

ITOK Clarifies Press Release and Provides Update on Proposed Business Combination with 2413017 Alberta Ltd

Calgary, Alberta--(Newsfile Corp. - November 24, 2022) - ITOK Capital Corp. ("**ITOK**" or the "**Corporation**") provides the following clarifications to its press release dated July 28, 2022 ("**Previous Release**") and provides an update regarding the proposed acquisition (the "**Transaction**") of all of the issued and outstanding shares of 2413017 Alberta Ltd. ("**241**"), a private Alberta company whose wholly owned subsidiary (on a consolidated basis), FCRL Belize Ltd. ("**FCB**"), is actively engaged in onshore oil and gas development and exploration activities in Belize. ITOK and 241 have entered into a non-binding letter of intent with respect to the Transaction dated as of June 27, 2022. The Transaction is expected to constitute the Qualifying Transaction of ITOK as defined in the policies of the TSX Venture Exchange Inc. ("**TSXV**").

It is anticipated that following completion of the Transaction, the Corporation (the entity following completion of the Qualifying Transaction being referred to herein as the "**Resulting Issuer**") will continue to carry on the business of 241, being that of an oil and gas exploration company operating in Belize and will be listed as a Tier 2 oil and gas issuer pursuant to the policies of the TSXV. The Resulting Issuer will continue under the name of Macaw Energy Ltd. or such other name as is determined by 241, the 241 shareholders and the TSXV.

In the Corporation's Previous Release regarding certain summary details of FCB's properties in Belize, the reference to Guatemala's largest oilfield, Xan, having an estimated 400 million bbl of original oil in place should be disregarded as this disclosure may be construed as or considered misleading without additional information as prescribed in Section 5.9 of National Instrument 51-101 - *Standards of Disclosure for Oil and Gas Activities*.

Also, the reference in the Previous Release to the concurrent 241 Private Placement, should be revised to read that, prior to completion of the Transaction, 241 intends to complete a brokered and/or non-brokered financing of up to 6,105,002 common shares of 241 at an anticipated price of \$0.143 per 241 Share for gross proceeds of approximately \$875,000.

About ITOK Capital Corp.

ITOK is a Capital Pool Company as defined by the policies of the TSXV that was incorporated under the *Business Corporations Act* (Alberta) on January 21, 2005. As of May 24, 2022, the Corporation had 6,862,338 issued and outstanding ITOK shares. ITOK's principal business activity is to identify and evaluate opportunities for acquisition of assets or business. The Corporation is headquartered in Calgary, Alberta and is in the process of applying to the TSXV to have its ITOK shares re-listed for trading on the TSXV.

About 2413017 Alberta Ltd.

241 is a private company incorporated on March 5, 2022 under the *Business Corporations Act* (Alberta) is an emerging, junior, petroleum and natural gas exploration, development and production company headquartered in Calgary, Alberta. On January 28, 2020, 241's wholly owned subsidiary (on a consolidated basis) FCB, signed a Production Sharing Agreement ("**PSA**") with the Government of Belize. Shortly thereafter the force majeure provisions pursuant to the PSA were invoked due to the worldwide COVID-19 pandemic. These force majeure provisions have been lifted with an effective date of February 2022.

The following is a summary of FCB's properties in Belize:

- The PSA covers 180,000 acres including a discovery called South Canal Bank ("**SCB**")

- There are drill ready targets within the PSA with previous operators reportedly spending approximately \$17 million on initial exploration costs including 4 wells of which 3 were drilled on structure and tested oil
- Through extensive technical evaluation of the previously acquired data set, FCB has identified multiple potential stacked pay intervals
- Based on this technical evaluation, the SCB structure has the likelihood of significant additional volumes that have yet to be discovered. The SCB oilfield is located in the North Peten Basin, on trend with Guatemala's largest oilfield (Xan) and the Belize producing fields of Spanish Lookout and Never Delay
- Multiple existing options for marketing oil sales
- First operation to re-enter one of the existing cased wellbores that is currently abandoned. The identified potential bypassed pay zones will be perforated and flow tested. This operation will determine the commercial viability and potential future field development plan which the company believes will be horizontal wells with potential implementation of FCB's patented multilateral system
- The project benefits from low development costs due to existing infrastructure and shallow nature of the play
- Large land base with additional prospects outside of SCB area identified as future step out exploratory drilling opportunities

Re-instatement of Trading and Further Press Release(s)

The process to re-list the ITOK shares is currently taking place with the TSXV and the ITOK shares will not begin trading until the Transaction is complete or the TSXV accepts the re-listing at which time the ITOK shares may be halted due to the proceedings of the Transaction. ITOK will issue further press release(s) as soon as further details are available regarding, among other things, the re-instatement of trading and/or the Transaction and the re-listing requirements and more specifically that ITOK provide securityholders with full and complete disclosure regarding the Corporation's past conduct/activities (for example: non-compliance with the undertaking per TSXV Policy 2.4, s. 3.3 and disclosing the rights that securityholders should have been afforded pursuant to that said undertaking), as may be required by applicable laws and/or TSXV Policies.

Additional Information

A comprehensive press release with further particulars relating to the Transaction, including further particulars of the Resulting Issuer, certain financings, will follow in accordance with the policies of the TSXV.

All information contained in this press release with respect to the Corporation and 241 was supplied, for inclusion herein, by the respective parties and each party and its directors and officers have relied on the other party for any information concerning the other party.

Completion of the Transaction is subject to a number of conditions, including but not limited to, TSXV acceptance and if applicable pursuant to TSXV 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.

Neither the TSXV nor the TSX has in any way passed upon the merits of the proposed Transaction and has neither approved nor disapproved the contents of this news release.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**") or any state securities laws and

may not be offered or sold within the United States or to U.S. persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

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Cautionary Note Regarding Forward-Looking Information

Except for statements of historical fact, this news release contains certain "forward-looking information" within the meaning of applicable securities law. Forward-looking information is frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "estimate" and other similar words, or statements that certain events or conditions "may" or "will" occur. Forward-looking statements such as the estimates of reserves, the references to 241's exploration program and drilling program and capital expenditures relating to, and timing of, such programs are based on the opinions and estimates at the date the statements are made, and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those anticipated in the forward-looking statements. There are uncertainties inherent in forward-looking information, including factors beyond 241's and ITOK's control, and no assurance can be given that the programs will be completed on time, on budget or at all. In addition, there are numerous uncertainties inherent in estimating reserves, including many factors beyond 241's and ITOK's control, and no assurance can be given that the indicated level of reserves or the recovery thereof will be realized. In general, estimates of reserves are based upon a number of factors and assumptions made as of the date on which the estimates were determined, such as geological and engineering estimates which have inherent uncertainties. The reserves estimates for the properties described in this news release may not reflect the same confidence level as estimates of reserves for all of 241's properties, due to the effects of aggregation. Further, estimates of net present value do not represent fair market value. ITOK undertakes no obligation to update forward-looking information if circumstances or management's estimates or opinions should change except as required by law. The reader is cautioned not to place undue reliance on forward-looking statements. Additional information identifying risks and uncertainties that could affect financial results is contained in ITOK's filings with Canadian securities regulators, which filings are available at www.sedar.com.

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.

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