

METEORITE CAPITAL INC. AGREES TO QUALIFYING TRANSACTION WITH KOBO RESOURCES INC.

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November 1, 2022 – Montreal, Québec – Meteorite Capital Inc. (TSXV: MTR) (“**Meteorite**”) announces that it has signed a binding letter agreement (the “**Letter Agreement**”) with Kobo Resources Inc.. (“**Kobo**”), a corporation existing under the laws of the Province of Quebec, which outlines the general terms and conditions pursuant to which Meteorite and Kobo have agreed to complete a transaction that will result in a reverse take-over of Meteorite by the shareholders of Kobo (the “**Transaction**”). The Letter Agreement was negotiated at arm’s length and is effective as of November 1, 2022. All dollar amounts set forth herein are in Canadian dollars.

Kobo was incorporated under the *Business Corporations Act* (Québec) on December 14, 2015 under the name 9333-9141 Québec Inc. On March 4, 2016, Kobo changed its name to Kobo Resources Inc.. Kobo’s head office and registered office are located at 388 Grande-Allée East, Suite 101, Québec, Québec, G1R 2J4.

Kobo is a junior Canadian exploration and mining development company focused on acquiring, exploring and developing gold property assets located in West Africa and primarily in Côte d’Ivoire, which include the Kossou Permit and the Bongouanou Permit held by its wholly-owned subsidiary, KOBO Ressources C.I.. As at the date hereof, Kobo’s sole material asset is the Kossou Permit.

Terms of the Transaction

Prior to the completion of the Transaction, Meteorite will file articles of amendment (i) to effect a name change (the “**Name Change**”) to a name chosen by Kobo and acceptable to the applicable regulatory authorities and the TSX Venture Exchange (the “**TSXV**”), (ii) to consolidate its shares (the “**Consolidation**”), and (iii) to take such other corporate or regulatory matters that may be required to implement the Transaction.

The Transaction is then expected to proceed by way of a three-cornered amalgamation (the “**Amalgamation**”) pursuant to which Kobo shall amalgamate with a wholly-owned subsidiary of Meteorite, and Meteorite will acquire all of the issued and outstanding common shares of Kobo (the “**Kobo Shares**”), in exchange for common shares of Meteorite (“**Meteorite Common Shares**”) such that Kobo will be a wholly-owned subsidiary of Meteorite as it exists following the completion of the Transaction (the “**Resulting Issuer**”). As of the date hereof, the final valuation of Kobo and of the Resulting Issuer have not been finalized. At this stage, the parties have agreed that the valuation of Meteorite shall be \$282,600 at \$0.04/per share following a reverse split on a five-for-one basis. However, provided that Meteorite is successful in recuperating some of the advances made to Sparkit Technology Inc., its previous QT target company, Meteorite may be able to increase its pre-RTO Transaction value. The valuation of Kobo will be subject to an ongoing private placement currently being conducted by Kobo, priced at \$0.20 per share (“**Private Placement I**”) and the final pricing of Private Placement II (as defined below) and the policies of the TSXV. The current estimate of the pre-money value of Kobo (as of October 31, 2022), is \$11,469,200 on a fully-diluted basis (outstanding Kobo Shares, options and warrants but excluding the ongoing Private Placement I).

It is anticipated that a private placement with aggregated gross proceeds of no less than \$3,000,000 (“**Private Placement II**” and together with Private Placement I, collectively the “**Private Placements**”) will be undertaken by Kobo to be completed on or prior to the closing of the Transaction whereby securities of Kobo will be issued at a price to be determined by the parties hereto and any investment dealers assisting in the financing based on market conditions and in compliance with the applicable securities laws and policies of the TSXV. The final pricing, the type of securities to be issued including, without limitation, subscription receipts, the amount of Private Placement II as well as the terms and conditions shall be satisfactory to the parties hereto and all documentation in connection therewith shall be satisfactory to the respective legal counsels of Kobo and Meteorite. It is expected that, upon completion of Private Placement II, the funds raised will be used as follows: (i) approximately \$1,500,000 for exploration on the Kossou Permit (ii) approximately \$600,000 for exploration on the Bongouanou Permit, and (iii) the balance of approximately \$900,000 for operating and general corporate expenses, including those related to the Transaction.

