



# AgraFlora Organics and Relay Medical Announce Letter of Intent between Glow LifeTech Ltd. and Ateba Resources Inc. for Go-Public Transaction

VANCOUVER and TORONTO, April 4, 2019 /CNW/ - **AgraFlora Organics International Inc.** ("**AgraFlora**" or the "**Company**") (CSE: **AGRA**) (Frankfurt: **PU31**) (OTCPK: **PUFXF**), a growth oriented and diversified international cannabis company, and **Relay Medical Corp.** ("**Relay**") (CSE: **RELA**, OTCQB: **RYMDF**, Frankfurt: **EIY2**), a developer of MedTech innovation, jointly referred to as the "**Partners**", are pleased to announce the execution of a binding letter of intent ("**LOI**") to bring Glow LifeTech Ltd. ("**Glow**"), the cannabis technology joint venture, public by way of reverse takeover. In December 2018 the Partners jointly announced the formation of Glow to identify and develop technologies within the global cannabis sector.

"Our initial due diligence into the cannabis technology sector has indicated there is significant demand for new technologies in all levels of the emerging cannabis marketplace," said Derek Ivany, President and CEO, AgraFlora Organics International. "AgraFlora's first venture in cannabis related technology resulted in successful spin-off of the now publicly traded Canvas MedTech to the benefit of shareholders. Taking Glow LifeTech public through a reverse takeover will provide the company with necessary capital to bring new and proprietary technology to market, again to the benefit of all shareholders. I look forward to working with the leadership team to execute on an aggressive business strategy and finalizing the proposed transaction with Ateba."

The above-mentioned LOI is to be followed by a formal definitive agreement with Ateba Resources Inc. ("**Ateba**") whereby Ateba will acquire all the securities of Glow by way of a share exchange, amalgamation or other transaction, subject to the terms and conditions of the LOI (the "**Proposed Transaction**"). The definitive agreement will be filed under Ateba's profile on SEDAR at [www.sedar.com](http://www.sedar.com). Pursuant to the terms of the Proposed Transaction, Ateba will change its name to Glow LifeTech Corp. As a result of the Proposed Transaction, Ateba will continue on with the business of Glow. Glow is responsible for a termination fee of \$100,000 in the event Glow breaches the terms of the LOI. Ateba has no commercial operations, no assets and minimal liabilities.

Under the terms of the LOI, Glow will complete a minimum financing of \$500,000 through the issuance of 2,500,000 common shares prior to the closing of the Proposed Transaction.

Additionally, Ateba will complete a 1.555555 for 1 share consolidation prior to the closing of the Proposed Transaction.

Glow is currently owned 63.5% by Relay and 36.5% by AgraFlora. With initial funding of at least \$500,000 prior to the closing of the Proposed Transaction, Glow will establish its operational structure with a mandate to find and identify appropriate technology opportunities within the cannabis sector. Glow has commenced initial due diligence on industry related innovative technologies. After the completion of the Proposed Transaction and the contemplated listing, Glow will be positioned to advance and fund its business model with access to public capital markets.

## Resulting Capitalization

After completion of the Proposed Transaction, and assuming no further common shares are issued, an aggregate of 15,500,000 common shares in the capital of Ateba (the "**Ateba Shares**") will be issued and outstanding, with former securityholders of Glow holding 12,500,000 Ateba Shares, representing approximately 80% of the total outstanding Ateba Shares and the original shareholders of Ateba holding 3,000,000 Ateba Shares, representing approximately 20% of the outstanding Ateba Shares. The closing date for the Transaction is expected to be on or around June 30, 2019.

## **Management and Board of Directors**

Upon completion of the Proposed Transaction, the board of directors and management of the resulting issuer will consist of the persons identified below:

W. Clark Kent - President & Chief Executive Officer, Director

Clark is a capital markets professional with extensive experience leading corporate development and finance initiatives in the natural resources, technology and life science industries. For over a decade he has advised emerging companies on strategic planning, finance and recruitment in the North American and international marketplace. Since January 2018 Clark has served as President of MedTech accelerator Relay. Clark began his career with a boutique investment firm where he focused on client relations and marketing.

Chris Hopkins - Chief Financial Officer

Chris has over 25 years of leadership and financial management experience in the capital markets. He has spent most of his career in senior roles with public mining companies, including U.S. Silver, Rio Algom, BHP Billiton, Suncor and several Canadian and international companies. He has a Bachelor of Commerce from the University of Toronto, and a Chartered Accountant designation and MBA from the Schulich School of Business at York University.

Derek Ivany – Director

Mr. Derek Ivany was appointed President and Chief Executive Officer of AgraFlora in April 2016 and was instrumental at leading the company away from its resource past to become a large-scale cannabis producer on the world stage. As a public company consultant, Mr. Ivany has worked with numerous publicly traded companies across many different industries. He began his career in investor relations, marketing and corporate development in the oil & gas industry. He transitioned into the junior resource and mining section and most recently to technology and cannabis industries where he has continued to excel. Mr. Ivany continues to be active in both private and public capital markets and is considered an international influencer in the emerging global cannabis industry.

