

# Brunswick Resources Inc. Announces Reverse Takeover Transaction With CBIO Brand Development Inc.

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ROUYN-NORANDA, March 04, 2019 - [Brunswick Resources Inc.](#) (the "Corporation" or "Brunswick") (TSX-Venture Exchange: BRU) is pleased to announce that it has entered into a letter of intent, dated February 28, 2019, with CBIO Brand Development Inc. ("CBIO") to complete a reverse takeover transaction (the "Proposed Transaction"). In addition and in connection with the Proposed Transaction, CBIO will undertake a private placement of minimum gross proceeds of \$750,000 (the "Minimum Financing") and maximum gross proceeds to \$1,000,000 (the "Maximum Financing").

Upon the closing of the Proposed Transaction, it is proposed that Brunswick will be listed on the Canadian Securities Exchange (the "CSE"), will concurrently de-list from the TSX Venture Exchange and will be renamed accordingly (the "Resulting Issuer"). The Resulting Issuer will carry on the business of CBIO as currently constituted. "Majority of the Minority" shareholder approval will be required for the voluntary delisting prior to the completion of the Proposed Transaction.

## The Proposed Transaction

The Proposed Transaction will be carried out by way of a share exchange, merger, amalgamation, arrangement, takeover bid, or other similar form of transaction which will result in CBIO becoming a wholly-owned subsidiary of Brunswick or otherwise combining its corporate existence with a wholly-owned subsidiary of Brunswick. The Proposed Transaction will constitute a reverse takeover under TSX Venture ("TSXV") Policy 5.2. Subject to regulatory and other required approvals, and the satisfaction of other conditions contained in a definitive agreement between Brunswick and CBIO (the "Definitive Agreement"), Brunswick will acquire all the issued and outstanding shares of CBIO (the "CBIO Shares").

Former CBIO shareholders will receive one common share in the capital of the Resulting Issuer ("Resulting Issuer Shares") in exchange for each CBIO Share held by them (the "Exchange Ratio"). There are currently 6,900,000 CBIO Shares issued and outstanding, and assuming completion of the Maximum Financing there will be an additional 10,000,000 CBIO Shares outstanding. As a result, up to 16,900,000 Resulting Issuer Shares may be issued.

## Private Placement

In connection with the Proposed Transaction, CBIO will also undertake a placement (the "Private Placement") of its common shares at a price of \$0.10 per common share which is expected to close shortly prior to the closing of the Proposed Transaction. The Private Placement is currently anticipated to raise aggregate gross proceeds of a minimum of \$750,000 to a maximum of \$1,000,000. The CBIO shares issued will be exchanged in accordance with the share Exchange Ratio upon the closing of the Proposed Transaction.

## CBIO Brand Development Inc.

CBIO Brand Development Inc. is a British Columbia company and is a Vancouver, Canada – based Hemp-Infused CBD products company launching a Nationwide E-Commerce Platform, [www.purewerx.com](#), for Hemp-Infused CBD products for sale in the U.S. market Spring 2019.

CBIO's Hemp-Infused CBD products are all formulated with cutting edge pharmaceutical IP for maximum absorption and bio-availability for both human and animal consumers. CBIO works with its research & product development team and digital marketing partner to bring its ailment specific branded formulas to consumers in need.

## Brunswick Resources Inc.

Brunswick is a TSXV listed company that has been engaged in mineral exploration. It was incorporated under the provisions of the *Business Corporations Act* (Alberta) with its head office in Rouyn-Noranda, Quebec. Brunswick is a "reporting issuer" in the provinces of British Columbia, Alberta, Saskatchewan and Ontario.

The Proposed Transaction is an arm's length transaction subject to requisite regulatory approval, including the approval of the TSX Venture Exchange ("TSXV") and/or the CSE. The parties will prepare a filing statement in accordance with the rules of the TSXV, and listing application in accordance with the policies of the CSE, outlining the terms of the Proposed Transaction.

Brunswick currently has 39,880,521 common shares issued and outstanding ("Brunswick Shares"), which are to be consolidated on a five for one basis prior to the closing of the Proposed Transaction. Shareholders of Brunswick approved the share consolidation at Brunswick's annual and special meeting held on June 12, 2018. Brunswick does not intend to seek shareholder approval for the Proposed Transaction in accordance with the rules of the TSXV.

