

TWO OWLS VENTURES CORP.

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NEWS RELEASE

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TWO OWLS ANNOUNCES QUALIFYING TRANSACTION WITH MINERVA INTELLIGENCE INC.

Vancouver, British Columbia, November 8, 2018 - Two Owls Ventures Corp. (TSXV: OWL.P) (“**Two Owls**” or the “**Company**”), a capital pool company listed on the TSX Venture Exchange Inc. (the “**Exchange**”) and Minerva Intelligence Inc. (“**Minerva**”) are pleased to announce the entering into of a binding letter agreement (the “Letter Agreement”) dated November 6, 2018 pursuant to which Two Owls will acquire all of the issued and outstanding shares in the capital of Minerva pursuant to a reverse-takeover transaction (the “**Transaction**”). The Transaction will constitute Two Owls’ Qualifying Transaction, as defined in Exchange Policy 2.4 – Capital Pool Companies. The Transaction will be effected by way of a plan of arrangement, whereby Two Owls will acquire from the shareholders of Minerva, 100% of the issued and outstanding common shares of Minerva and Minerva will become a wholly owned subsidiary of Two Owls.

Minerva Intelligence Inc.

Minerva is a private Ontario corporation based in Vancouver, British Columbia, Canada. Minerva was incorporated on May 17, 2017; and its sole business has been to develop and market artificial intelligent (AI) software products.

Clinton Smyth and David Poole conceived and built the AI software based on decades of experience and expertise developed while working in the geological and cognitive computing fields. Minerva’s MMITM system (“**the MMITM system**” or the “**Software**”) combines human domain expertise (e.g., mineral exploration or landslide models) with information from public and private databases in a cognitive computer reasoning system to carry out complex tasks faster and more thoroughly than can be done by human beings. Knowledge engineering, logic programming and reasoning with uncertainty are key elements of Minerva’s Software.

Minerva’s Software MMITM system has been developed to function in multiple diverse problem domains. In each domain in which it is deployed, a key element of its effective operation is the domain knowledge base and models deployed alongside the available voluminous and otherwise unwieldy data to which such knowledge base and models are applied. For this reason, Minerva gives its systems different names for the different domains within which it is deployed. Minerva’s principal existing products are:

- MineMatch[®]: identifies mineral exploration targets in exploration data sets which are too vast and complex for humans to effectively evaluate.
- HazardMatchTM: identifies and evaluates landslide hazards. Management believes that this product has potential applications in additional areas having similar requirements.
- MetMatchTM: identifies and manipulates data in a metallurgical context.

Minerva is currently focused on applying its MineMatch® system (part of the MMI™ system) as a software service for enhancing the success rate of minerals exploration. Although mineral deposits are rare and complex with many different attributes, more than 100 years of scientific research has produced many powerful models used to predict where mineral deposits are most likely to occur. Minerva's MineMatch® system combines the power of human knowledge and experience with computer speed and reasoning to streamline mineral discovery. The principle market for Minerva's MineMatch® system lies with mineral exploration companies and institutions, both governmental and non-governmental, that promote minerals exploration, such as geological surveys and the World Bank.

Qualifying Transaction Terms

The Transaction will be effected by way of a plan of arrangement, whereby (i) Two Owls will incorporate a new Ontario subsidiary ("Subco"), (ii) Two Owls, Subco and Minerva will effect a three cornered amalgamation whereby Minerva and Subco will amalgamate and the shareholders of Minerva will receive shares of Two Owls, and (iii) Minerva will become a wholly owned subsidiary of Two Owls.

Subject to compliance with Exchange policies, Two Owls will first complete a consolidation of its common shares at a ratio of two (2) existing common shares for one (1) post-consolidation common share (the "**Consolidation**") immediately prior to and as a condition of the closing of the Transaction. The number of common shares issuable on exercise of outstanding Two Owls options will be adjusted accordingly based on the Consolidation ratio. Following the Consolidation, Two Owls will have 3,100,000 common shares outstanding and 510,000 stock options outstanding with an exercise price of \$0.20.