Insiders, Officers and Board of Directors of the Resulting Issuer

Currently, Kobo’s board and management team is comprised of international business leaders and mining industry professionals with expertise and experience working in Cote d’Ivoire. Several of Kobo’s executives/directors have experience in conducting business in Africa. Upon completion of the Transaction, all of the officers and three of the four Meteorite directors will resign and be replaced by nominees of Kobo. The following sets out the names and backgrounds of the persons that are currently proposed to be the directors and officers of the Resulting Issuer.

Edouard Gosselin – Director, CEO and Corporate Secretary

Mr. Edouard Gosselin is an attorney, member of the Québec Bar Association since 1984 and throughout his career exclusively in private practice represented financial institutions, corporations and individuals before the courts mainly in commercial law, banking and bankruptcy, reorganizations and start-ups in tech and industrial sectors. Mr. Gosselin is also President of EG Industrial Solutions Ltd. since August 2011, a Québec-City based management-consulting and manufacturing company in specific industries. Mr. Gosselin was director of Wanted Technologies Inc. from 1999 to 2004, President of Gotar Technologies from 1999 to 2011 and Vice-President of Sawnode Technologies Ltd from 2011 to 2017 inclusively. Mr. Gosselin earned a Bachelor of Social Sciences, Conc. Political Science from Ottawa University (1980) and a License in Civil Law (L.L.L.) from Ottawa University (1983). Mr. Gosselin is also General Manager of Kobo Ressources C.I. since August 2016.

Paul Sarjeant ,P.Geo. – Director, President and COO

Mr. Paul Sarjeant is a mining professional having been involved in mining and exploration for over 35 years. He is the President and owner of Doublewood Consulting Inc., a consulting company with a focus on geological and management consulting to the mining industry created in August. . Most recently Mr. Sarjeant acted as Manager, Exploration for Largo Inc. supervising all exploration activities at the companies mine site in Brazil. Prior to that he worked for 15 years with Echo Bay Mines. Mr. Sarjeant serves as a board member to several junior mining companies and is currently President and COO of the Corporation. He also serves on the board of directors of Global Energy Metals Inc (GEMC.V) and Ares Strategic Mining Inc (ARS.V)and has held similar positons with a

number of companies over the years. . He is a member in good standing with the Association of Professional Geoscientists of Ontario. He graduated in 1983 from Queen's University, Kingston Ontario with a BSc, (Honours) in Geological Sciences.

Frank Ricciuti - Director

Mr. Frank Ricciuti was the President of Efcay Consulting Ltd., an Oakville-based management-consulting company providing a broad range of management and financial services, including organizational structuring, board advisory assignments and corporate finance advice to companies within a broad range of industries. Mr. Ricciuti was a director of Novik Inc. from 2006 to 2014, and of Petrolympic Ltd. from 2008 to 2019. Mr. Frank Ricciuti also acted as Kobo's Vice President, Corporate Development from December 2015 until November 12, 2021. Frank Ricciuti earned a diploma in Engineering Technology from Ryerson University, his Bachelor of Sciences degree (B.Sc.) in Mechanical Engineering from Michigan Technological University (1966) and his Masters Degree in Business Administration (MBA) in 1969 from York University.

Patrick Gagnon – Director, Independent

Mr. Patrick Gagnon is a retired executive having spent more than 25 years in the financial/brokerage industry. Nonetheless, Mr. Gagnon is an active private investor in technology, resources and consumer products industries. He obtained a bachelor's degree in Commerce from McGill University in 1986 and joined the brokerage industry first as a research assistant, research analyst, trader and institutional sales. From 1995 to 2015 Mr. Gagnon was a partner at GMP Securities Inc. and was Managing Director and Branch Manager, Institutional Sales of the firm's Montreal office. Mr. Gagnon was President of Palos Asset Management in Montreal from December 2016 to November 2017.

