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**RED RIVER CAPITAL CORP. AND BITCOIN SOLUTIONS  
ANNOUNCE PROPOSED QUALIFYING TRANSACTION**

Calgary, Alberta, September 14, 2020 - Further to the news release issued June 2, 2020 by Red River Capital Corp. (TSXV: XBT.P) (“**Red River**” or the “**Corporation**”), Red River and 1739001 Alberta Ltd. o/a Bitcoin Solutions (“**Bitcoin Solutions**”) are pleased to announce that they have entered into a share purchase agreement (the “**Agreement**”) dated September 11, 2020 among the Corporation, Bitcoin Solutions and shareholders of Bitcoin Solutions (the “**Bitcoin Solutions Shareholders**”) to complete a reverse takeover whereby Red River will acquire all of the issued and outstanding shares of Bitcoin Solutions in consideration for the issuance of common shares of the Corporation (the “**Acquisition**”).

Red River intends that the Acquisition will constitute its Qualifying Transaction, as such term is defined in the Policy 2.4 - *Capital Pool Companies* (the “**CPC Policy**”) of the TSX Venture Exchange (the “**Exchange**”). The Corporation, upon completion of the Acquisition, expects to change its name to “Bitcoin Well Inc.” or such other name as may be approved by Red River and Bitcoin Solutions and is acceptable to the Exchange (the “**Name Change**”). Such entity is to be referred to herein as the “**Resulting Issuer**”.

Trading of the common shares of the Corporation has been halted and will remain halted in accordance with Exchange policies until all required documentation with respect to the Acquisition has been received and the Exchange is otherwise satisfied that the halt should be lifted.

**Summary of the Acquisition**

Pursuant to provisions of the Agreement, Red River will acquire 100% of the issued and outstanding securities of Bitcoin Solutions in exchange for the issuance of an aggregate of approximately 120,250,000 common shares of Red River (the “**Red River Shares**”) to the Bitcoin Solutions Shareholders at a deemed price of \$0.12 per share, representing an aggregate acquisition price of approximately \$14.4 million. Each holder of Bitcoin Solutions Class A Shares or Bitcoin Solutions Class B Shares will receive 8.917 Red River Shares for every Bitcoin Solutions Class A Share or Bitcoin Solutions Class B Share held, and each holder of Bitcoin Solutions Class I Shares or Bitcoin Solutions Class F Preferred Shares will receive 10 Red River Shares for every Bitcoin Solutions Class I Share or Bitcoin Solutions Class F Preferred Share held. The number of Red River Shares to be issued in connection with the Acquisition was determined pursuant to arm’s length negotiations between the management and the board of directors of each of Red River and Bitcoin Solutions. As a result of the Acquisition, Bitcoin Solutions will become a wholly-owned subsidiary of Red River and the Resulting Issuer will carry on the business that was conducted by Bitcoin Solutions prior to the Qualifying Transaction within the cryptocurrency industry. The Agreement also provides that the Name Change will become effective upon the closing of the Acquisition. Completion of the Acquisition and the issuance of the Red River Shares are subject to approval by the Exchange. It is anticipated that the Resulting Issuer will be listed as a Tier 1 Industrial Issuer.

In addition, each issued and outstanding stock option to purchase Bitcoin Solutions Class I Shares (“**Bitcoin Solutions Option**”) will be exchanged for 10 options of the Resulting Issuer (“**Resulting Issuer Options**”), having substantially the same terms and condition as the Bitcoin Solutions Option, and will entitle the

holder thereof to acquire, upon exercise thereof, and for the consideration payable therefor, one common share of the Resulting Issuer. As of the date of this press release, there are 330,376 Bitcoin Solutions Options outstanding. The number of Resulting Issuer Options that will be issued as a result of the conversion of Bitcoin Solutions Options shall be 3,303,760. Upon closing of the Acquisition, 1,333,332 Resulting Issuer Options to certain directors and officers of the Resulting Issuer shall be issued. It is also anticipated that following closing of the Acquisition, 833,333 Resulting Issuer Shares (as defined herein) will be issued to Adam O'Brien, Chief Executive Officer and a Director of Bitcoin Solutions and the proposed Chief Executive Officer and a proposed director of the Resulting Issuer.

