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**KEPLER ACQUISITION CORP. ANNOUNCES LETTER OF INTENT WITH ESE ENTERTAINMENT INC. FOR  
PROPOSED QUALIFYING TRANSACTION**

**FOR IMMEDIATE RELEASE**

**JULY 25, 2019 – Kepler Acquisition Corp.** ("**Kepler**" or the "**Company**") (TSX-V: KEP.P), a capital pool company pursuant to Policy 2.4 of the TSX Venture Exchange (the "**TSX-V**"), is pleased to announce that it has entered into a letter of intent (the "**LOI**") with ESE Entertainment Inc. ("**ESE**"), in respect of a proposed reverse takeover transaction (the "**Transaction**") intended to constitute Kepler's qualifying transaction, as such term is defined under Policy 2.4 of the TSX-V. Pursuant to the Transaction, Kepler will acquire all of the issued and outstanding common shares of ESE Entertainment ("**ESE Shares**") at an exchange ratio of one (1) post-Forward Split (defined below) common share of Kepler ("**Kepler Share**") for every one ESE Share (the "**Exchange Ratio**"), resulting in a reverse takeover of Kepler whereby shareholders of ESE will hold, in aggregate, at least 23,000,000 of the outstanding common shares (on a non-diluted basis) of the resulting issuer (the "**Resulting Issuer**") after completion of the Transaction.

The LOI anticipates that the Transaction will be effected by way of a three-cornered amalgamation of ESE Entertainment and a wholly-owned subsidiary of Kepler to be incorporated in British Columbia, or other similar form of transaction as is acceptable to the parties.

Prior to the completion of the Transaction, Kepler shall have received any requisite approvals by its shareholders to: (i) change its name to "E-Sports Era Ltd." or such other name as determined by ESE Entertainment; (ii) replace the incumbent directors and management of the Company with the nominees of ESE Entertainment; and (iii) complete a forward share split of the Kepler Shares on the basis of a one-and-one-half new Kepler Shares for each one existing Kepler Share (the "**Forward Split**") resulting in approximately 6,000,000 issued and outstanding Kepler Shares.

Pursuant to the Transaction, all outstanding warrants of ESE Entertainment will be exchanged for warrants of the Resulting Issuer. Prior to the Concurrent Financing (as defined below), ESE will undertake a private placement of up to 1,000,000 ESE Shares at an issue price of \$0.15 per ESE Share for gross proceeds of up to \$150,000 (the "**Pre-RTO Financing**"), resulting in approximately 23,000,000 issued and outstanding ESE Shares and common share purchase warrants of ESE ("**ESE Warrants**") exercisable to purchase 80,000 ESE Shares, which will be issued to certain finders pursuant to the Pre-RTO Financing.

In addition, at or prior to the closing of the Transaction, ESE will undertake a private placement of up to 6,000,000 ESE Shares at an issue price of \$0.25 per ESE Share for gross proceeds of at least \$1,500,000 (the "**Concurrent Financing**").

The board of directors and management of the Resulting Issuer after giving effect to the Transaction will be comprised of persons nominated by ESE Entertainment, subject to acceptance by the TSX-V.

The Transaction is subject to completion of certain conditions set forth in the LOI, including, without limitation: (i) approval by the directors of Kepler and ESE Entertainment; (ii) completion of satisfactory due diligence; (iii) execution of a definitive agreement ("**Definitive Agreement**") on or before August 30, 2019; (iv) completion of the Concurrent Financing; and (v) receipt of all necessary shareholder, regulatory (including TSX-V) and third party approvals.

#### **Directors, Officers and Insiders of the Resulting Issuer**

##### ***Konrad Wasiela, Founder and CEO***

Konrad Wasiela is the founder of a global private equity and real estate holdings company based in Vancouver BC, Canada. A graduate of the University of British Columbia and a Canadian Football League (CFL) alumni, Konrad played professional football for the BC Lions, Saskatchewan Roughriders and Montreal Allouettes. Through his business ventures Konrad has had the opportunity to work alongside leaders in the gaming and entertainment world, including acting as an advisor and former director of business development for APlus Translations Company. APlus Translations Company is - a global localization, transcription and language translation provider for EA Sports and Take-Two Interactive Software, Inc. Through his role at APlus Translations Company, Konrad enjoyed collaborations on the following video game titles: FIFA, NBA LIVE and Need for Speed, to name a few.

##### ***Michał Mango, Director of Player and Team Development Europe***

Michał Mango has 12 years of experience in building marketing strategies in sports, including 10 years in eSports. He is the co-author of the first sociological study on eSports and gaming in Poland. From 2017 to 2018 he was responsible for the strategies of the professional eSports team, SEAL Esports. He was also responsible for procuring sponsors, including Joma, Prozis and CS:GO Empire. The SEAL eSports team won 2 local tournaments in January and March 2018 and was ranked 40th in the CS:GO world ranking.