## **Board of Directors and Management**

Upon completion of the Proposed Transaction, subject to regulatory approval, the directors, senior officers and insiders of Brunswick are expected to be as follows:

### ***Lisa Anne Little – President***

Ms. Little has 12 years of experience in marketing and sales where she developed a passion for creating consumer confidence and satisfaction through customer service and understanding the needs of her clients.

As an entrepreneur, Ms. Little saw the change in regulation that the US 2018 Farm Bill has provided create an opportunity for her to enter the retail wellness and therapeutic product sectors. Ms. Little will use her skills acquired in marketing and communication to propel the sale of the Life Style products she has co-created will work closely with the CBIO Science Team to produce new formulas based on consumer feedback.

### ***Shane R.C. Lowry – Director***

Mr. Lowry brings extensive business experience having been involved in Canadian and US listed public companies for over 20 years as both an Officer and Director. He has acted to provide corporate governance, project financing, and management for varying company sectors.

In addition, Mr. Lowry has brought his extensive knowledge and experience in marketing, product branding and distribution to both the private and public sectors.

### ***Dr. Hyder A Khoja, PhD, MSc – Chief Scientific Officer***

Dr. Khoja has had a distinguished professional career within the high technology realms with strong adaptive ability in leading diverse regulatory programs combined with functional expertise in science and policy domains. Dr. Khoja enjoys a comprehensive knowledge of both pharmaceutical and dietary supplements.

He has held various Executive Research Management positions at other biotechnology companies where he was involved in researching natural products and plant-based compounds for unmet medical needs, primarily for Glaucoma, Cancer, Arthritis and other pain management. In 2010, he founded 'LeoFric Consultants, Inc.' which help design highly targeted knowledge-based solutions to address the global client's challenges. Early in 2014, he Co-Founded InMed Pharmaceuticals and directed Botanical Drug Research and Development for their pre-clinical stage novel therapies into the extensive pharmacological application, which then became public and raised over \$94 Million in market capital. In 2015, he was appointed to act as a Vice President of Innovation and Scientific affairs for a publicly traded company, Affinor, Inc., where he designed a vertical farming technology and have made significant progress to get US-Department of Agriculture collaboration.

At present, he is serving as a Chief Scientific Officer, at Qualis Cannabis Corp & Northernroots Labs. Prior to this he served as a Chief Scientific Officer of NASH Pharmaceuticals, Inc., and helped develop therapeutic product for chronic diseases specialized focus on a Non-Alcoholic Fatty Liver disease. Formally, to joining NASH Pharma, Dr. Khoja served as a Chief Scientific Officer at Oceanix Biotechnology Corp where he oversaw global research and natural product development from the compounds derived from marine biomass.

Dr. Khoja earned his PhD, with honors in *"Molecular Biology and Genetic Engineering"* from a French Ivy league: INP-ENSAT. He had his Post-doctoral training from the Michigan State University a US

land grant university. Soon after, he was appointed as a Research Faculty for Virginia-Tech, University of Wyoming & Texas-Tech University-Health Science Center, respectively.

**Glenn Little &ndash; Director**

Mr. Little brings extensive business, corporate development, and over 26 years of public company experience to the company. Mr. Little was CEO/President and Director of [Brigade Resource Corp.](#) (formerly Brigadier Resource Corp.) from March 2015 to July 2017.

Mr. Little was the CEO, CFO and a Director of Laguna Blends Inc (CSE: LAG now Isodiol International CSE: ISOL) from December 2014 until October 2015 and previously provided corporate development services for the company starting September 2014. He also previously served as CEO, CFO and President of Corporate Development for Draft Team Fantasy Sports (CSE: DFS) from 2006 until 2012.

Mr. Little was a founder of Stream Communications Network & Media Inc., a cable vision provider which raised approximately \$20 Million USD in debt and equity financing and where he served as director for same from 1993 &ndash; 2005.

**Michael Young &ndash; Chief Financial Officer**

Mr. Young is currently Chief Financial Officer and a director of Harrys Manufacturing Inc. (CSE: HARY). In his capacity as Chief Financial Officer, Mr. Young reports to the CEO and Board of Harrys regarding all strategic and tactical matters as they relate to budget management, cost-benefits analysis, forecasting needs and securing adequate funding. Mr. Young has over 25 years of extensive business experiences in all facets of corporate development, senior management, sales, marketing, finance and operations, in both the private and public sectors. His experience includes spearheading growth strategies, financial reporting, quarterly and annual budgets and overseeing corporate administration while achieving company objectives. During his time, Mr. Young has assisted in raising over \$100 Million from all projects by way of debt and equity to accomplish growth objectives. Mr. Young completed the Certified Financial Planning (CFP) Program in 2004.

**Trading Halt**

Trading in the Brunswick Shares has been halted and may remain halted pending the review of the Proposed Transaction by the TSXV and/or approval to list on the CSE. There can be no assurance that trading in the Brunswick Shares will resume prior to the completion of the Proposed Transaction.

**Sponsorship**

Sponsorship of the Proposed Transaction is required unless an exemption is available or a waiver from this requirement can be obtained in accordance with the policies of the TSXV. Brunswick intends to apply for a waiver to the sponsorship requirement. There is no assurance that a waiver from this requirement will be granted.

**Significant Conditions to Completion of the Proposed Transaction**

Completion of the Proposed Transaction is subject to a number of conditions, including but not limited to: (a) closing conditions customary to transactions of the nature of the Proposed Transaction; (b) approvals of all regulatory bodies having jurisdiction in connection with the Proposed Transaction; (c) listing on the CSE and/or TSXV regulatory approval; and (d) the completion of the Private Placement. There can be no assurance that the Proposed Transaction or any CSE listing will be completed as proposed or at all.

**For further information, please contact:**

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Investors are cautioned that, except as disclosed in the 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 [Brunswick Resources Inc.](#) should be considered highly speculative.

This press release does not constitute an offer of the securities of the Corporation for sale in the United States. The securities of the Corporation have not been registered under the United States Securities Act of 1933, (the "1933 Act") as amended, and may not be offered or sold within the United States absent registration or an exemption from registration under the 1933 Act. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any state in which such offer, solicitation or sale would be unlawful.

The TSXV has in no way passed upon the merits of the Proposed Transaction and has neither approved nor disapproved the contents of this news release.

[Brunswick Resources Inc.](#) is a publicly listed company trading on the TSX Venture Exchange (BRU).

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

*Completion of the transaction is subject to a number of conditions, including but not limited to, TSX Venture Exchange acceptance and if applicable, disinterested 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.*

### **Cautionary Note Regarding Forward-Looking Statements**

*This news release contains forward-looking statements relating to the Proposed Transaction, including statements regarding timing for closing of the Private Placement, the receipt of all necessary regulatory and other approvals and satisfaction of all other closing conditions in connection with the Proposed Transaction and other statements that are not historical facts. Readers are cautioned not to place undue reliance on forward-looking statements, as there can be no assurance that the plans, intentions or expectations upon which they are based will occur. By their nature, forward-looking statements involve numerous assumptions, known and unknown risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, forecasts, projections and other forward-looking statements will not occur, which may cause actual performance and results in future periods to differ materially from any estimates or projections of future performance or results expressed or implied by such forward-looking statements. These assumptions, risks and uncertainties include, among other things: the risk that the Proposed Transaction will not be completed or that the necessary approvals and/or exemptions are not obtained or some other condition to the closing of the Proposed Transaction will not be satisfied; the risk that closing of the Proposed Transaction could be delayed if Brunswick and CBIO are not able to obtain the necessary approvals on the timelines planned; the risk that the Private Placement will not be completed, the timing of obtaining required approvals, closing conditions for the Proposed Transaction, state of the economy in general and capital markets in particular, investor interest in the business and future prospects of Brunswick and CBIO.*

*The forward-looking statements contained in this news release are made as of the date of this news release. Except as required by law, Brunswick and CBIO disclaim any intention and assume no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable securities law. Additionally, Brunswick and CBIO undertake no obligation to comment on the expectations of, or statements made, by third parties in respect of the matters discussed above.*

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