On closing of the Acquisition, the Resulting Issuer is expected to have approximately 125,750,000 common shares outstanding on a non-diluted basis.

In connection with the Acquisition, the Resulting Issuer will apply to list its common shares (the "**Resulting Issuer Shares**") on the Exchange.

### **Arm's Length Transaction**

The Acquisition is arm's length and is therefore not a Non-Arm's Length Qualifying Transaction under the CPC Policy. Accordingly, the CPC Policy does not require Red River to obtain shareholder approval for the Acquisition.

### **Bitcoin Solutions Overview**

Bitcoin Solutions, a private company incorporated under the *Business Corporations Act* (Alberta), is currently profitable and offers convenient, secure and reliable ways to buy and sell Bitcoin and other cryptocurrencies through its network of trusted Bitcoin automated teller machines ("**ATM**") and web-based transaction services. Specifically, Bitcoin Solutions carries on the business of:

- facilitating the purchase and sale of Bitcoin and other cryptocurrencies in Canada;
- owning and operating Bitcoin ATMs, related ATM equipment, and all associated services including, without limitation, selling, distributing, leasing, financing, installing and servicing ATMs and associated ATM equipment;
- providing electronic processing services relating to transactions requested or carried out using ATMs (for equipment owned by Bitcoin Solutions or third parties);
- offering bill payment solutions;
- providing merchant solutions; and
- sale of gift cards for Bitcoin.

Bitcoin Solutions currently owns and operates over 60 cryptocurrency ATMs across Canada, and facilitates/performs transactions across the country with multiple payment methods on its website.

History and Background

Since inception, Bitcoin Solutions has been focused on placing and acquiring profitable cryptocurrency ATMs throughout Canada and became the first company to deploy cryptocurrency ATMs in Alberta and Saskatchewan in 2014. Since that time, strong relationships have been developed with payment processors, armoured car vehicle companies, Bitcoin professionals, and other vendors that are integral to the success of Bitcoin Solutions, while its current team has been built to succeed with low turnover. Future expansion plans are facilitated by partnerships with strategic software groups, which provides Bitcoin Solutions with a competitive advantage, along with the ability to acquire up to 100 additional ATMs without significant capital outlay.

In addition to physical ATMs, Bitcoin Solutions offers expanded services through its website, enabling support for paying bills with Bitcoin and other cryptocurrencies online, accepting in-person payments at Canada Post, buying gift cards with Bitcoin and other cryptocurrencies, and allowing merchants to accept Bitcoin.

The following table sets out a summary of selected audited financial information for Bitcoin Solutions for the years ended December 31, 2019 and December 31, 2018 and the unaudited financial information for the six-month period ended June 30, 2020. The selected information was prepared in accordance with International Financial Reporting Standards. All figures are in Canadian dollars.

	<b>Fiscal year ended December 31, 2019</b>	<b>Fiscal year ended December 31, 2018</b>	<b>Six months ended June 30, 2020</b>
<b>Summary Operating Results</b>			
Net sales or total revenues	\$14,539,490	\$11,964,363	\$14,489,332
Income (loss) from continuing operations	\$117,415	(\$492,795)	(\$145,511)
Net income (loss)	\$117,415	(\$492,795)	(\$145,511)
<b>Balance Sheet Data</b>			
Total assets	\$2,267,460	\$1,866,994	\$5,491,656
Total long term financial liabilities	\$1,410,203	\$1,315,425	\$1,026,694
Shareholders' equity (deficit)	\$(181,469)	(\$149,086)	(\$335,538)

Completion of the Acquisition

Completion of the Acquisition will be subject to certain conditions, including but not limited to: (a) receipt of all necessary approvals of the boards of directors of Red River and Bitcoin Solutions; (b) receipt of all necessary third party consents; (c) approval of the Acquisition by the Exchange as the Corporation's Qualifying Transaction; and (d) the Exchange approving the listing of the common shares of the Resulting Issuer.

### **Sponsorship**

Under the policies of the Exchange, the parties to the Acquisition will be required to engage a sponsor for the Acquisition unless an exemption or waiver from this requirement can be obtained. Red River intends to apply to the Exchange for a waiver of the Exchange's sponsorship requirements on the basis that it is not a foreign issuer, the management of Red River upon completion of the Qualifying Transaction will possess appropriate experience and qualifications and the granting of a sponsorship waiver by the Exchange would not be contrary to the public interest and that it would be appropriate in these circumstances that the Exchange exercise its discretion to waive the sponsorship requirement. However, there is no assurance that this waiver will be granted.

