

REBEL CAPITAL INC. ANNOUNCES LETTER OF INTENT FOR ACQUISITION OF PRIVATE ROYALTY COMPANY AS QUALIFYING TRANSACTION

Including C\$5 Million Equity Private Placement

NOVEMBER 27, 2019 VANCOUVER, British Columbia – Rebel Capital Inc. (“**Rebel**” or the “**Corporation**”) (TSXV: RBL.P), a capital pool company, is pleased to announce that it has entered into a letter of intent dated November 21, 2019 (the “**Letter of Intent**”) with Electric Royalties Ltd., a British Columbia company (“**Electric Royalties**”) pursuant to which Rebel will acquire all of the issued and outstanding shares in the capital of Electric Royalties (the “**Proposed Transaction**”). The Proposed Transaction is intended to constitute Rebel’s “Qualifying Transaction”, in accordance with TSX Venture Exchange Policy 2.4 – *Capital Pool Companies* (“**Policy 2.4**”).

Background on Electric Royalties

Electric Royalties’ focus is to acquire a portfolio of royalties over mining projects that will feed the increasing metal demand from the global electrification of cars and shift to rechargeable batteries and renewable energy. Renewable energy is the fastest growing energy sector and production capacity of electric vehicles and batteries is slated to significantly increase over the next decade driving demand growth across several key commodities including copper, nickel, graphite, lithium, manganese, vanadium, tin and cobalt. Electric Royalties intends to focus on these “electric” metals with each of the targeted metals forecast to have significant supply deficits by 2025 with most targeted metals expected to have significant supply deficits by 2022.

Electric Royalties currently has a portfolio of 6 royalties under binding letter of intent, as a condition precedent to closing on the royalty acquisitions Electric Royalties must complete a C\$5,000,000 financing and complete a going public transaction by Feb 28th, 2020.

Electric Royalties will focus predominantly on acquiring royalties on advanced stage projects as well as operating projects to build a diversified portfolio located in jurisdictions with low geopolitical risk.

Electric Royalties was incorporated on January 26, 2012 under the *Business Corporations Act* (British Columbia) and is based in Vancouver, British Columbia, Canada. Directors and management of Electric Royalties, collectively, beneficially hold a majority of the outstanding shares of Electric Royalties with Brendan Yurik and Claire Snyman each currently, directly or indirectly, beneficially holding a controlling interest in Electric Royalties.

Transaction Structure

The Proposed Transaction is expected to be completed by way of a share exchange or other form of business combination determined by the legal and tax advisors to each of Rebel and Electric Royalties, acting reasonably, which will result in Electric Royalties becoming a wholly-owned subsidiary of Rebel or otherwise combining its corporate existence with that of a Rebel entity (the “**Resulting Issuer**”). The Resulting Issuer will carry on the business heretofore carried on by Electric Royalties upon completion of the Proposed Transaction.

Pursuant to the Proposed Transaction, the current shares of Rebel will be consolidated on the basis of one new Rebel common share for every two existing common shares, resulting in a total of 2,330,000 post-consolidation Rebel shares. Rebel will then acquire 100% of the issued and outstanding shares of the Electric Royalties at a ratio of one post-consolidation Rebel share for every one Electric Royalties share. It is expected that the shareholders of Electric Royalties Ltd. will be issued approximately 20 million post-consolidation Rebel common shares upon closing of the Proposed Transaction. Rebel will also issue an additional 2.6 million post-consolidation

shares as partial payment of the acquisition of 6 royalties that are currently under option by Electric Royalties.

The completion of the Proposed Transaction will be subject to requisite regulatory approval, including the approval of the TSX Venture Exchange (the "TSXV"), and a number of additional conditions precedent, including the negotiation and execution of a definitive agreement, and the completion of a private placement financing to fund a portion of the Purchase Price. There can be no assurance that the Proposed Transaction will be completed on the terms proposed in the Letter of Intent or at all.

On closing of the Proposed Transaction, Rebel anticipates being classified as a "Tier 2" Investment Issuer that will meet the TSXV's initial listing requirements applicable therefor. The Proposed Transaction will not be a Non-Arm's Length Qualifying Transaction (as that term is defined under Policy 2.4), and as a result, it is anticipated that the approval of the shareholders of Rebel to the Proposed Transaction will not be required. However, depending on the ultimate structuring of the Proposed Transaction, Rebel may be required to obtain shareholder approval under corporate law to approve certain matters ancillary to the Proposed Transaction. No Finders Fees are payable in connection with the Proposed Transaction, and no advances or other consideration will be paid by Rebel to Electric Royalties in advance of closing of the Proposed Transaction.

Proposed Private Placement Financing

It is anticipated that Rebel will complete a private placement of subscription receipts (the "**Financing**") for gross proceeds of approximately C\$5 million to fund the operations of Electric Royalties. The size of the Financing and the issue price will be determined by Rebel in the context of the market. The proposed Financing may be completed on a non-brokered or brokered basis. The gross proceeds of the Financing will be held in escrow pending satisfaction of certain specified escrow release conditions, including the satisfaction of all conditions precedent to the completion of the Proposed Transaction. In the event that the Financing is brokered, the agent retained by Rebel may be paid customary compensation for such agency services. The Financing is subject to TSXV approval.

Electric Royalties may, concurrently with the Proposed Transaction, as part of the Financing, complete a private placement of securities ("Electric Royalties Private Placement"), subject to the approval of the TSXV. Any securities issued under the Electric Royalties Private Placement, will be acquired by Rebel at a ratio of one post-consolidation Rebel share for every one Electric Royalties security issued.

