



CBLT: TSX-V

CBLT SELLS NORTSHORE GOLD FOR CASH AND EQUITY

Burlington, ON. April 28, 2020. CBLT Inc. (TSXV: CBLT) (“CBLT”) is pleased to announce it has entered into a letter of intent dated April 24, 2020 (the “**LOI**”) with Omni Commerce Corp. (“**Omni**”), an unlisted reporting issuer in good standing, pursuant to which Omni will acquire CBLT’s 56% joint venture interest in the Northshore Gold Property (the “**Property**”), located in the Schreiber-Hemlo Greenstone Belt, 115 km west of Hemlo and 200 km east of Thunder Bay, Ontario (the “**Transaction**”). Omni has in excess of \$1,000,000 (one million dollars) in its treasury.

Higher grade at-surface gold mineralization is being pursued on the Afric Deposit, which is on patented mining claims and surface rights on the Property. Further information on the Property and the particulars of the exploration work conducted on it by prior owners are set out or referenced in CBLT’s public disclosure records. Omni has advised CBLT that it intends to complete a current National Instrument 43-101 technical report on the Property in connection with the Transaction (the “**2020 Technical Report**”).

“We are thrilled that Northshore Gold will be given the attention it deserves,” said Mr. Clausi. “Omni has an existing robust treasury to be further buttressed by the Sub Receipt financing, and a tight capital structure. The Omni team is well-positioned to expand the Afric Gold Deposit and generate real shareholder value.”

Summary of Transaction

The LOI is a non-binding agreement which sets out the principal terms on which the parties have agreed to complete the Transaction. Subject to satisfactory due diligence and successful additional negotiations, the parties intend to enter into a definitive agreement with respect to the Transaction (the “**Definitive Agreement**”) on or before May 8, 2020. Omni paid a \$25,000 non-refundable cash deposit to CBLT on execution of the LOI, and has agreed to pay an additional \$25,000 non-refundable cash deposit to CBLT upon execution of the Definitive Agreement (collectively, the “**Deposits**”).

On completion of the Transaction (the “**Closing**”), Omni has agreed, among other things, to pay \$300,000 in further cash to CBLT and issue to CBLT an aggregate of \$1,100,000 worth of common shares in the capital of Omni (each, an “**Omni Share**”) on a post-Consolidation (as defined herein) basis at a price equal to the price of the **Financing** (defined below) (the “**Consideration Shares**”). Prior to the Closing, CBLT will execute and deliver to Omni a voluntary escrow agreement, to be effective as of the Closing (the “**Escrow Agreement**”). The Escrow Agreement will provide, among other things, that all Consideration Shares will be deposited into escrow, with an escrow agent to be determined by Omni in its sole discretion and expense, and with the Consideration Shares to be released from escrow as to 25% on each of the days which is four, six, eight and twelve months after the Closing. CBLT will be entitled to vote any Consideration Shares that are held in escrow, but will not be entitled to transfer, option or otherwise encumber any of such Consideration Shares without Omni’s prior written consent. This voluntary escrow will be in addition to any escrow that may be required by the policies of the any stock exchange.

In addition, under the terms of the LOI, Omni has agreed to consolidate its total issued and outstanding common shares (each, an “**Omni Share**”) on the basis of five pre-consolidation Omni Shares for one post-consolidation Omni Share (collectively, the “**Consolidation**”) prior to Closing. Omni has also agreed to

raise gross proceeds of not less than \$1,500,000 through the private placement (the “**Financing**”) of subscription receipts of Omni (each, a “**Sub Receipt**”). Each Sub Receipt will be issued at a subscription price of \$0.60 per Sub Receipt on a post-Consolidation basis and will consist of one Omni Share and one common share purchase warrant (each, a “**Financing Warrant**”), with each Financing Warrant entitling the holder to acquire one additional post-Consolidation Omni Share at an exercise price of \$1.00 per post-Consolidation Omni Share for a period of 2 years.

The parties intend to complete the Transaction as soon as possible, and in any event on or before August 31, 2020. Completion of the Transaction remains subject to a number of conditions, including satisfactory due diligence, entry into a Definitive Agreement, Omni completing the Financing, Omni completing the Consolidation, Omni obtaining the 2020 Technical Report, Omni applying to list its common shares on a Canadian stock exchange, CBLT documenting sufficient and timely expenditures on the Property to meet the listing requirements of the Canadian Securities Exchange (the “**CSE**”), receipt of all requisite approvals, and other conditions customary for transactions of this nature. There can be no assurance that the Transaction will be completed as proposed or at all. While COVID-19 poses a risk to the Transaction, the nature and extent of such risk are unquantifiable and undefinable at this time. Finder’s fees may be payable in connection with the Transaction or the Financing.

Under the terms of the LOI, if CBLT, or any affiliate stakes or otherwise acquires any rights (“**Additional Rights**”) to minerals located wholly or partially within or contiguous to the area located within two (2) kilometers from any portion of the exterior boundaries of the Property, as such exterior boundaries exist on the Closing (the “**Area of Interest**”), it must provide notice to Omni of such acquisition and the details thereof, and Omni will have the election, to be exercised within thirty (30) days of the receipt of the notice of such Additional Rights, whether to include the Additional Rights in the Property (whether such rights are contained wholly within the Area of Interest or only partially within the Area of Interest).

Peter M. Clausi, President and CEO of CBLT, was during the negotiation process leading to the LOI also the President and CEO of Omni. Mr. Clausi declared his conflict early in the process to CBLT and to Omni, and abstained from voting on the approval of the LOI by the board of directors of each Omni and CBLT, as applicable. Mr. Clausi resigned from all positions with Omni on April 24, 2020.

CONTACT INFORMATION

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This news release contains certain statements that constitute forward-looking statements as they relate to CBLT and its management. Forward-looking statements are not historical facts but represent management's current expectation of future events, and can be identified by words such as "believe", "expects", "will", "intends", "plans", "projects", "anticipates", "estimates", "continues" and similar expressions. Although management believes that the expectations represented in such forward-looking statements are reasonable, there can be no assurance that they will prove to be correct.

By their nature, forward-looking statements include assumptions and are subject to inherent risks and uncertainties that could cause actual future results, conditions, actions or events to differ materially from those in the forward-looking statements. If and when forward-looking statements are set out in this new release, CBLT will also set out the material risk factors or assumptions used to develop the forward-looking statements. Except as expressly required by applicable securities laws, CBLT assumes no obligation to update or revise any forward-looking statements. The future outcomes that relate to forward-looking statements may be influenced by many factors,

including but not limited to: closing on the Transaction as described above in a timely manner; COVID-19; reliance on key personnel; shareholder and regulatory approvals; risks of future legal proceedings; income tax matters; availability and terms of financing; distribution of securities; commodities pricing; effect of market interest rates on price of securities; and, potential dilution.