### **Filing Statement**

In connection with the Acquisition and pursuant to Exchange requirements, Red River will file a filing statement on SEDAR ([www.sedar.com](http://www.sedar.com)), which will contain details regarding the Acquisition, Bitcoin Solutions, Red River and the Resulting Issuer.

### **The Resulting Issuer's Management, Board of Directors and Insiders**

In connection with the Acquisition, it is expected that there will be changes to the Corporation's management and board of directors. Brief biographies for the anticipated members of management and the board of directors of the Resulting Issuer are set out below:

#### **Adam O'Brien, President, Chief Executive Officer, Director, Control Person and Promoter**

As Founder and Chief Executive Officer of Bitcoin Solutions, Adam O'Brien is a leading advocate for education, consumer protection and the decentralization of financial services. Adam was first exposed to Bitcoin in 2013. After witnessing success buying and selling person to person he founded Bitcoin Solutions with the objective to make Bitcoin accessible and understood. Adam serves as Co-chair of the Fintech Committee for the Canadian Blockchain Consortium, Canada's largest non-profit network of blockchain companies and influencers. He is recognized as a first mover in the Bitcoin ATM field strives to bring Bitcoin and other cryptocurrencies to the mainstream making them easy, approachable and accessible for all.

#### **Mandy Johnston, Chief Financial Officer**

Mandy Johnston has successfully built and led finance and business operations teams for the past twenty years in multiple industries across North America, including automotive, building materials, oil and gas, and professional sports. She was previously the VP of Finance and Business Administration for the EE Football Club of the CFL, based in Edmonton. Mandy holds a CPA (US-CO), CMA (US) and earned an MBA in Strategic Management and a Bachelor of Science in Business Administration, Accounting from The University of Alabama. She also volunteers as a Global Director on the Institute of Management Accountants (IMA) Board and is a member of the IMA's Performance Oversight & Audit Committee.

#### **Heather Barnhouse, Corporate Secretary**

Heather Barnhouse is a partner in the Corporate/Commercial practice group of Dentons' Edmonton office. Her practice is focused on a combination of merger and acquisition activity, as well as on helping

entrepreneurs scale their companies, often through a technology play. She also regularly advises companies on the best practices of governance, and assists companies with establishing policies and practices to effect good governance. She has her Director designation from the Institute of Corporate Directors, and has experience chairing boards, and serving in the role of Corporate Secretary, with private companies, not for profits and Crown corporations.

**Julian Klymochko, Director**

Julian is the Chief Executive Officer and Chief Investment Officer of Accelerate Financial Technologies Inc., an alternative investment management firm. Prior to founding Accelerate in February 2018, Julian was the Chief Investment Officer of Ross Smith Asset Management where he managed a number of alternative investment strategies for nearly a decade. He founded and managed Canada's first cryptocurrency investment fund. Julian also managed a 6-time award winning market neutral hedge fund and founded an award-winning event-driven arbitrage fund. Prior to Ross Smith Asset Management, he was an Analyst at BMO Capital Markets. He attended the University of Manitoba where he graduated with a Bachelors of Science (Engineering) and a Bachelors of Commerce (Finance). Julian is a Chartered Financial Analyst (CFA) charterholder.

**David Bradley, Director of Strategy and Director**

Dave Bradley is a prominent figure in the Bitcoin industry and is widely considered one of the leading experts in Canada on bitcoin, cryptocurrency and blockchain technology. Prior to his current role as the Director of Strategy at Bitcoin Well, Dave founded the world's first bricks-and-mortar Bitcoin store and co-founded the successful company, Bull Bitcoin, which is Canada's longest-serving bitcoin brokerage. He also serves as a Vice President for the Canadian Blockchain Consortium, Canada's largest non-profit network of blockchain companies and influencers.

