Metron Capital Corp.

METRON ANNOUNCES DEFINITIVE AGREEMENT WITH INEO

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November 6, 2019

VANCOUVER, British Columbia, November 6, 2019: Metron Capital Corp. (TSXV: MCN) ("**Metron**" or the "**Company**") is pleased to announce, further to its news release of September 19, 2019, that it has entered into a Share Exchange Agreement (the "**Agreement**") with INEO Solutions Inc. ("**INEO**"), a private British Columbia corporation, and all of the shareholders of INEO, pursuant to which Metron will acquire all of the issued and outstanding shares of INEO (the "**Proposed Transaction**") in exchange for common shares of Metron. Upon completion of the Proposed Transaction, Metron will continue on with the business of INEO as a Tier 2 technology issuer, with INEO as its operating subsidiary (the Company after the Proposed Transaction being referred to herein as the "**Resulting Issuer**").

In addition, the Company would like to announce that effective October 23, 2019, the Issuer disposed of its last remaining exploration mineral asset, an option to acquire a 100% interest in the South Big Smoky Property located in Esmeralda County, Nevada, USA pursuant to an option agreement dated December 2, 2016.

Summary of the Proposed Transaction

The Proposed Transaction will be effected by way of a share exchange, pursuant to which Metron will acquire all of the issued and outstanding shares of INEO (the "**INEO Shares**"), in exchange for post-consolidated common shares of Metron (each, a "**Metron Share**") and INEO will become a subsidiary of Metron. Pursuant to the Proposed Transaction, Metron will issue to shareholders of INEO 1.75863880 Metron Shares for each INEO Share held, such that approximately 19,626,409 Metron Shares will be issued at a deemed issue price of $0.35 per Metron Share, based on a total of 11,160,000 INEO Shares outstanding as of the date hereof. The Company will also issue to existing option holders of INEO in exchange for their INEO options an aggregate of 175,863 options to purchase common shares of the Resulting Issuer ("**Resulting Issuer Shares**") at a price of $0.0888 per Resulting Issuer Share.

Prior to the closing of the Proposed Transaction, the Company will (i) complete a consolidation of all the issued and outstanding Metron Shares on a 1.6191 old for one new basis (the "**Consolidation**"), such that it will have approximately 12,798,721 Metron Shares issued and outstanding immediately post-Consolidation, and (ii) change its name to "INEO Solutions Inc." or such other name as agreed by the parties (the "**Name Change**").

In connection with the Proposed Transaction, Metron will complete a non-brokered private placement of subscription receipts ("**Subscription Receipts**") at a price of CAD $0.35 per Subscription Receipt for a minimum amount of aggregate gross proceeds of CAD $3,000,000 (the "**Concurrent Financing**"). The Concurrent Financing is expected to close on or before November 30, 2019. Each Subscription Receipt will, upon closing of the Proposed Transaction, automatically convert into one post-Consolidation Metron Share for no additional consideration. In connection with the Concurrent Financing, Metron will issue to certain eligible finders up to 3,923,826 finder's warrants, exercisable to obtain Resulting Issuer Shares at $0.35 per Resulting Issuer Share.

The Proposed Transaction is subject to, among other things, receipt of the approval of the TSX Venture Exchange (the "**Exchange**") and standard closing conditions, including the conditions described below.

The Proposed Transaction will constitute a Reverse Takeover of Metron pursuant to Policy 5.2 – *Changes of Business and Reverse Takeovers* of the Exchange.

Certain of the Metron Shares to be issued pursuant to the Proposed Transaction are expected to be subject to restrictions on resale or escrow under the policies of the Exchange, including the securities to be issued to "Principals" (as defined under Exchange policies), which will subject to the escrow requirements of the Exchange.

None of the securities to be issued pursuant to the Proposed Transaction have been or will be registered under the United States Securities Act of 1933, as amended, or any state securities laws, and any securities issued pursuant to the Proposed Transaction are anticipated to be issued in reliance upon available exemptions from such registration requirements. This press release does not constitute an offer to sell or the solicitation of an offer to buy any securities.

