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RELENTLESS RESOURCES LTD. ANNOUNCES RESUMPTION OF TRADING,
NAME CHANGE TO SUGARBUD CRAFT GROWERS CORP.,
INVESTMENT AGREEMENT AND STRATEGIC ALLIANCE WITH INNER SPIRIT HOLDINGS,
BOARD OF DIRECTORS CHANGES, APPOINTMENT OF INVESTOR RELATIONS REPRESENTATIVE,
THE POSTING OF A NEW CORPORATE PRESENTATION TO ITS WEBSITE,
UPDATE ON CHANGE OF BUSINESS AND OPTION GRANT

TSX-Venture Exchange: RRL

CALGARY, ALBERTA, July 18, 2018 – SugarBud Craft Growers Corp. ("SugarBud" or the "Company") is pleased to announce that the common shares ("Common Shares") of the Company will resume trading on July 18, 2018 following a trading halt imposed on June 1, 2018, that it has changed its corporate name from "Relentless Resources Ltd." to "SugarBud Craft Growers Corp." and that it has entered into an investment agreement (the "Investment Agreement") with Inner Spirit Holdings Ltd. ("Inner Spirit") providing for a strategic investment (the "Investment") by the parties in one another's securities, as well as a strategic alliance agreement (the "Strategic Alliance Agreement") that will govern the on-going business relationship of the parties (collectively, the "Inner Spirit Transaction"). SugarBud is also pleased to announce the proposed nomination of Darren Bondar to SugarBud's board of directors as soon as practicable, the appointment of Tekkfund Capital Corp. ("Tekkfund") as the Company's Investor Relations representative, the posting of a new corporate presentation to the Company's website, an update on Change of Business (as defined below) and the grant of stock options.

## **Resumption of Trading**

On May 31, 2018, the Company announced the proposed acquisition of Grunewahl Organics Inc. ("Grunewahl") (the "Acquisition"). Trading of the Common Shares was halted effective June 1, 2018 based on the TSX-Venture Exchange's ("TSX-V") determination that the Transactions (as defined herein) will result in a "Change of Business" of the Company from that of an oil and gas company to that of a cannabis company. The TSX-V has completed an initial review of the requisite documents required to resume trading and has informed the Company that the Common Shares will resume trading on July 18, 2018 following a trading halt imposed on June 1, 2018.

## Name Change

The Company has changed its name to SugarBud Craft Growers Corp. The Common Shares will commence trading on the TSX-V under the Company's new name (the "Name Change") upon receipt of TSX-V approval of the Change of Business.

## Inner Spirit and SugarBud Cross-Investment

Inner Spirit has extensive franchise, marketing, real-estate and retail experience that it intends to capitalize on by establishing a chain of branded cannabis dispensaries across Canada. Inner Spirit is the parent company of Spirit Leaf Inc. ("Spiritleaf"), which aims to be a market leader in the franchising of retail cannabis dispensaries in jurisdictions in Canada when the private distribution of recreational cannabis is legalized. To date, Spiritleaf is the only Canadian retail cannabis company to be granted membership into the Canadian Franchise Association. Inner Spirit has currently executed over 100 franchise agreements in Canada for proposed Spiritleaf retail locations.

Pursuant to the terms of the Investment Agreement, Inner Spirit has issued to SugarBud 7,500,000 units of Inner Spirit ("Units") at a price of \$0.15 per Unit. Each Unit consists of one common share in the capital of Inner Spirit ("Inner Spirit Share") and one-half of one common share purchase warrant ("Inner Spirit Warrant"). Each Inner Spirit Warrant shall vest immediately and will entitle SugarBud to acquire one Inner Spirit Share at a price of \$0.30 per Inner Spirit Share. In exchange for the Units, the Company provided Inner Spirit with a cash payment of \$1,125,000.

Under the terms of the Investment Agreement, Inner Spirit has agreed to issue to SugarBud an additional 7,500,000 Units. In exchange for the additional Units, the Company will provide Inner Spirit with: (i) 8,108,108 common shares of the Company, each with an issue price of \$0.13875; and (ii) 1,125,000 common share purchase warrants ("SugarBud Warrants") exercisable at \$0.30 per common share for a period of 24 months from the date of issuance. The SugarBud Warrants are subject to vesting conditions related to Inner Spirit achieving certain operational milestones based on the number of Spiritleaf retail dispensaries opened over a period of time. This second tranche of the Investment (the "Second Investment") is expected to close upon all of the conditions contained in the Investment Agreement being satisfied or waived and upon receipt of all required approvals, including the approval of the TSX-V of the Change of Business.

