

REBEL CAPITAL INC. ENTERS INTO DEFINITIVE AGREEMENT FOR ACQUISITION OF PRIVATE ROYALTY COMPANY AS QUALIFYING TRANSACTION

January 30, 2020 – VANCOUVER, British Columbia – Rebel Capital Inc. (“**Rebel**” or the “**Company**”) (TSXV: RBL.P), a capital pool company, is pleased to announce that, further to its news release dated November 27, 2019 (the “**Initial NR**”), it has entered into a definitive business combination agreement, effective January 28, 2020 (the “**Definitive Agreement**”), with Electric Royalties Ltd. (“**Electric Royalties**”) and 1238383 B.C. Ltd. (“**Rebel Subco**”), a wholly-owned subsidiary of the Company, pursuant to which the Company will acquire all of the issued and outstanding shares in the capital of Electric Royalties (the “**Transaction**”). The Definitive Agreement replaces the letter of intent between the Company and Electric Royalties with respect to the Transaction, which was announced in the Company’s Initial NR.

Transaction Structure

In accordance with the terms of the Definitive Agreement, following the consolidation (the “**Consolidation**”) of the Company’s shares on a 2:1 basis, the Transaction will be effected by way of a “three-cornered” amalgamation (the “**Amalgamation**”), in which: (a) Rebel Subco will amalgamate with Electric Royalties to form an amalgamated company (“**Amalco**”); (b) all issued and outstanding shares of Electric Royalties will be exchanged for post-Consolidation shares of the Company on a 1:1 basis; and (c) Amalco will become a wholly-owned subsidiary of the Company. Upon completion of the Transaction, the Company will change its name to “Electric Royalties Ltd.” and will carry on the business carried on by Electric Royalties.

The completion of the Transaction is subject to requisite regulatory approval, including the approval of the TSX Venture Exchange (the “**TSXV**”), and a number of additional conditions precedent, including (i) completion of the Financing (as defined below); (ii) receipt of the requisite approval of the Company’s shareholders of the Consolidation; and (iii) receipt of the requisite approval of Electric Royalties shareholders of the Amalgamation. There can be no assurance that the Transaction will be completed on the terms proposed in the Definitive Agreement or at all.

The Financing

Prior to the completion of the Transaction, Rebel is expected to complete a private placement of a minimum of 20,000,000 subscription receipts (“**Subscription Receipts**”) at a price of \$0.25 per Subscription Receipt for aggregate gross proceeds to Rebel of a minimum of \$5,000,000 (the “**Financing**”). The Subscription Receipts will be issued pursuant to subscription agreements entered into by the Company and each of the subscribers. