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Medical Cannabis Company INDIVA to List on TSX Venture Exchange
Signs Binding Letter of Intent for RTO with Rainmaker Resources

LONDON, ON AND VANCOUVER, BC– (Thursday June 1, 2017): INDIVA Corporation. (“INDIVA” or the “Company”), a London, Ontario based cannabis company focused on obtaining its Cultivation License pursuant to Health Canada’s Access to Cannabis for Medical Purposes Regulations (“ACMPR”), today announced that it has signed a binding Letter of Intent with Rainmaker Resources Ltd. (“Rainmaker”) (TSX-V:RIR) pursuant to which the parties will complete a reverse takeover and change of business transaction (the “Transaction”) on the TSX Venture Exchange (the “Exchange”).

INDIVA recently completed construction of its state-of-the-art production facility in London, Ontario, along Canada’s largest highway. INDIVA applied for a license to cultivate and sell medical cannabis under the ACMPR, diligently advancing through the various stages of Health Canada’s process since its initial application submission in September 2013. INDIVA received its Pre-License Inspection Letter in March 2017 and, in May 2017, requested a Pre-License Inspection (“PLI”) from Health Canada, which is expected to take place this quarter.

The Transaction will be accompanied by a \$15 million equity financing (see below) which is intended, in part, to fund the expansion of INDIVA’s facility by an additional 26,000 sq. ft. Upon completion, INDIVA’s facility will comprise 36,000 sq. ft. inclusive of 23,000 sq. ft. of grow space, subject to receipt of necessary Health Canada approvals.

INDIVA LISTING - PROPOSED TRANSACTION

Pursuant to the Transaction, Rainmaker will acquire 100% of the issued and outstanding shares of INDIVA for an aggregate purchase price of approximately \$30.5 million, to be satisfied through the issuance of Rainmaker common shares at an ascribed value of \$0.75 (post a proposed 10.88 : 1 consolidation of Rainmaker shares).

\$15-MILLION PRIVATE PLACEMENT - EXPANSION FINANCING

In conjunction with its proposed Exchange listing, INDIVA plans to conduct a concurrent financing for \$15 Million of subscription receipts at a price of \$0.75 per subscription receipt (the “**Offering**”), which will be automatically converted into 20,000,000 common shares of the resulting issuer (post-consolidation) upon closing of the Transaction, subject to certain conditions including INDIVA’s receipt of a Cultivation License from Health Canada. Sunel Securities has been engaged as lead agent and is expected to form a syndicate of investment banks to participate in the Offering. As noted above, the Company intends to use a portion of the Offering proceeds in order to expand production capacity at its state-of-the-art facility in London, Ontario.

INTERIM FINANCING

Prior to completing the Transaction, INDIVA plans to complete an up to \$2.1 million convertible debenture financing (the “Convertible Debenture”), which funds are intended to cover interim capital and operating costs, allowing INDIVA to commence planning its facility expansion. Upon completion of the Transaction, the Convertible Debenture will automatically convert into common shares in the capital of the resulting issuer at the Offering price.

CAPITALIZATION OF INDIVA POST-TRANSACTION AND FINANCINGS

The anticipated *pro forma* capitalization of INDIVA after giving effect to the Transaction and related financings is set forth below:

	SHARES	PRICE	VALUE	%
INDIVA	40,740,000	\$0.75	\$30,555,000	62.8%
CONCURRENT EQUITY FINANCING	20,000,000	\$0.75	\$15,000,000	30.8%
CONVERTIBLE DEBENTURE FINANCING	2,800,000	\$0.75	\$2,100,000	4.3%
RAINMAKER	1,333,333	\$0.75	\$1,000,000	2.1%
TOTAL	64,873,333	\$0.75	\$48,655,000	100.0%

Note: Figures presented giving effect to the 10.88 : 1 consolidation of Rainmaker common shares.

LEADERSHIP TEAM

INDIVA'S leadership team includes the following seasoned executives:

Niel Marotta, President, CEO, Director, Founder: Niel was a top performing fund manager at a prominent US firm, where he managed a portfolio of over \$1 Billion across several industries. He also served as Vice President for a TSX listed natural resource focused company. Subsequently, Niel worked as an investment banker, and has been involved in financings and M&A transactions exceeding \$1 Billion. Niel is a graduate of McGill University's commerce program.

Koby Smutylo, Chief Legal and Business Development, Director, Founder: Koby is a seasoned lawyer with experience on Bay St., before establishing a boutique business law firm in Ottawa. Koby has acted as counsel to private and public companies. Most recently, Koby acted as lead counsel for an ACMPR cannabis producer which received full approval from Health Canada. Koby is a graduate of Western Law School.

Jennifer Welsh, CFO: Jennifer is a Chartered Professional Accountant (CA) who previously led a global finance team for nearly eight years as Corporate Controller of a TSX listed company. She subsequently provided accounting and finance services to companies in a variety of industries including a publicly traded Licensed Cannabis Producer, where she developed their annual budget and internal reporting programs. Jennifer received her B.Comm. (Accounting) from Carleton University in Ottawa.

John McCluskey, Vice President, Regulatory Affairs: John has acted as a consultant on over 30 ACMPR applications to Health Canada, including several Licensed Producers. Most recently, John was Director of Regulatory Affairs at NHP Consulting, an international regulatory consulting firm specializing in government compliance for marketed health products. John was previously a Manager at PharmEng Technology, a full service consulting firm serving pharmaceutical and biotechnology companies internationally, including advising regarding the production of vaccines. In addition, John was a Director, Quality Assurance and Regulatory Affairs for natural health products company, Seroyal International. John graduated from Laurentian University with a B.Sc. specializing in both Biology and Chemistry. John also holds a post-secondary diploma from Toronto Institute of Pharmaceutical Technology.

Upon closing of the Transaction, the foregoing individuals are intended to become the senior management team of the resulting issuer. The board of directors of the resulting issuer is expected to include Niel Marotta, Koby Smutylo, and three other nominees of INDIVA acceptable to the Exchange, at least two of whom are "independent" of the resulting issuer within the meaning of National Instrument 52-110 – *Audit Committees*.

ADVISORS

In connection with the Transaction, Rainmaker has retained Sunel Securities as lead agent and financial advisor, and Bennett Jones LLP as legal counsel.

RAINMAKER – PROPOSED CORPORATE CHANGES

Subject to receipt of shareholder approval at a special meeting to be called in connection with the Transaction, Rainmaker intends to (a) change its name to "INDIVA Corporation" (or such other name as may be designated by INDIVA and accepted by the Exchange), (b) consolidate its outstanding common shares on a 10.88 : 1 basis, and (c) complete a continuance from British Columbia to Ontario under the *Business Corporations Act* (Ontario) as its business will be headquartered in London, Ontario.

SPONSORSHIP AND TRADING HALT

Rainmaker intends to seek an exemption from sponsorship in reliance on the Offering. There is no assurance that such exemption will be granted.

Trading in the shares of Rainmaker is presently halted. It is anticipated that shares of Rainmaker will remain halted until the conclusion of the Transaction.

CONDITIONS

The Transaction is intended to take place by way of an amalgamation, arrangement, share exchange or other similar form of business combination transaction. Once the structure is determined, the binding letter of intent will be superseded by a definitive agreement between INDIVA and Rainmaker, and the parties will announce the signing of such definitive agreement and its principal terms by news release.

The Proposed Transaction will be considered a Change of Business and Reverse Takeover for Rainmaker, as such terms are defined in Exchange Policy 5.2. Upon closing of the Transaction, Rainmaker is expected to cease any further investment in the mineral resource sector and divest of its existing mining interests where practicable.

The Transaction is an arm's length transaction.

It is expected that the resulting issuer, after completion of the Transaction, will qualify for listing on the Exchange as a Tier 1 or Tier 2 Life Sciences Issuer.

The completion of the Transaction is subject to a number of conditions, including (i) approval of the Exchange, (ii) negotiation and execution of a definitive agreement between Rainmaker and INDIVA; (iii) completion of satisfactory due diligence by each of Rainmaker and INDIVA, including receipt by INDIVA of its Cultivation License from Health Canada; (iv) approval of the Transaction and related matters by the shareholders of each of Rainmaker and INDIVA; and (v) completion of the Offering for gross proceeds of \$15 million or such other amount as may be agreed by the parties. There can be no assurance that the Transaction will be completed as proposed or at all.

Subject to satisfying the various conditions to closing, the parties anticipate completing the Transaction on or before October 31, 2017.

CONTACT INFORMATION

INDIVA

Niel Marotta, CEO

Phone: 613-883-8541

Email: Niel@indiva.ca

RAINMAKER

Chris Healey, CEO

Phone: 1-778-996-1810

Email: cmhealey@shaw.ca

DISCLAIMER & READER ADVISORY

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) has in any way passed upon the merits of the Transaction and neither of the foregoing entities accepts responsibility for the adequacy or accuracy of this release or has in any way approved or disapproved of the contents of this press release.

Certain statements contained in this press release constitute forward-looking information. These statements relate to future events or future performance. The use of any of the words "could", "intend", "expect", "believe", "will", "projected", "estimated" and similar expressions and statements relating to matters that are not historical facts are intended to identify forward-looking information and are based on the parties' current belief or assumptions as to the outcome and timing of such future events. Actual future results may differ materially. In particular, this release contains forward-looking information relating to the intention of the parties to complete the Transaction. Various assumptions or factors are typically applied in drawing conclusions or making the forecasts or projections set out in forward-looking information. Those assumptions and factors are based on information currently available to the parties. The material factors and assumptions include the parties being able to obtain the necessary corporate, regulatory and other third parties approvals; licensing and other risks associated with regulated ACMPR entities; and completion of satisfactory due diligence. The forward looking information contained in this release is made as of the date hereof and the parties are not obligated to update or revise any forward looking information, whether as a result of new information, future events or otherwise, except as required by applicable securities laws. Because of the risks, uncertainties and assumptions contained herein, investors should not place undue reliance on forward looking information. The foregoing statements expressly qualify any forward-looking information contained herein.

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