

# VON Capital Corp.

Suite 1100 – 1111 Melville Street, Vancouver, BC., V6E 3V6

## VON Capital Corp. Enters into Definitive Agreement with Xplore Resources Corp.

October 1, 2019

**Vancouver, British Columbia - VON Capital Corp.** (“VON” or the “Corporation”) (TSXV: VON) announces that, further to its news release of August 12, 2019, it has entered into a definitive agreement the (“**Definitive Agreement**”) with Xplore Resources Corp. (“**Xplore**”), to provide for the completion of a business combination with Xplore (the “**Transaction**”), as more particularly described below.

The Transaction will occur by way of a three-cornered amalgamation among VON, Xplore and 2717915 Ontario Inc. (“**Subco**”; a newly formed wholly owned subsidiary of VON) whereby (i) Xplore and Subco will amalgamate to form a new amalgamated company, (ii) each shareholder of Xplore will receive shares of VON, and (iii) the amalgamated company will be a wholly owned subsidiary of VON.

Completion of the Transaction is subject to the satisfaction of a number of conditions including (i) the completion of a concurrent financing for up to \$1,000,000; (ii) the approval by the shareholders of Xplore; and (iii) receipt of TSX Venture Exchange approval.

### ON BEHALF OF THE BOARD

*“David Patterson”*

President & CEO

### For further information, please contact:

Phone: 604 629-2991

*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.*

### Cautionary Notes:

*Completion of the Transaction is subject to a number of conditions, including but not limited to, TSXV acceptance and, if applicable, pursuant to the requirements of the TSXV, majority of the minority 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 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 transaction and has neither approved nor disapproved the contents of this press release.*

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## **Notice on forward-looking statements**

*Information set forth in this news release contains forward-looking statements. These statements reflect management's current estimates, beliefs, intentions and expectations; they are not guarantees of future performance. VON cautions that all forward-looking statements are inherently uncertain and that actual performance may be affected by a number of material factors, many of which are beyond VON's control. Such factors include, among other things: risks and uncertainties relating to VON's ability to complete the proposed Transaction and other risks and uncertainties, including those to be described in the Filing Statement to be filed by VON on [sedar.com](http://sedar.com). Accordingly, actual and future events, conditions and results may differ materially from the estimates, beliefs, intentions and expectations expressed or implied in the forward-looking information. Except as required under applicable securities legislation, VON undertakes no obligation to publicly update or revise forward-looking information.*