Jeff Hussey – Director, Independent

Mr. Jeff Hussey is a Professional Geologist with 36 years of professional experience in the mineral exploration, development, and mining industry. He graduated from the University of New Brunswick with a Bachelor of Science in Geology in 1985. He is currently a member of the Board of Directors of Brunswick Exploration Inc. (TSXV: BRW) and of Osisko Metals Incorporated (TSXV: OM.V) ("Osisko"), a Canadian exploration and development company creating value in the base metal space with a particular focus on zinc mineral assets. He has served as President and CEO of Osisko between June 2017 until January 2020, and is President and COO of Osisko since January 2020. Mr. Hussey has worked in both open pit and underground mine operations at various stages of mine life, from start-up to mine closure. He spent 19 years with Noranda/Falconbridge, then as a consultant for 10 years, Jeff Hussey and Associates Inc. helped junior mine development companies, by offering services in exploration, mining and geometallurgy. Customers in Québec included Champion Iron Mines and Focus Graphite, Puma Exploration in New Brunswick, and Starcore International in Mexico. For Champion Iron Mines he led a team that built a high-quality iron Mineral Resource Inventory of five billion tonnes completing a feasibility study and participating in raising more than \$70 million for corporate development. He is also a member of the board of directors of CIM.

Gilles Couture – CPA, CA Auditor – CFO

Mr. Gilles Couture has acted as Kobo's CFO since February 2017. He obtained his Accounting Licence from Laval University in 1974 and is a CA and CPA. During his career, Mr. Couture was Audit Partner for PWC until July 2011 at the Québec City office, responsible for the mining, life sciences and information technology sectors. He has taught accounting sciences at Laval University for over 10 years as well Université du Québec (Rimouski). Throughout his career, Mr. Couture was involved in numerous IPOs and public financings for companies operating in the mining, health sciences, information technology and manufacturing industries on the Canadian and US markets. He is a director and shareholder of two manufacturing companies and a service company.

Charles R. Spector – Director

Charles R. Spector will stay on as a director of the Resulting Issuer. Charles is a corporate finance, M&A and securities lawyer with over 30 years of experience, regularly advising public companies, and has previously acted as director of a TSX-listed company from 1996 through 2010. He is currently a partner in the Montreal office of Dentons Canada LLP. Charles holds a B.A. degree from McGill University, a law degree (L.L.B.) from Université de Sherbrooke and a Masters of Law (L.L.M.) from Columbia University in New York. He has been a member in good standing of the *Barreau du Québec* since 1986.

As at the date hereof, the above individuals collectively own, in the aggregate, directly or indirectly, approximately 50.67% of the issued and outstanding Kobo Shares.

To the knowledge of Kobo, the only persons who currently hold more than 10% of the voting securities of Kobo currently outstanding are Edouard Gosselin (who owns 28.6% of the issued and outstanding Kobo securities and is expected to own 15,500,000 of the Common Shares (as defined below) on completion of the Transaction), Paul Sarjeant (who owns 14.76% of the issued and outstanding Kobo securities and is expected to own 8,000,000 of the Common Shares on completion of the Transaction) and Jean Coté (who owns, directly and indirectly through Gestion JCJC Inc., a company fully-controlled by Mr. Coté, 11.48% of the issued and outstanding Kobo securities).

Capitalization

As of the date hereof and prior to the completion of Private Placement I, (i) Meteorite has 7,065,000 Common Shares issued and outstanding and options to acquire an aggregate of 706,500 Common Shares at \$0.15 per Common Share; and (ii) Kobo has 54,195,999 Kobo Shares outstanding and a total of 4,250,034 warrants of Kobo (the "**Kobo Warrants**") issued and outstanding, each Kobo Warrant being exercisable for one Kobo Share, with an exercise price of \$0.30. There is also an employee stock option plan (the "**ESOP**") pursuant to which Kobo can issue options to acquire Kobo Shares. As of the date hereof, a total of 3,150,000 options have been issued at exercise prices between \$0.15 and \$0.20 per share upon the exercise of such options. Concurrently with the Transaction, the ESOP plan will be amended such that (i) the current options will be preserved but will now be exercisable for common shares at the existing exercise prices and (ii) the ESOP shall be in compliance with the rules and policies of the TSXV.

Based upon the number of issued and outstanding shares in each of Meteorite and Kobo on the date hereof, upon completion of the Transaction and the Private Placements, it is expected that the Resulting Issuer will have approximately 72,608,999 common shares (“**Common Shares**”) issued and outstanding (non-diluted), of which the current shareholders of Meteorite will hold 1,413,000 Common Shares representing approximately 2% (assuming no exercise of any convertible securities of Meteorite prior to closing), the former shareholders of Kobo will hold 54,195,999 Common Shares representing approximately 75% and the purchasers under the Private Placements will hold 17,000,000 Common Shares representing approximately 23%.

