\$10,000,000 (the "Offering"). CoinSmart has also agreed to grant the Agents an option (the "Agents' Option"), which will allow the Agents to offer such number of additional Subscription Receipts as is equal to up to 25% of the Subscription Receipts issued under the Offering, having the same price and terms as the Subscription Receipts. The Agents' Option may be exercised in whole or in part at any time up to two days prior to the closing of the Offering.

The Offering will be conducted in connection with the Transaction. A comprehensive news release will be issued by the Company and CoinSmart upon the entering into of a definitive agreement in respect of the Transaction, which will set out the terms of the Transaction and include information about the Company upon closing of the Transaction (the "Resulting Issuer").

Each Subscription Receipt issued pursuant to the Offering will entitle the holder thereof to ultimately receive, without any further action on the part of the holder or payment of any additional consideration, one common share of the Resulting Issuer (each, a "Resulting Issuer Share"), upon completion of the Transaction.

The Subscription Receipts will be offered by way of private placement pursuant to exemptions from prospectus requirements to residents in all provinces of Canada and such other jurisdictions as may be agreed to by CoinSmart and the Agents. Subject to applicable laws and the provisions of the agency agreement to be entered into among CoinSmart and the Agents with respect to the Offering, the Agents may offer the Subscription Receipts outside of Canada, including in the United States in reliance on applicable private placement exemptions under United States federal and state securities laws.

This news 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 unless an exemption from such registration is available.

About CoinSmart

CoinSmart is a leading Canadian-headquartered cryptocurrency exchange dedicated to providing customers with an intuitive trading platform for buying and selling digital assets, like Bitcoin and Ethereum, combined with the seamless ability to on-ramp and off-ramp fiat. Clients' security and protection is CoinSmart's primary focus. CoinSmart is registered as a money services business with the Financial Transactions and Reports

Analysis Centre (FINTRAC) in Canada and in multiple jurisdictions. CoinSmart further builds on its mission to make cryptocurrency accessible by providing educational resources tailored to every level of cryptocurrency customer and unparalleled 24/7 omni-channel customer success/support. Offering instant verification, industry leading cold wallet storage, advanced charting with order book functionality and over-the-counter premium services, CoinSmart ensures every client's needs are met with the highest level of quality and care. For more information please visit www.CoinSmart.com.

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. Mesa is a reporting issuer in the provinces of British Columbia and Alberta but is not listed on any stock exchange.

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 news 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. In disclosing the forward-looking information contained in this press release, the Company has made certain assumptions, including with respect to: the listing of the Common Shares on a recognized Canadian stock exchange, the Offering and the Transaction will be completed on acceptable terms or at all, the expected closing date of the Offering and the Transaction, the expected use of proceeds from the Offering and that all applicable shareholder and regulatory approvals for the Offering and Transaction, as applicable, will be received. Although the Company believes that the expectations reflected in such forward-looking information are reasonable, including assumptions related to market trends and past performance of CoinSmart, 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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Not for distribution to United States newswire services or for dissemination in the United States. This news 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 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 CoinSmart, including forward-looking information as it relates to CoinSmart, has been provided by management of CoinSmart and has not been independently verified by management of the Company. As the date of this press release, the Company has not entered into a definitive agreement with CoinSmart with respect to the Transaction (the "Definitive Agreement"), and

readers are cautioned that there can be no assurances that a Definitive Agreement will be executed.

Investors are cautioned that, except as disclosed in the applicable disclosure document 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.

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