

Graphene 3D Lab Inc. acquires Graphene Laboratories, Inc.

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VANCOUVER and NEW YORK, NY, Aug. 13, 2015 /CNW/ - Graphene 3D Lab Inc. (TSXV: GGG) (OTCQB: GPHBF) ("**Graphene 3D**" or the "**Company**") announces that it has entered into a non-arm's length share exchange agreement dated August 12, 2015 (the "SEA") to acquire all of the issued and outstanding shares of Graphene Laboratories Inc. ("GLI"). GLI is incorporated under the laws of the Commonwealth of Massachusetts, and is controlled and managed by Daniel Stolyarov and Elena Polyakova, insiders of Graphene 3D. GLI is active in the business of the manufacture and worldwide distribution of nanocarbon and graphene products. GLI is in the midst of completing its audited financial statements. For the last fiscal year ending December, 2014, GLI recorded annual revenues of in excess of USD \$1,000,000 and was cash flow positive. Moreover, GLI has no material debt, and only trade creditors.

Graphene Laboratories Inc., a leader in manufacturing and retailing of graphene and advanced materials owns the Graphene Supermarket®, www.graphene-supermarket.com, a leading supplier of such products to customers around the globe. Graphene Laboratories client list is comprised of more than 8,000 customers worldwide, including nearly every Fortune 500 tech company and major research university. Some notable clients are: NASA, Ford Motor Co., GE, Apple, Xerox, Samsung, Harvard University, IBM and Stanford University.

Graphene Laboratories also holds a provisional patent relating to the manufacture and processing of graphene. In its most pure form, graphene is a single atomic layer of carbon atoms. Graphene is currently available in the market at various grades, with performance characteristics such as mechanical strength, and conductivity improving with fewer atomic layers. Graphene Laboratories patented manufacturing process provides proof of concept to allow for a low-energy, chemical-free manufacture designed to achieve high-grade graphene material at a projected industry leading low cost. Graphene Laboratories has begun planning on a two-phased development program to advance this manufacturing process from bench-top prototype to a large-scale manufacturing operation.

In addition to the retail offering of graphene products, GLI offers analytical services, prototype development and consulting. The addition of GLI's business and graphene product lines will complement and expand the Company's existing business of research, development and production of polymer nanocomposite graphene-based filaments for fused filament fabrication in 3D printers. Graphene Laboratories will operate as a wholly-owned subsidiary of Graphene 3D Lab.

Pursuant to the SEA, the Company will acquire all of the issued and outstanding common shares of GLI by the issuance of up to 3.8 million common shares (the "Exchanged Shares") of the Company (representing approximately 8% of the then total issued shares) to the shareholders of GLI (the "Share Exchange"). A total of 345,500 Exchanged Shares will be issued at closing with a four month and a day hold restriction from the date of closing (the "Closing Date"), a further 600,000 Exchanged Shares will be issued at closing and made subject to automatic releases every 6 months over the next 36 months from the Closing Date. The balance of the 2,854,500 Exchanged Shares will be issued on the basis of one share for every \$0.60 in cumulative cash flow generated from the operations of GLI over up to the next 5 fiscal years of the Company. The terms of the Share Exchange are subject to confirmation by a fairness opinion prepared by an independent business valuator, an audit of GLI's financial statements, the approval of the independent directors of the Company, and the acceptance for filing by the TSX Venture Exchange.

Daniel Stolyarov, a director, President & CEO of the Company, and Elena Polyakova, a director and COO of the Company each currently own 7,161,212 common shares of the Company (representing 16.5% of the issued shares each). Upon completion of the SEA and assuming the issuance of all Exchanged Shares, Daniel Stolyarov will own an additional 1,689,250 common shares of the Company (or then hold a total of 8,850,462 shares, representing 18.8% of the total issued shares), and Elena Polyakova will own an additional 1,765,250 common shares of the Company (or then hold a total of 8,926,462 shares, representing 18.9% of the total issued shares), which they intend to hold for investment purposes.

There will be no change in the board of directors of the Company, but Elena Polyakova will be appointed the Co-CEO, together with Daniel Stolyarov, the current President & CEO of the Company.

