



SHANE RESOURCES ANNOUNCES LETTER OF INTENT FOR REVERSE TAKEOVER TRANSACTION WITH EMPATHO CORP.

TORONTO, ONTARIO, CANADA, April 9, 2021 /EINPresswire.com/ -- THIS NEWS RELEASE IS INTENDED FOR DISTRIBUTION IN CANADA ONLY AND IS NOT INTENDED FOR DISTRIBUTION TO UNITED STATES NEWswire SERVICES OR DISSEMINATION IN THE UNITED STATES.

SHANE RESOURCES ANNOUNCES LETTER OF INTENT FOR REVERSE TAKEOVER TRANSACTION WITH EMPATHO CORP.

Shane Resources Ltd. ("Shane" or the "Company") is pleased to announce that it has entered into a letter of intent (the "LOI") with Empatho Corp. ("Empatho"), a leading smart solution powered by proprietary PsychAI™ Artificial Intelligence (AI) company, whereby the parties will complete a business combination by way of a transaction that will constitute a reverse takeover of the Company by Empatho (the "Transaction"). In connection with the Transaction, the Resulting Issuer (as defined below) will apply to list the common shares of the Resulting Issuer on the Canadian Securities Exchange (the "CSE").

The resulting issuer that will exist upon completion of the Transaction (the "Resulting Issuer") will change its business to the virtual wellness industry and is expected to change its name to "Empatho Corp." The final structure of the Transaction will be determined by the parties following receipt of tax, corporate and securities law advice.

In connection with the Transaction, Empatho intends to complete a private placement of subscription receipts (the "Subscription Receipts") to raise aggregate gross proceeds of a minimum of \$5,000,000 (the "Offering"). The shareholders of Empatho will receive common shares of the Resulting Issuer pursuant to the Transaction. Certain finders fees will also be payable on closing.

Yan Namer, President of Empatho commented "This transaction with Shane will allow Empatho to not only build its infrastructure but also allow us to have future expansion into marketplaces that we have actively been engaging in. Our team has decades of knowledge and resource in the virtual wellness industry, and now with the combination of this financial support Empatho will be unstoppable."

Empatho and its Business

Empatho is a virtual wellness firm with offices in Toronto and Ottawa, focused on a smart solution powered by proprietary PsychAI™ Artificial Intelligence (AI), that strategically guides you to achieve wellness goals. Empatho focus is a data-driven platform using the most advanced technology to activate patients in the management of their own health, uncovering unprecedented efficiencies and cost savings.

Shane Shareholder Meeting

Prior to, and as a condition of, the closing of the Transaction (the “Closing”), Shane will call a meeting of its shareholders (the “Shane Meeting”) for the purpose of approving, among other matters:

- a change of name of the Company to “Empatho Corp.” or such other name as is directed by Empatho and acceptable to applicable regulatory authorities effective upon Closing;
- the approval of a new stock option plan to be effective upon Closing;
- the election of a new slate of nominee directors appointed by Empatho to form the new board of directors, which slate will be effective upon Closing;
- the appointment of a new auditor; and
- if required by governing regulatory bodies and applicable securities and corporate laws, the approval of the Transaction.

The Transaction is an arm’s length transaction. Shane will prepare and file a CSE Form 2A listing statement or other principal disclosure document (the “Listing Statement”) with the CSE providing comprehensive disclosure on Empatho and the Transaction in connection with the proposed CSE listing.

Management of the Resulting Issuer

Upon closing of the Transaction, all of Shane’s current directors and executive officers will resign and be replaced by nominees of Empatho approved at the Shane Meeting, all in a manner that complies with the requirements of governing regulatory bodies and applicable securities and corporate laws.

Details of insiders and proposed directors and officers of the Resulting Issuer will be disclosed in a further news release.

Closing Conditions

The completion of the Transaction is subject to a number of conditions, including but not limited to the following:

- the execution of a definitive agreement;
- completion of satisfactory due diligence;
- completion of the Offering;
- the conditional approval to the listing of the shares of the Resulting Issuer on the CSE; and
- receipt of all required regulatory, corporate and third-party approvals, including approvals by the CSE, applicable governmental authorities, and the fulfilment of all applicable regulatory requirements and conditions necessary to complete the Transaction.

Further Information

Further details about the Transaction and the Resulting Issuer will be provided in a comprehensive news release when the parties enter into the definitive agreement.

Investors are cautioned that any information released or received with respect to the Transaction in this press release may not be complete and should not be relied upon. Trading in the common shares of the Company should be considered highly speculative.

The securities to be issued in connection with the Transaction 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 (as defined in Regulation S promulgated under the U.S. Securities Act) unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available. 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 jurisdiction in which such offer, solicitation or sale would be unlawful.

Completion of the Transaction is subject to a number of conditions, including but not limited to, CSE acceptance, requisite shareholder approvals, 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.

Investors are cautioned that, except as disclosed in the management information circular or Listing Statement, as applicable, of the Company 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 Shane should be considered highly speculative.

About Shane Resources Ltd.

Shane Resources Ltd. is a mineral exploration company with no current activities or operations.

Cautionary Statements Regarding Forward-Looking Information

This news release contains “forward-looking information” within the meaning of applicable securities laws relating to the proposal to complete the Transaction and associated transactions. Any such forward-looking statements may be identified by words such as “expects”, “anticipates”, “believes”, “projects”, “plans” and similar expressions. Readers are cautioned not to place undue reliance on forward-looking statements. Statements about, among other things, the expected timing and terms of the Transaction, the Debenture Offering, and the Offering, the number of securities of Shane or the Resulting Issuer that may be issued in connection with the Transaction, the ownership ratio of the Resulting Issuer post-closing, the required shareholder approvals or the ability to obtain such approvals, Empatho’s strategic plans and the parties’ ability to satisfy closing conditions and receive necessary approvals are all forward-looking

information. These statements should not be read as guarantees of future performance or results. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from those implied by such statements. Although such statements are based on management's reasonable assumptions, there can be no assurance that the Transaction will occur or that, if the Transaction does occur, it will be completed on the terms described above. Shane and Empatho assume no responsibility to update or revise forward-looking information to reflect new events or circumstances unless required by applicable law.

For more information, please contact:

Shane Resources Ltd.□

Binyomin Posen, CEO and Director

Email: bposen@plazacapital.ca□

Empatho Corp. Yan Namer, President

Email: yan@empatho.com

Binyomin Posen

Shane Resources Ltd.

[email us here](#)

This press release can be viewed online at: <https://www.einpresswire.com/article/538329617>

EIN Presswire's priority is source transparency. We do not allow opaque clients, and our editors try to be careful about weeding out false and misleading content. As a user, if you see something we have missed, please do bring it to our attention. Your help is welcome. EIN Presswire, Everyone's Internet News Presswire™, tries to define some of the boundaries that are reasonable in today's world. Please see our Editorial Guidelines for more information.

© 1995-2021 IPD Group, Inc. All Right Reserved.