**Carman McNary, Director**

Carman commenced his law practice in Edmonton in 1981, and since 1999 has been with Dentons Canada LLP (formerly FMC), most recently as Counsel. He practices tax and corporate law and provides strategic advice to organizations and boards. He was previously Managing Partner (Edmonton office) and National Tax Lead (Canada). Beyond law, Carman is a director of a number of private companies, and has chaired and served on a wide variety of community and non-profit entities and organizations. Carman completed the Director Education Program in 2013. He also served as an officer in the Royal Canadian Navy, Canadian Armed Forces, from 1975 – 2008, retiring with the rank of Captain (Navy) after appointments in command at sea and ashore as well as international appointments. Carman was appointed a Queen's Counsel in 2010, and awarded an honorary Doctor of Laws by the University of Alberta in June, 2019. His community service and leadership have also been recognized with the award of both the Queen's Golden and Diamond Jubilee Medals.

**Eric Sauze, Director**

Mr. Sauze is the Chief Financial Officer of JAG Flocomponents Ltd., a manufacturer and distributor of valves to the North American oil & gas industry. Eric has also held the roles of Chief Financial Officer and Chief Operating Officer with the industrial distribution companies Commercial Solutions Inc. (a TSX listed company) and CFE Industries Ltd. (a TSX Venture Exchange listed company). While working with the

international accounting firm KPMG, he received his CPA designation (Chartered Accountant) in 1992. In addition, he earned his Chartered Financial Analyst designation in 2001. Mr. Sauze is currently a director and the Audit Committee Chair for Bri-Chem Corp., a distributor of drilling fluids listed on the TSX.

**Richard Gauthier, Insider, Control Person**

Mr. Gauthier was an original shareholder and seed capital investor of Bitcoin Solutions. Mr. Gauthier has no active role with Bitcoin Solutions and will have no active role with the Resulting Issuer. Mr. Gauthier is an insider and control person (as such term is defined by the policies of the Exchange), due to his shareholdings. Following the Acquisition, it is anticipated that Mr. Gauthier will hold approximately 21% of the issued and outstanding shares of the Resulting Issuer.

**About Red River Capital Corp.**

Red River is a CPC that completed its initial public offering and obtained a listing on the Exchange in July 2018 (trading symbol: "XBT.P"). It does not own any assets, other than cash or cash equivalents and its rights under the Agreement. The principal business of Red River is to identify and evaluate opportunities for the acquisition of an interest in assets or businesses and, once identified and evaluated, to negotiate an acquisition or participation subject to acceptance by the Exchange so as to complete a qualifying transaction in accordance with the policies of the Exchange.

For further information please contact:

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***Cautionary Statement***

*Statements in this press release regarding Red River and Bitcoin Solutions which are not historical facts are "forward-looking statements" that involve risks and uncertainties, such as the completion of the proposed Qualifying Transaction. Such information can generally be identified by the use of forwarding-looking wording such as "may", "expect", "estimate", "anticipate", "intend", "believe" and "continue" or the negative thereof or similar variations. Since forward-looking statements address future events and conditions, by their very nature, they involve inherent risks and uncertainties such as the risk that the closing may not occur for any reason. In this news release, forward-looking statements relate, among other things, to: the terms and conditions of the Acquisition, the completion of the Acquisition, as presently proposed or at all, the Name Change and the completion thereof, the Red River shareholder meeting, the business and operations of Bitcoin Solutions and the Resulting Issuer, go-forward management of the Resulting Issuer, the trading of the Resulting Issuer Shares, the listing of the Resulting Issuer as a Tier 1 Industrial Issuer and the number of Resulting Issuer Shares issued and outstanding at the time of closing. Actual results in each case could differ materially from those currently anticipated in such statements due to factors including but not limited to: the decision to not close the Qualifying Transaction for any reason,*

*including adverse due diligence results and Exchange refusal of the Qualifying Transaction, adverse market conditions, the need for additional financing, general business, economic, competitive, political and social uncertainties, the delay or failure to receive board, shareholder, court or regulatory approvals. Except as required by law, Red River and Bitcoin Solutions do not intend to update any changes to such statements,*

*Completion of the Acquisition 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 Acquisition cannot close until the require shareholder approval is obtained. There can be no assurance that the Acquisition will be completed as proposed or at all.*

*Investors are cautioned that, except as disclosed in the filing statement to be prepared in connection with the Acquisition, any information released or received with respect to the Acquisition 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 Acquisition and has neither approved nor disapproved the contents of this press release.*

*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 press release*