Proposed Management and Directors

Subject to TSXV approval, on completion of the Proposed Transaction, the board of the Resulting Issuer will be increased to 5 members and it is currently anticipated that it will consist of the following five directors and the management will consist of Mr. Brendan Yurik and Mr. Luqman Khan.

Brendan Yurik, Director and Chief Executive Officer

Founder and CEO of Evenor Investments Ltd, a financial advisory group to junior mining companies for alternative financing, debt, equity and M&A with experience on over \$2 billion in mining financing transactions throughout his career. Prior global experience as a research analyst as well as in business development and mining financial advisory roles with Endeavour Financial, Cambrian Mining Finance Ltd, Northern Vertex Mining Corp. and King & Bay West Management Corp.

Marchand Snyman, Chairman and Director

Co-founder and Chairman of RE Royalties Ltd, a renewable energy royalty company, involved in the acquisition of 63 royalties to date. Over 25 years senior executive experience in corporate finance and mining with a global merger, financing, acquisition and divestiture track record of more than 50 transactions.

Chris Zahovskis, PEng, Director

Professional Mining Engineer with over 30 years of experience through operations, project development and due diligence assessments including 17 years with Cominco and 9 years with Inco Limited in project development and operations roles. Currently CEO & President of Northcliff Resources Ltd., a tungsten mine development company.

Robert Schafer, PGeo, Director

Co-founding director of International Royalty Corp (sold for \$800m to Royal Gold). More than 30 years of experience working internationally in business development roles with major and junior mining companies including formerly representing as Chairman of PDAC. Serves as a director of a number of public resource companies.

Craig Lindsay, MBA, CFA, Director

Founder and CEO of Otis Gold Corp (TSXV: OOO) and a current director of VR Resources Ltd. (TSXV: VRR), Alianza Minerals Ltd. (TSXV: ANZ) and Philippine Metals Inc. (TSXV: PHI). Prior to Otis, was Founder and CEO of Magnum Uranium Corp and led its sale to Energy Fuels Inc. (TSX: EFR). In excess of 25 years of experience in corporate finance, venture capital and public company management.

Luqman Khan, Chief Financial Officer (CPA, CGA)

CFO RE Royalties Ltd, a renewable energy royalty company, involved in the acquisition of 63 royalties to date. Financial reporting executive with over 20 years of professional experience in accountancy and business management. Has served as CFO for several publicly listed TSX-V resource companies and previously with Ernst and Young in their assurance practice.

Details of insiders of Rebel will be disclosed in a further news release.

Filing Statement and Information Circular

In connection with the Proposed Transaction and pursuant to the requirements of the TSXV, Rebel will file a filing statement or a management information circular on its issuer profile on SEDAR at www.sedar.com, which will contain details regarding the Proposed Transaction, the Financing and Electric Royalties.

Sponsorship

Sponsorship of a qualifying transaction of a capital pool company is required by the TSXV unless an exemption from the sponsorship requirement is available. The parties will be seeking a waiver of any requirement for a sponsor, but in the event a waiver is not obtained, the parties will update the markets accordingly.

Trading Halt

Trading in the common shares of Rebel is currently halted in compliance with the policies of the TSXV. Rebel anticipates that trading will remain halted pending the review of the Proposed Transaction by the TSXV.

General

Rebel will issue additional news releases relating to the Proposed Transaction, including information relating to transaction structure, the shareholders of Electric Royalties, the Electric Royalties Private Placement and summary financial information of Electric Royalties, if and when the parties enter into the definitive agreement.

About Rebel

Rebel is incorporated under the provisions of the *Business Corporations Act* (British Columbia) with its registered and head office in Vancouver, British Columbia. Rebel is a “reporting issuer” in the provinces of Ontario, British Columbia and Alberta. The Rebel Shares are currently suspended from trading on the TSXV pending completion of a Qualifying Transaction.

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Completion of the Proposed Transaction is subject to a number of conditions, including but not limited to, TSXV acceptance and if applicable pursuant to TSXV, majority of the minority shareholder approval. Where applicable, the Proposed Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Proposed 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 Proposed Transaction, any information released or received with respect to the Proposed 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 Statements Regarding Forward-Looking Information

This press release contains forward-looking information within the meaning of Canadian securities laws. Such information includes, without limitation, information regarding the terms and conditions of the Proposed Transaction, the terms of the Non-Brokered Financing and the Brokered Financing and the composition of the board of directors of the resulting issuer upon

completion of the Proposed Transaction. Although Rebel believes that such information is reasonable, it can give no assurance that such expectations will prove to be correct.

Forward looking information is typically identified by words such as: “believe”, “expect”, “anticipate”, “intend”, “estimate”, “postulate” and similar expressions, or are those, which, by their nature, refer to future events. Rebel cautions investors that any forward-looking information provided by Rebel is not a guarantee of future results or performance, and that actual results may differ materially from those in forward looking information as a result of various factors, including, but not limited to: Rebel's ability to complete the Proposed Transaction; the expected timing and terms of the Proposed Transaction and the related private placements; the state of the financial markets for Rebel's securities; the state of the natural resources sector in the event the Proposed Transaction is completed; recent market volatility; Rebel's ability to raise the necessary capital or to be fully able to implement its business strategies; and other risks and factors that Rebel is unaware of at this time. The reader is referred to Rebel's initial public offering prospectus for a more complete discussion of applicable risk factors and their potential effects, copies of which may be accessed through Rebel's issuer page on SEDAR at www.sedar.com.

The forward-looking statements contained in this press release are made as of the date of this press release. Rebel disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.