About Graphene 3D

Graphene 3D is BC company whose common shares are listed on the TSX Venture Exchange, which owns all of the issued and outstanding shares of Graphene 3D Lab (U.S.) Inc. ("Graphene US"), a private Delaware corporation, organized on September 3, 2013. Graphene US is in the business of developing, manufacturing, and marketing proprietary polymer nanocomposite graphene-based materials for various types of 3D printing, including fused filament fabrication as well as the design, manufacture and marketing of three-dimensional printers and products for worldwide customers, including in the aerospace and automotive industries, manufacturers of medical prosthetics and the military. Graphene 3D currently has four US patent applications pending for its technology. For more information on Graphene 3D, visit www.graphene3dlab.com

FORWARD LOOKING INFORMATION

This press release contains forward-looking statements and information that are based on the beliefs of management and reflect the Company's current expectations. When used in this press release, the words "estimate", "project", "projected", "low-cost", "low-energy", "chemical-free", "fewer", "belief", "anticipate", "intend", "expect", "plan", "predict", "may" or "should" and the negative of these words or such variations thereon or comparable terminology are intended to identify forward-looking statements and information. The forward-looking statements and information in this press release includes information relating to the Transaction (including the anticipated date which the Company's common shares will commence trading on the Exchange). Such statements and information reflect the current view of the Company with respect to risks and uncertainties that may cause actual results to differ materially from those contemplated in those forward-looking statements and information.

By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, or other future events, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, the following risks: risks associated with the completion of the Transaction and matters relating thereto; and risks associated with the marketing and sale of securities, the need for additional financing, reliance on key personnel, the potential for conflicts of interest among certain officers or directors with certain other projects, and the volatility of the Company's common share price and volume. Forward-looking statements are made based on management's beliefs, estimates and opinions on the date that statements are made and the Company undertakes no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change. Investors are cautioned against attributing undue certainty to forward-looking statements.

There are a number of important factors that could cause the Company's actual results to differ materially from those indicated or implied by forward-looking statements and information. Such factors include, among others, risks related to Graphene 3D's proposed business such as failure of the business strategy, stable supply prices, demand and market prices for 3D printing products, and government regulation; risks related to Graphene 3D's operations, such as additional financing requirements and access to capital, reliance on key and qualified personnel, insurance, competition, intellectual property and reliable supply chains; risks related to Graphene 3D and its business generally such as potential exposure to tax under Canadian and US income tax laws, laws and regulations relating to cross-border mergers and acquisitions, infringement of intellectual property rights, product liability, environmental protection, currency exchange rates and conflicts of interest.

The Company cautions that the foregoing list of material factors is not exhaustive. When relying on the Company's forward-looking statements and information to make decisions, investors and others should carefully consider the foregoing factors and other uncertainties and potential events. The Company has assumed a certain progression, which may not be realized. It has also assumed that the material factors referred to in the previous paragraph will not cause such forward-looking statements and information to differ materially from actual results or events. However, the list of these factors is not exhaustive and is subject to change and there can be no assurance that such assumptions will reflect the actual outcome of such items or factors. While the Company may elect to, it does not undertake to update this information at any particular time.

THE FORWARD-LOOKING INFORMATION CONTAINED IN THIS PRESS RELEASE REPRESENTS THE EXPECTATIONS OF THE COMPANY AS OF THE DATE OF THIS PRESS RELEASE AND, ACCORDINGLY, IS SUBJECT TO CHANGE AFTER SUCH DATE. READERS SHOULD NOT PLACE UNDUE IMPORTANCE ON FORWARD-LOOKING INFORMATION AND SHOULD NOT RELY UPON THIS INFORMATION AS OF ANY OTHER DATE. WHILE THE COMPANY MAY ELECT TO, IT DOES NOT UNDERTAKE TO UPDATE THIS INFORMATION AT ANY PARTICULAR TIME EXCEPT AS REQUIRED IN ACCORDANCE WITH APPLICABLE LAWS.

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SOURCE Graphene 3D Lab Inc.

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