In addition, upon completion of the Consolidation, the Transaction and the Private Placements, it is expected that the Resulting Issuer will also have outstanding approximately 3,263,040 stock options and 4,250,034 warrants (not accounting for any exercises thereof).

Financial Information for Kobo

Financial information for Kobo is available at the corporation’s profile on SEDAR at www.sedar.com. Meteorite and Kobo will continue to provide further details in respect of the Transaction and financial information regarding Kobo, in due course by way of press release following completion of the Private Placements. Additionally, Meteorite will make available to the TSXV, all financial information as required by the TSXV and will provide, in a press release to be disseminated at a later date, summary financial information derived from such statements.

Upon completion of the Transaction, it is the intention of the parties that the Resulting Issuer will continue to focus on the current business and affairs of Kobo and will be a mining issuer listed on the TSXV.

Conditions to Transaction

The Transaction is subject to various conditions, including as follows:

- completion of mutually satisfactory due diligence;
- Meteorite and Kobo entering into a definitive agreement (the “**Definitive Agreement**”) in respect to the Transaction ;
- completion of the Private Placement II; and
- all requisite shareholders and regulatory approvals relating to the Name Change, Consolidation and Transaction, including, without limitation, TSXV approval, will have been obtained.

Additional Information Regarding the Transaction

The final legal structure for the Transaction will be determined after the parties have considered all applicable tax, securities law, and accounting efficiencies.

The Letter Agreement contains standard confidentiality, access to information and non-solicitation provisions.

The Transaction is expected to be completed on or about December 15, 2022. The Letter Agreement may be terminated upon mutual written agreement of the parties, in the event of any breach by Kobo of the standstill provisions, in the event the Definitive Agreement is not entered into by February 15, 2023.

Meteorite exists under the provisions of the *Canada Business Corporations Act* with its registered and head office located at 1 Place Ville Marie, Suite 3900, Montreal, Québec. It is a capital pool company and intends for the Transaction to constitute its “Qualifying Transaction” as such term is defined in the policies of the TSXV. Meteorite is a “reporting issuer” within the meaning of the *Securities Act* of each of the Provinces of British Columbia, Alberta, Ontario and Québec.

Since the Transaction is an arm’s length transaction, Meteorite is not required to obtain shareholder approval for the Transaction. However, it will be required to obtain shareholders approval of the Name Change and the Consolidation. The Transaction is also subject to shareholders approval of Kobo.

Sponsorship

Meteorite proposes to make an application for exemption from the sponsorship requirements of the TSXV in connection with the Transaction. However, there is no assurance that the TSXV will exempt Meteorite from all or part of applicable sponsorship requirements.

Further Information

All information contained in this news release with respect to Meteorite and Kobo was supplied by the parties respectively, for inclusion herein, without independent review by the other party, and each party and its directors and officers have relied on the other party for any information concerning the other party.

For further information regarding the Transaction, please contact:

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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 TSXV 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 TSXV NOR ITS REGULATION SERVICES PROVIDER (AS THAT TERM IS DEFINED IN THE POLICIES OF THE TSXV) ACCEPTS RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION:

This news release contains “forward-looking information” and “forward-looking statements” (collectively, “forward-looking statements”) within the meaning of the applicable Canadian securities legislation. All statements, other than statements of historical fact, are forward-looking statements and are based on expectations, estimates and projections as at the date of this news release. Any statement that involves discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions, future events or performance (often but not always using phrases such as “expects”, or “does not expect”, “is expected”, “anticipates” or “does not anticipate”, “plans”, “budget”, “scheduled”, “forecasts”, “estimates”, “believes” or “intends” or variations of such words and phrases or stating that certain actions, events or results “may” or “could”, “would”, “might” or “will” be taken to occur or be achieved) are not statements of historical fact and may be forward-looking statements. In this news release, forward-looking statements relate, among other things, to: the terms and conditions of the proposed Consolidation and Transaction; the terms and conditions of the proposed Offering; use of funds; and the business and operations of the Resulting Issuer after the proposed Transaction. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties, and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking statements. Such factors include, but are not limited to: general business, economic, competitive, political and social uncertainties; and the delay or failure to receive board, shareholder or regulatory approvals. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on the forward-looking statements and information contained in this news release. Except as required by law, Meteorite and Kobo assume no obligation to update the forward-looking statements of beliefs, opinions, projections, or other factors, should they change, except as required by law.