

GOOD2GO CORP. ANNOUNCES PROPOSED QUALIFYING TRANSACTION WITH MAGICALBUTTER

TORONTO, April 24, 2019 - **Good2Go Corp.** (TSX-V: GOTO.P) ("**G2G**" or the "**Company**") is pleased to announce that it has entered into a letter of intent (the "**LOI**") effective April 23, 2019, to complete a qualifying transaction (the "**Acquisition**") pursuant to which the Company will, directly or indirectly, acquire all of the issued and outstanding securities of Garyn Angel Enterprises Inc. dba MagicalButter.com ("**MagicalButter**"), an arm's length Florida-based product innovation and consumer branding company.

It is expected that the Acquisition will be structured as a three-cornered amalgamation, share exchange, plan of arrangement or other similarly structured transaction whereby MagicalButter will ultimately be acquired by the Company in accordance with the rules and policies of the TSX Venture Exchange (the "**Exchange**"). The Company intends that the Acquisition will constitute its Qualifying Transaction (as such term is defined in the policies of the Exchange). For the purposes of the Acquisition, it is intended that the shareholders of MagicalButter will receive, to be established subordinate voting shares (the "**Subordinate Shares**") and multiple voting shares of the Company (the "**Multiple Shares**", together with the Subordinate Shares, the "**G2G Shares**"), in exchange for their common shares of MagicalButter (the "**MagicalButter Shares**") for Subordinate Voting Share and Multiple Voting Share at an exchange ratio to be determined, assuming completion of the Consolidation and Share Split (as defined below). In connection with the completion of the Acquisition, the Company intends to seek the listing of the Subordinate Shares on the Exchange.

Upon successful completion of the Acquisition, it is anticipated that the Company will be listed on the Exchange as a tier 2 technology issuer, operating as a product innovation and consumer branding company. For convenience, the Company, after the completion of the Acquisition, is referred to herein as the "**Resulting Issuer**".

MagicalButter

MagicalButter was incorporated as a for profit Florida Corporation on May 13, 2015. MagicalButter is a private Florida-based product innovation and consumer branding company, focused on research and development, product innovation, licensing and global sales and distribution. MagicalButter's primary product is the "Magical Butter Machine", a do-it-yourself botanical extraction machine. The Magical Butter Machine, and related products developed by MagicalButter, are focused on removing inconsistencies from the botanical extraction process and increasing production capabilities for consumers to develop nutrient-rich extracts from roots, fruits and herbs, bonding the lipid extracted nutrients with butter, oils, tinctures, salves and lotions. MagicalButter has a research and development centre located in China, which supports MagicalButter in prototyping and developing new consumer products. MagicalButter's sales and distribution footprint spans North America, the European Union, the United Kingdom, South Africa and Oceania.

The principal shareholder of MagicalButter is the founder and Chief Executive Officer of MagicalButter, Garyn Angel. Currently Mr. Angel directly and indirectly owns and controls approximately 69% of the issued and outstanding MagicalButter Shares on a non-diluted basis. It is expected that following completion of the Acquisition, Mr. Angel will continue in his role as Chief Executive Officer and will be an insider of the Resulting Issuer. Furthermore, it is expected that the only other insiders of the Resulting Issuer will be its directors and senior officers.

Good2Go Corp.

G2G was incorporated under the *Business Corporations Act* (Ontario) and is a capital pool company listed on the Exchange. G2G has no commercial operations and has no assets other than cash.

The Acquisition

Pursuant to the LOI, the Acquisition is subject to the parties successfully entering into a definitive business combination agreement (the "**Definitive Agreement**") in respect of the Acquisition on or before May 15, 2019, or such other date as G2G and MagicalButter may mutually agree. Completion of the proposed Acquisition is also subject to a number of other conditions, including but not limited to: completion of customary due diligence, receipt of all necessary regulatory, corporate and third-party approvals, Exchange approval, compliance with all applicable regulatory requirements, and all requisite board and shareholder approvals being obtained.

If the Acquisition is completed, it is anticipated that the board of directors of the Resulting Issuer will consist of five (5) directors (the "**New Directors**") each of whom will be nominated by MagicalButter and elected at a meeting of the shareholders of G2G. The New Directors will appoint the executive officers of the Resulting Issuer.

It is anticipated that the completion of the Acquisition will involve, among other things, the following steps, however, the parties may agree to include additional or alternative steps based on tax efficiencies and the advice of their respective legal and financial advisors:

- the consolidation of the G2G Shares, and other securities of G2G, on the basis of an agreed upon formula whereby the value of G2G will be divided by the combined value of G2G and MagicalButter to yield a percentage with such percentage representing the percentage ownership of the Resulting Issuer to be held by G2G shareholders and whereupon such G2G Shares will be consolidated accordingly to yield such percentage ownership upon completion of the Acquisition (the "**Consolidation**");
- MagicalButter will complete the Financing (as defined below) or a non-brokered private placement accompanied by sponsorship in accordance with Exchange policies;
- a name change pursuant to which G2G will change its name to "MagicalButter Corp." or such other name as may be reasonably determined by MagicalButter, subject to shareholder approval;
- a continuance of G2G into the Province of British Columbia, or such other jurisdiction as MagicalButter may reasonably request, subject to shareholder approval;
- amend the articles of G2G to create Subordinate Shares and Multiple Shares and to exchange all of the issued and outstanding common shares and convertible securities of G2G for Subordinate Shares of G2G and to exchange all the issued and outstanding MagicalButter Shares and convertible securities of MagicalButter for Subordinate Shares and Multiple Shares of G2G;
- MagicalButter shall complete a split of the common shares in the capital of MagicalButter on the basis of an agreed upon a formula whereby the value of MagicalButter will be divided by the combined value of MagicalButter and G2G to yield a percentage representing the percentage ownership of the Resulting Issuer to be held by MagicalButter shareholders (the "**Share Split**");
- the issuance by G2G of G2G Shares to the holders of MagicalButter Shares (following the Consolidation and the Share Split) in exchange for all of the outstanding MagicalButter Shares and convertible securities of MagicalButter, such that MagicalButter will become a wholly-owned subsidiary of the Company;
- receipt of all director, shareholder and regulatory approvals relating to the Acquisition, including, without limitation, the approval of the Exchange; and
- each of the parties shall have executed, delivered and performed all covenants on their respective parts to be performed under the Definitive Agreement, and all representations and warranties of

each party contained in the Definitive Agreement shall be true and correct at the time of closing of the Acquisition.

Certain of the G2G Shares issuable pursuant to the Acquisition may be subject to the escrow requirements of the Exchange and hold periods as required by applicable securities laws.

The Financing

In connection with the Acquisition, MagicalButter intends to complete a brokered private placement financing of subscription receipts (the "**Subscription Receipts**") of a special purpose company to be determined ("**Finco**") for aggregate gross proceeds of at least CAD\$8,000,000 (the "**Financing**"). Haywood Securities Inc. and PI Financial Corp. will act as co-lead agents in connection with the Financing (the "**Lead Agents**"), on behalf of a syndicate of agents (together with the Lead Agents, the "**Agents**") to offer the Subscription Receipts for sale, on a commercially reasonable efforts agency basis. It is expected that the proceeds of the Financing will be used for general corporate purposes.

Sponsor

The proposed Acquisition is subject to the sponsorship requirements of the Exchange, unless a waiver or exemption from the sponsorship requirement is available. If required, a sponsor will be identified at a later date and will be announced in a subsequent press release of G2G. An agreement to sponsor should not be construed as an assurance with respect to the merits of the transaction or the likelihood of completion of the proposed Acquisition.

Trading in G2G Shares

Trading in the Company's shares has been halted in compliance with the policies of the Exchange. Trading in the Company's shares will remain halted pending the review of the proposed Acquisition by the Exchange and satisfaction of the conditions of the Exchange for resumption of trading. It is likely that trading in the shares of the Company will not resume prior to the closing of the Acquisition.

Disclosure and Caution

Further details about the proposed Acquisition and the Resulting Issuer will be provided in a comprehensive press release when the parties enter into a Definitive Agreement and in the disclosure document to be prepared and filed in respect of the Acquisition. Investors are cautioned that, except as disclosed in the disclosure document, any information released or received with respect to the Acquisition may not be accurate or complete and should not be relied upon.

All information provided in this press release relating to MagicalButter has been provided by management of MagicalButter and has not been independently verified by management of the Company. As the date of this press release, the Company has not completed a Definitive Agreement with MagicalButter and readers are cautioned that there can be no assurances that a Definitive Agreement will be executed, or that the Acquisition will be completed.

In connection with the LOI, MagicalButter was advised by its strategic advisor, Liberty Venture Partners Inc., and its legal counsel, DLA Piper (Canada) LLP. WeirFoulds LLP acted as legal counsel to G2G.

Investors are cautioned that, except as disclosed in the disclosure document to be prepared in connection with the transaction, any information released or received with respect to the Acquisition may not be accurate or complete and should not be relied upon. Trading in securities of Good2Go Corp. should be considered highly speculative.

Forward-Looking Statements

This news release contains "forward-looking information" within the meaning of applicable securities laws, which involves known and unknown risks, uncertainties and other factors relating to the proposal to complete the Qualifying Transaction and associated transactions that may cause actual events to differ materially from current expectations. Readers are cautioned to not place undue reliance on forward-looking information. Actual results and developments may differ materially from those contemplated by these statements depending on, among other things, the risks that the parties will not proceed with the Qualifying Transaction and associated transactions, that the ultimate terms of the Qualifying Transaction, and associated transactions will differ from those that currently are contemplated, and that the Qualifying Transaction and associated transactions will not be successfully completed for any reason (including the failure to obtain the required approvals or clearances from regulatory authorities).

Completion of the Qualifying Transaction is subject to a number of conditions including, but not limited to, Exchange acceptance, the availability of funds, the results of Financing efforts, the parties' due diligence reviews, and general market conditions. There can be no assurance that the transaction will be completed as proposed or at all. Other conditions that could cause actual results to differ materially from the Company's expectations are disclosed in the Company's documents filed from time to time on SEDAR (see www.sedar.com). Readers are cautioned not to place undue reliance on these forward-looking statements, which are made only as of the date of this press release. The Company disclaims any intention or obligation, except to the extent required by law, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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.

Neither the Exchange nor its Regulation Services Provider (as that term is defined in the policies of the Exchange) accepts responsibility for the adequacy or accuracy of this release.

Good2Go Corp.

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