### **Strategic Alliance Agreement**

The Strategic Alliance Agreement will provide for the following principal terms: (i) SugarBud will have the right, but not the obligation, to supply Spiritleaf retail locations with SugarBud's cannabis products in an amount equal to 10% of the required product supply in respect of each Spiritleaf retail location; (ii) SugarBud will have the exclusive right to supply Inner Spirit with the cannabis inputs in respect of Inner Spirit's premium Prairie Flower Alberta craft cannabis brand, in an amount equal to 10% of the required cannabis product supply in respect of each Spiritleaf retail location; (iii) Inner Spirit shall provide free advertising and promotion regarding SugarBud's cannabis products and Inner Spirit's Prairie Flower brand in accordance with applicable regulations; and (iv) the parties will agree to collaborate and explore other opportunities to further their respective and mutual business objectives.

Craig Kolochuk, President of SugarBud, stated: "As an emerging Alberta based cannabis company, we must align ourselves with people and organizations who share our core values of integrity, passion and excellence, and with those who believe that our customers deserve the best possible experience while they learn about our products. This strategic alliance is a critical step in achieving that goal, as we firmly believe that Spiritleaf's retail locations will become the premier cannabis lifestyle lounges in Canada. We would like to thank Inner Spirit for placing their trust in us as a pre-cultivation license cannabis company, and we look forward to supplying them with our hand crafted, select batch, ultra-premium Alberta bud."

Darren Bondar, Chief Executive Officer of Inner Spirit, stated: "We're pleased to form this mutually beneficial partnership, especially with SugarBud being focused on the production of ultra-premium cannabis in Alberta. We are proud to offer SugarBud's products at Spiritleaf stores, and excited to develop Spiritleaf's Prairie Flower Alberta craft brand using SugarBud's locally-grown, superior-quality cannabis."

The Strategic Alliance Agreement is expected to be executed upon receipt of TSX-V approval of the Change of Business.

## Nomination of Darren Bondar to SugarBud's Board of Directors & Other Board Change

Under the terms of the Investment Agreement, SugarBud and Inner Spirit have agreed to provide representation on one another's board of directors with both SugarBud and Inner Spirit having the right to nominate one individual to the board of directors of the other party. Mr. Bondar will be nominated to join SugarBud's board of directors upon receipt of TSX-V approval of the Change of Business. William Macdonald, a Director of SugarBud, currently sits on the Inner Spirit board of directors.

Mr. Bondar has been the President and Chief Executive Officer of Inner Spirit and its predecessor since March 16, 2017. Mr. Bondar was the President and Chief Executive Officer of Watch It! Incorporated and Comfortable Image Inc., consumer retail and franchising businesses, from 2004 to 2017 and 1999 to 2017, respectively.

Murray Frame has resigned as a director of the Company. The Company wishes to thank Mr. Frame for his many valuable contributions over the years.

### Appointment of Tekkfund as SugarBud's Investor Relations Representative

SugarBud is pleased to announce that, upon receipt of TSX-V approval of the Change of Business, Tekkfund will be appointed as the Company's Investor Relations Representative through a consulting arrangement. The Company anticipates that Mr. Gary Perkins, President of Tekkfund, will provide significant value as SugarBud executes on its business plan.

### **New Corporate Presentation**

SugarBud has posted a new corporate presentation to its website, which can be accessed at the following link:

http://www.sugarbud.ca/presentation

#### Change of Business

Pursuant to the policies of the TSX-V, the Name Change, the Second Investment, the Strategic Alliance Agreement, the appointment of Tekkfund as the Company's Investor Relations Representative, the Acquisition, the appointment of Darren Bondar as a director of the Company and the previously announced rights offering (collectively, and without limitation, the "Transactions") will result in a "Change of Business" from that of an oil and gas company to that of a cannabis company. Upon completion of the Transactions, the Company intends to be listed on the TSX-V as a Tier 2 Life Sciences Issuer. Closing of the Transactions will occur as soon as possible upon all of the conditions of the Change of Business being satisfied, including the approval of the Transactions by the TSX-V and greater than 50.1% of SugarBud's shareholders by written consent. The Transactions will not result in the creation of a new control person.

Despite being a Change of Business for regulatory purposes, SugarBud intends to operate its cash-flowing oil and gas assets in parallel with its cannabis assets for the foreseeable future.