Pursuant to the arrangement, Two Owls will acquire from the shareholders of Minerva all of the issued and outstanding common shares of Minerva (the "**Minerva Common Shares**") and in consideration therefor, subject to Exchange approval, Two Owls will issue to each shareholder of Minerva five (5) post-Consolidation common share in the capital of Two Owls in exchange for each Minerva Common Share held by such shareholder. In addition, Two Owls will issue options in replacement of options outstanding in the capital of Minerva.

In conjunction with closing of the Transaction, the Company will change its name to "*Minerva Intelligence Inc.*" or similar name to reflect its new business.

Closing of the Transaction is subject to certain conditions precedent first being met, including:

- (i) negotiation and execution of a definitive arrangement agreement;
- (ii) completion of the Consolidation and name change, referred to above;
- (iii) approval of the Minerva shareholders and the Ontario Superior Court to the arrangement;
- (iv) Exchange approval to the Transaction; and
- (v) the resignation of the officers and directors of Two Owls, and the appointment of Minerva representatives.

Capital Structure

Minerva currently has issued and outstanding: (i) 7,715,001 Minerva Common Shares; and (ii) 390,000 stock options exercisable at \$1.2669 per share. On closing, Two Owls will issue 38,575,005 post-consolidated shares and 1,950,000 options (exercisable at \$0.2534 per share); such that there will be an aggregate of 41,675,005 shares and 2,460,000 options outstanding in the capital of the Company. An estimated 5,266,675 shares will be subject to escrow.

In addition and in accordance with the policies of the Exchange, the Company intends to pay finders' fees in connection with the Transaction through the issuance of 1,000,000 post-Consolidation shares of the Company.

Financing

Minerva recently completed two private placements of (i) 2,765,000 shares at US\$1.00 per share for gross proceeds of US\$2,765,000, and (ii) 1,450,000 shares at US\$2.50 per share for gross proceeds of US\$3,625,000. Minerva's working capital as of September 30, 2018 was \$5,115,809. It is not anticipated there will be a concurrent financing undertaken in conjunction with the Transaction. No funds have been or will be advanced by Two Owls to Minerva prior to closing of the Transaction.

Management

Upon completion of the Transaction, the directors and officers of the Resulting Issuer will be:

Clinton Smyth – CEO and Director

Mr. Smyth is a geologist and software developer with 40 years of experience in minerals exploration, resource evaluation and mining, 25 of those with one of the largest mining companies in the world. He began his career as a De Beers Consolidated Mines student at the University of Cape Town in 1974, moving to the Anglo American Corporation of South Africa with a BSc (Hons) in geochemistry in 1978. He served Anglo American in diverse roles throughout Africa and Australasia. In 1985 he was sent by Anglo American to Imperial College, London, to study artificial intelligence applications in geology, and in 1996 he moved to Singapore to establish Anglo American's exploration presence in that region. During his career with Anglo, he held various responsibilities in exploration geochemistry, resource evaluation, software development and corporate management. Mr. Smyth and his team discovered the Buzwagi deposit in Tanzania in 1996; the Boyongan Cu-Au porphyry deposit in the Philippines in 1999; and GT Gold Corp's Saddle Gold Project in British Columbia's Golden Triangle in 2014.

In 2000, as Vice President (Exploration) in Johannesburg, he resigned from Anglo American and co-founded Georeference Online Ltd. ("Georeference"). Georeference provided consulting services to the minerals exploration and mining industry and develops software applications for mineral exploration and the earth sciences in general. In 2017 Minerva purchased Georeference's artificial intelligence software and intellectual property, and appointed Mr. Smyth as its CEO.

David Poole – Chief Software Architect and Director

Professor Poole has been a professor in the department of Computer Science at the University of British Columbia for 29 years and is also the director of UBC's Laboratory for Computational Intelligence. He was the winner of the Canadian AI Association (CAIAC) Lifetime Achievement Award in 2013. Professor Poole is a Fellow of the Association for the Advancement of Artificial Intelligence and a Fellow of CAIAC. In addition, he is an associate editor of the Journal of Artificial Intelligence Research. He was the former chair of the Association for Uncertainty in Artificial Intelligence and a former associate editor of the Artificial Intelligence Journal. During the 2014-2015 academic year, Professor Poole was a Leverhulme Trust visiting professor at the University of Oxford. In 2000, he co-founded Georeference to develop artificial intelligence applications in geology. In 2017 Minerva purchased Georeference's artificial intelligence software and intellectual property, and appointed Professor Poole as its Chief Software Architect. Professor Poole has published extensively in the fields of artificial intelligence, logic programming and reasoning with uncertainty. He is a co-author of two artificial intelligence textbooks, the second edition of the second book was recently published by Cambridge University Press, and the full text is available online at www.artint.info.

Charles Jenkins – CFO

Mr. Jenkins, BA, CPA, CGA, has broad experience in accounting, banking, securities regulation and corporate finance. He has served as the CFO for a number of Vancouver mining exploration and development companies, most recently Evolving Gold Corporation. He also has experience as the CFO of technology companies and a company in the natural foods industry. Prior to his involvement with public companies he worked in corporate finance with brokerage houses in Vancouver and Calgary.

Guy Elliott – Director

Mr. Elliott is founder of F3 Capital Management LLC, an independent alternative asset management and advisory firm. In addition, he was a co-founder and is non-executive Chairman of Minds + Machines Group Limited, an AIM-listed technology company. Mr. Elliott is a former director of GCM Resources Plc, an AIM-listed natural resource company. He has a BSc in Economics from the London School of Economics.

Tom Griffis – Director

Mr. Griffis is the founder of Griffis Capital, a private investment and corporate management firm based in Toronto, Canada and Takoradi, Ghana. Griffis Capital has focused the majority of its activities on natural resource, technology and healthcare companies requiring early to mid-stage financing. The focus of past activities has been in resource-based assets located in Ghana, Argentina, Kazakhstan, USA and Canada, and technology and healthcare companies with a primarily North American focus. Mr. Griffis has founded and served on the Board of Directors of several private and publicly traded companies in the resource, technology and healthcare sectors. Previously, Mr. Griffis was a pilot in the Canadian Armed Forces. During his 20 years of service he held several positions of command including as pilot and commander of the Canadian national aerobatic team - the Snowbirds.

Other Matters

Trading of Two Owls' common shares will remain halted pending completion of the Transaction, subject to the earlier re-commencement of trading only upon Exchange approval and the filing of required materials with the Exchange as contemplated by Exchange policies.

The proposed Transaction is not a Non-Arm's Length Qualifying Transaction (as defined in Exchange Policy 2.4); and consequently the Transaction will not be subject to approval by the Company's shareholders.

No sponsor has been engaged by Two Owls regarding the proposed Transaction, and Two Owls will be making application to the Exchange for waiver of sponsorship.

Completion of the Transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and if applicable pursuant to Exchange Requirements, 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 Exchange has in no way passed upon the merits of the proposed Transaction and has neither approved nor disapproved the contents of this press release.

Additional information in connection with the Transaction will be provided in subsequent press releases.

ON BEHALF OF THE BOARD

David Patterson
Chief Executive Officer and Chief Financial Officer
Telephone: (604) 629-2991

Forward-Looking Statements

This press release contains forward-looking information within the meaning of Canadian securities laws. Such information includes, without limitation, information regarding the completion of the proposed Transaction, and the anticipated business plan of Two Owls and Minerva subsequent to completion of the Transaction. Although Two Owls believes that such information is reasonable, it can give no assurance that such expectations will prove to be correct.

Forward looking information is typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate and similar expressions, or are those, which, by their nature, refer to future events. Two Owls cautions investors that any forward-looking information provided by Two Owls are not guarantees of future results or performance, and that actual results may differ materially from those in forward looking information as a result of various factors, including, but not limited to: Two Owls' ability to complete the proposed Transaction; the state of the financial markets for Two Owls' equity securities; the state of the market for artificial intelligence generally; recent market volatility; Two Owls' ability to raise the necessary capital or to be fully able to implement its business strategies; and other risks and factors that Two Owls is unaware of at this time.

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.