***Antoni Bohdanowicz, Director of Sales Europe***

Antoni Bohdanowicz has 14 years of experience in sports, including clubs and sport associations, along with 3 years in eSports. An experienced event organizer, Antoni has organized events such as the European Championships in Rugby 7s, European and African Championships in Waterskiing and was the team manager of Frogs & Co. Warszawa, a professional eSports team. Antoni also has experience obtaining sponsors for professional eSports teams, including sponsors such as Jones Lang Lasalle, Dentons, CBRE, Vistra, Elavon, Pepsico and Browary Perła.

***Jędrzej (JJ) Stęszewski, Director of Operations Europe***

Jędrzej Stęszewski has 19 years of experience in sport and 3 years in eSports. He is the founder of the Polish League of American Football and was its CEO from 2006 to 2017. He was an event director of the 2019 UCI Track Cycling World Championships and numerous other events hosted in the National Stadium in Warsaw, including the following: American football, IIHF, FIFA, Premier League soccer, tennis, table tennis. Jędrzej is also a professional sports announcer and holds an MA in microelectronics and nanoelectronics from the Electronics Department of the Warsaw University of Technology.

**About ESE Entertainment Inc.**

ESE Entertainment is a private company incorporated under the *Business Corporations Act* (British Columbia). ESE Entertainment was founded in late 2018 by Konrad Wasiela, a former professional football player in the Canadian Football League. ESE Entertainment is a European based entertainment and technology company focused on eSports, and particularly, on media rights relating to eSports, physical and digital content creation and distribution of eSports related content. ESE Entertainment has created its own eSports gaming event, "ESE Rocketmania". This event was recently attended by FC Barcelona eSports, a Spanish professional eSports organization owned by the Spanish professional soccer team FC Barcelona. ESE Entertainment also manages its own professional eSports teams that compete in online tournaments and in arenas that feature eSports events around the world for prize money. Revenue streams are generated through sponsorships, live streaming, commercials, merchandising, endorsements, social media partnerships and subscriptions, event organization and tournament and event winnings. Upon the completion of the Transaction, it is expected that the Resulting Issuer will carry on the business of ESE Entertainment.

For further information, please contact:

ESE Entertainment Inc.

Attention: Konrad Wasiela, director

Email: [konrad@ese.gg](mailto:konrad@ese.gg)

**About Kepler Acquisition Corp.**

Kepler is a capital pool company within the meaning of the policies of the TSX-V that has not commenced commercial operations and has no assets other than cash. Except as specifically contemplated in the TSXV's CPC policy, until the completion of its qualifying transaction, Kepler will not carry on business, other than the identification and evaluation of businesses or assets with a view to completing a qualifying transaction under the policies of the TSX-V.

Sponsorship of a qualifying transaction of a capital pool company is required by the TSX-V, unless exempt in accordance with TSX-V policies or waived by the TSX-V. The Transaction may require sponsorship and Kepler plans to provide a news release update should a sponsor be retained. Trading of the common shares of Kepler remains halted in connection with the dissemination of this press release, and will recommence at such time as the TSX-V may determine, having regard to the completion of certain requirements pursuant to Policy 2.4 of the TSX-V. Further details of the Transaction will follow in future press releases.

**Financial Information Regarding ESE Entertainment**

Financial statement information pertaining to ESE Entertainment is not currently available. Such information shall be provided in a news release once it is available.

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

For further information, please contact:

Mervyn Pinto  
Chief Executive Officer and Chief Financial Officer  
Telephone: 604-602-0001

**Forward Looking Statements:**

*The information provided in this press release regarding ESE Entertainment has been provided to Kepler by ESE Entertainment and has not been independently verified by Kepler.*

*Completion of the Transaction is subject to a number of conditions, including but not limited to, TSX-V acceptance. 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 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 information in this press release includes certain information and statements about management's view of future events, expectations, plans and prospects that constitute forward looking statements. These statements are based upon assumptions that are subject to significant risks and uncertainties, including assumptions that all conditions to the closing of the Transaction will be satisfied and that the Transaction will be completed on the terms set forth in the LOI. Although Kepler and ESE Entertainment consider these assumptions to be reasonable based on information currently available to them, they may prove to be incorrect, and the forward looking statements in this press release are subject to numerous risks, uncertainties and other factors that may cause future results to differ materially from those expressed or implied in such forward-looking statements. Such risk factors may include, among others, the risk that required approvals and the satisfaction of material conditions are not obtained in connection with the Transaction, the risk that the Transaction is not approved or completed on the terms set out in the LOI or Definitive Agreement (which has not or may not be entered into between Kepler and ESE Entertainment) or at all and that sufficient funds may not be raised pursuant to the Pre-RTO Financing or the Concurrent Financing. Although Kepler and ESE Entertainment believe that the expectations reflected in forward looking statements are reasonable, they can give no assurances that the expectations of any forward looking statements will prove to be correct. Except as required by law, Kepler and ESE Entertainment disclaim any intention and assume no obligation to update or revise any forward looking statements to reflect actual results, whether as a result of new information, future events, changes in assumptions, changes in factors affecting such forward looking statements or otherwise.*

*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.*

**The securities referred to in this news release have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons absent U.S. registration or an applicable exemption from the U.S. registration requirements.**

**This news release does not constitute an offer for sale of securities, nor a solicitation for offers to buy any securities.**