#### **Acquisition of Grunewahl**

As previously announced, the Acquisition will be completed pursuant to the terms of an amalgamation agreement dated May 31, 2018 (the "Amalgamation Agreement") with Grunewahl and the Company's wholly-owned subsidiary, 2114152 Alberta Ltd. ("AcquisitionCo") pursuant to which the Company will acquire all of the issued and outstanding shares of Grunewahl.

Grunewahl is a privately-owned company incorporated pursuant to the *Business Corporations Act* (Alberta) with its indirect wholly-owned subsidiary being a late stage applicant to become a licensed producer under Health Canada's *Access to Cannabis for Medical Purposes Regulations* (Canada) ("ACMPR"). Grunewahl is also the owner of approximately four acres of undeveloped land near Highway 2 at Stavely, Alberta (the "Stavely Lands"). Grunewahl has received municipal approval to cultivate cannabis on the Stavely Lands upon the receipt of its ACMPR cultivation license.

Based on the consolidated audited financial statements of Grunewahl for the period from incorporation on January 26, 2017 to March 31, 2017, Grunewahl had nil revenue, had a net loss of \$97,289 and had not achieved profitable operations. As at March 31, 2017, Grunewahl had \$2,048,870 in assets and \$637,688 in liabilities.

The holders of Grunewahl shares will receive one share in the capital of the Company for each Grunewahl share held. It is anticipated that 19,259,993 shares in the capital of the Company will be issued to the holders of Grunewahl Shares pursuant to the amalgamation at a deemed price of \$0.185 per Grunewahl share for an aggregate purchase price of approximately \$3.56 million.

William Macdonald and Stanley Swiatek, directors of the Company, are also directors of Grunewahl. Both directors abstained from voting at the directors' meetings of the Company and Grunewahl regarding the Acquisition. At the Company's annual general meeting of shareholders held on June 5, 2018, Joseph Dietrich, Chief Executive Officer, President and a director of Grunewahl was appointed to the board of directors of the Company. As a result of the foregoing, the Acquisition will not constitute an Arm's Length Transaction pursuant to the policies of the TSX-V.

#### Management and Board

The Company has a strong and diverse team with wide ranging experience, including that in oil and gas and cannabis. This team includes Stanley J. Swiatek, Chief Executive Officer and a director, Craig Kolochuk, President, Jeff Swainson, Chief Financial Officer, Tara Johnson-Ouellette, Vice President, Compliance and Regulatory Affairs, Dan Wilson, Vice President, Oil and Gas and Chairman of the board of directors, and Sony Gill, Corporate Secretary. In addition to Messrs. Swiatek and Wilson, the board of directors includes William Macdonald and Joseph Dietrich.

Mr. Swiatek is the former Chief Executive Officer and a current member of the board of directors of Sundial Growers. Mr. Swiatek was an early Applicant (78th) under the ACMPR. Mr. Swiatek is a founder of Sundial Growers and was instrumental in building it into the second largest Licensed Producer in Alberta, with operations also in British Columbia. Mr. Swiatek is a stakeholder that worked with the Alberta Provincial Government Cannabis Roundtable, as well as the Health Canada Cannabis Roundtable. He has over 40 years' experience in construction, development and commercial greenhouse agricultural

operations. In December 2017, Mr. Swiatek joined the board of directors of Grunewahl. In March 2018, Mr. Swiatek joined the board of directors of the Company.

Mr. Kolochuk has 20 years of experience in the Canadian oil and gas industry, holding roles in land, business development, acquisitions and divestitures, and management. He was a co-founder of Cardinal Energy Ltd. and played a significant role in acquiring over \$800 million of high quality oil and gas assets, ultimately building a publicly traded, dividend paying entity with a market capitalization of nearly \$1 billion at its peak.

Mr. Swainson has 10 years of public company accounting, finance, business development and capital markets experience. He began his career with an international accounting firm and, after receiving his Chartered Accountant designation, transitioned into the oil and gas industry. Mr. Swainson was most recently the Chief Financial Officer and Corporate Secretary of a high growth Montney focused exploration and production company, which grew to a market capitalization of approximately \$400 million at its peak.

Mrs. Johnson-Ouellette has 20 years of experience in regulatory and compliance, project execution, and business process management. She has spent most of her career in the oil and gas industry, predominantly with start-up companies. She transitioned into the cannabis space in late 2015, working as Manager of Operations for Sundial Growers.

Mr. Wilson was Chief Executive Officer of the Company from March 2010 to April 2018. Prior thereto, he was President and Chief Executive Officer of Alexander Energy Ltd. Mr. Wilson brings to the Company extensive governance, oil and gas, start-up and transaction experience.

Mr. Gill is a partner at McCarthy Tétrault LLP, a national law firm. Mr. Gill has dealt with all aspects of a public and private company's creation, growth, restructuring and value maximization. Mr. Gill has extensive experience in the negotiation, structuring and consummation of a broad range of corporate finance, securities and mergers and acquisitions. He serves on the board of directors of, and acts as corporate secretary to, numerous public and private companies. Mr. Gill was acknowledged as a Top 40 Under 40 by Lexpert.

Mr. Macdonald is an oil and gas start-up specialist who has invested in and tracked over 60 private start-ups. He is the Vice President, Corporate Development and a director of Target Capital Inc., a cannabis-focused investment company, a director of Grunewahl and a director of Inner Spirit. He is also the President of Bilmac Resources Ltd., an oil and gas consulting firm that provides land management support to various clients and specializes in the capitalization of private oil and gas start-up companies. Mr. Macdonald has over thirty years of petroleum land management experience in Western Canada.

Mr. Dietrich has been the Chief Executive Officer and a director of Grunewahl since June 2017; a director and Vice President of Concrest Corporation Ltd. since 1985; a director and President of Peqaa Ventura Inc. since November 2012; and a director and Vice President of Locrain Resources Inc. since 2011.

Sponsorship of a "Change of Business" transaction is required by the TSX-V unless exempt therefrom in accordance with the TSX-V's policies or unless the TSX-V provides a waiver. The Company intends to apply for a waiver from the sponsorship requirements pursuant to the policies of the TSX-V. If the waiver is not granted by the TSX-V, then the Company would be required to engage a sponsor or will seek an exemption from the sponsorship requirement.

## **Option Grant**

The Company announces that, pursuant to the terms and conditions of its stock option plan, it has granted 850,000 stock options to purchase Common Shares to Joseph Dietrich, a director of the Company. The options expire five years from the date of grant and are exercisable at a price of \$0.185 per Common Share. The options vest as to one third on the grant date and one third on each of the first and second anniversaries of the grant date.

## About SugarBud Craft Growers Corp.

SugarBud is a Calgary based emerging cannabis and oil and natural gas company engaged in the development, acquisition and production of cannabis and natural gas and crude oil reserves in Alberta.

For further information regarding this news release, please contact:

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### **Forward Looking and Cautionary Statements**

Completion of the Transactions is subject to a number of conditions, including but not limited to, TSX-V acceptance and if applicable, disinterested shareholder approval. Where applicable, the Transactions cannot close until the required shareholder approval is obtained. There can be no assurance that the Transactions will be completed as proposed or at all. Investors are cautioned that, except as disclosed in the filing statement to be prepared in connection with the Transactions, any information released or received with respect to the Transactions may not be accurate or complete and should not be relied upon. Trading in the securities of the Company should be considered highly speculative. The TSX Venture Exchange Inc. has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this news release.

This news release may include forward-looking statements including opinions, assumptions, estimates, the Company's assessment of future plans and operations, and, more particularly, statements concerning the resumption of trading of the Common Shares, the Name Change, including changes to the listing of the Common Shares on the TSX-V as a result thereof, the completion of the transactions contemplated by the Investment Agreement and Strategic Alliance Agreement and the Acquisition. When used in this document, the words "will," "anticipate," "believe," "estimate," "expect," "intent," "may," "project," "should," and similar expressions are intended to be among the statements that identify forward-looking statements. The forward-looking statements are founded on the basis of expectations and assumptions

made by the Company which include, but are not limited to, the timing of the receipt of the required regulatory and third party approvals, as well as the satisfaction of other conditions pertaining to the completion of the Investment Agreement, Strategic Alliance Agreement and the Amalgamation Agreement. Forward-looking statements are subject to a wide range of risks and uncertainties, and although the Company believes that the expectations represented by such forward-looking statements are reasonable, there can be no assurance that such expectations will be realized. Any number of important factors could cause actual results to differ materially from those in the forward-looking statements including, but not limited to: shareholder, regulatory and third party approvals not being obtained in the manner or timing anticipated; the ability to implement corporate strategies; the state of domestic capital markets; the ability to obtain financing; changes in general market conditions; industry conditions and events; the size of the medical marijuana market and the recreational marijuana market; government regulations, including future legislative and regulatory developments involving medical and recreational marijuana; competition from other industry participants; and other factors more fully described from time to time in the reports and filings made by the Company with securities regulatory authorities.

Except as required by applicable laws, the Company does not undertake any obligation to publicly update or revise any forward-looking statements.

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

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