Medhanie Tekeste – Director

Mr. Tekeste is an executive with over 20 years of information systems experience including many years of broad-based management expertise in systems development, implementation and support. He is experienced in strategically and cost effectively utilizing technology to achieve corporate goals. He has extensive global experience in service delivery in the pharmaceutical industry including Quality, Manufacturing and R&D processes. Medhanie also has considerable experience in laboratory quality assurance testing and computer systems validation. Currently, he is the Chief Information Officer at Apotex Inc., where he is responsible for delivery of all end to end IT services globally, including Enterprise Architecture, Cloud and platform services, Service Design, Data Governance, Software Quality Assurance and Security Management, Governance, Program Management and Business Enablement.

Chris Irwin – Director

Chris Irwin practices securities and corporate/commercial law and has been the managing partner of

Irwin Lowy LLP since January 2010; prior thereto he was the President of Irwin Professional Corporation from August 2006 to December 2009; and prior thereto he was an associate at Wildeboer Dellelce LLP from January 2004 to July 2006. Mr. Irwin advises a number of public companies, board of directors and independent committees on a variety of issues. Mr. Irwin is a director and/or officer of a number of public companies. Mr. Irwin is a former Director of Trelawney Mining and Exploration Inc., a company acquired by IAMGOLD Corporation in a \$608 million transaction; former Director of Southern Star Resources Inc., which was formerly listed on TSX prior to becoming Gold Eagle Mines Ltd. and being taken over by Goldcorp Inc. in a \$1.5 billion transaction.

### **Ateba Resources Inc.**

Ateba is a reporting issuer in the Provinces of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario and Quebec and its common shares (the "**Ateba Shares**") are not currently listed on any exchange or market. The Company will provide an update on the Proposed Transaction and public listing process in a press release at a later date.

### **Glow LifeTech Ltd.**

Glow is a private company founded by Relay and AgraFlora in December 2018 to pursue technology opportunities in the global cannabis sector. The newly formed entity combines Relay's techno-commercial leadership with AgraFlora's accumulated knowledge, expertise and access to cannabis industries across the sector. Glow will benefit from Relay's infrastructure, technical leadership and business knowledge for the research, vetting, product development and validation of innovative technologies and AgraFlora will support the Company in the pursuit of technology opportunities in scientific validation, diagnostics, health & safety, screening, compliance and quality control/assurance within the cannabis industry.

### **About Relay Medical Corp.**

Relay is an evolving "Integrated MedTech Accelerator" headquartered in Toronto, Canada, acquiring early-stage technologies and inventions, advancing and preparing them for pre-commercial acquisitions in the HealthTech marketplace. By integrating the funding, development and exit process into one organization led and managed by one expert team, Relay is building the capacity to accelerate and transact technologies with high efficiency and grow into a leading engine for MedTech innovation in the global HealthTech marketplace.

For more information visit: [www.relaymedical.com](http://www.relaymedical.com)

### **About AgraFlora Organics International Inc.**

AgraFlora is a growth oriented and diversified company focused on the international cannabis industry. It owns an indoor cultivation operation in London, ON and is a joint venture partner in Propagation Service Canada and its large-scale 2,200,000 sq. ft. greenhouse complex in Delta, BC. The Company has a successful record of creating shareholder value and is actively pursuing other opportunities within the cannabis industry.

For more information please visit: [www.agraflora.com](http://www.agraflora.com)

### **Forward-looking Information Cautionary Statement**

Except for statements of historic fact, this news release contains certain "forward-looking information" within the meaning of applicable securities law. Forward-looking information is frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "estimate" and other similar words, or statements that certain events or conditions "may" or "will" occur. Forward-looking statements are based on the opinions and estimates at the date the

statements are made, and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those anticipated in the forward-looking statements including, but not limited to delays or uncertainties with regulatory approvals, including that of the CSE. There are uncertainties inherent in forward-looking information, including factors beyond the Company's control. There are no assurances that the commercialization plans for UXD described in this news release will come into effect on the terms or time frame described herein. The Company undertakes no obligation to update forward-looking information if circumstances or management's estimates or opinions should change except as required by law. The reader is cautioned not to place undue reliance on forward-looking statements. Additional information identifying risks and uncertainties that could affect financial results is contained in the Company's filings with Canadian securities regulators, which filings are available at [www.sedar.com](http://www.sedar.com)

SOURCE AgraFlora Organics International Inc.

View original content to download multimedia:

<http://www.newswire.ca/en/releases/archive/April2019/04/c3976.html>

%SEDAR: 00022839E

**For further information:** Relay Medical Corp., W. Clark Kent, President, Relay Medical Corp., Office. 647-872-9982 ext. 2, TF. 1-844-247-6633 ext. 2, [investor.relations@relaymedical.com](mailto:investor.relations@relaymedical.com); Bernhard Langer, EU Investor Relations, Office. +49 (0) 177 774 2314, Email: [blanger@relaymedical.com](mailto:blanger@relaymedical.com); AgraFlora Organics International Inc., Tim McNulty; For additional information: E: [ir@agraflora.com](mailto:ir@agraflora.com), T: (800) 783-6056

CO: AgraFlora Organics International Inc.

CNW 03:00e 04-APR-19