Conditions to the Proposed Transaction

The Proposed Transaction is subject to certain conditions, including but not limited to, completion of the Concurrent Financing, Name Change and Consolidation, employment agreements being entered into with key members of management, receiving all necessary regulatory and third party approvals, the Proposed Transaction being effective on or prior to December 31, 2019, no material adverse effect occurring to the business of Metron or INEO; the satisfaction of obligations under the Agreement relating to each of the parties, the delivery by each of the parties of standard closing documents, and the Exchange being satisfied that after completion of the Acquisition the Resulting Issuer will satisfy the Exchange's minimum listing requirements in order to become a Tier 2 Technology Issuer.

The parties will be seeking a waiver from the Exchange of any requirement for a sponsor, but in the event a waiver is not available, will seek a sponsorship relationship for this Proposed Transaction with an Exchange member firm.

The shares of Metron were halted effective September 19, 2019 and will remain halted until the completion of the Proposed Transaction.

The Resulting Issuer – Summary of Proposed Directors and Officers

As disclosed in the Company's press release of September 19, 2019, the board of the Resulting Issuer will consist of three nominees of the management of INEO and two nominees of the management of Metron as constituted prior to the Proposed Transaction. The Chief Executive Officer of the Resulting Issuer will be Mr. Kyle Hall and the President of the Resulting Issuer shall be Mr. Greg Watkin. On behalf of Metron Capital Corp., the two nominee directors will be Mr. Gurminder Sangha and Mr. James Taylor. Mr. Jurgen Wolf, the current Chief Financial Officer of Metron, will continue on as the Chief Financial Officer of the Resulting Issuer.

The third director to be nominated by INEO will be disclosed in a follow-up news release.

About INEO

INEO is a private company incorporated under the laws of Province of British Columbia. INEO is transforming the front entrances of retailers and other public places with its INEO Retail Welcoming Systems (TM pending). INEO's patented technology integrates high-resolution, advertising-ready screens onto an advanced theft-detection sensor system which is installed at the front entrance of retail locations. INEO's trusted security gates replace antiquated anti-shoplifting or loss prevention systems and are proven products in deterring and catching shoplifters. In addition, INEO's security gates incorporate high definition camera technology which captures video surveillance to record any incidences or security breaches. While INEO brings store entrance security to a new level, the company's cloud-based servers deliver targeted ads, informing consumers about products, sales, in-store experiences and specials. Furthermore, INEO provides retailers with a wealth of data related to store traffic and machine learning powered advanced analytics.

Additional information in connection with the Proposed Transaction will be provided in subsequent press releases.

On behalf of the Board of Directors of Metron Capital Corp.

Gurminder Sangha, President and CEO

Neither the 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 news release.

Reader Advisory

There can be no assurance that the Proposed Transaction 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 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 the Resulting Issuer should be considered highly speculative.

Except for statements of historical fact, this news release contains certain “forward-looking information” within the meaning of applicable securities law. In particular, forward-looking information in this press release includes, but is not limited to, statements with respect to timing and completion of the Concurrent Financing and the Proposed Transaction.

In connection with the forward-looking information contained in this news release, Metron has made numerous assumptions regarding, among other things: TSXV approval for planned transactions, and the ability to complete the transactions as contemplated herein. While Metron considers these assumptions to be reasonable, these assumptions are inherently subject to significant uncertainties and contingencies.

Additionally, there are known and unknown risk factors which could cause Metron’s actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information contained herein. Known risk factors include, among others: regulatory approval may not be obtained on a timely basis, or at all; general economic conditions in Canada, the United States and globally; industry conditions; unanticipated operating events; competition for and/or inability to retain services and inputs; the availability of capital on acceptable terms; the need to obtain required approvals from regulatory authorities; stock market volatility; volatility in market prices for commodities; changes in tax laws and incentive programs. A more complete discussion of the risks and uncertainties facing Metron is disclosed Metron's continuous disclosure filings with Canadian securities regulatory authorities at www.sedar.com. All forward-looking information herein is qualified in its entirety by this cautionary statement, and Metron disclaims any obligation to revise or update any such forward-looking information or to publicly announce the result of any revisions to any of the forward-looking information contained herein to reflect future results, events or developments, except as required by law.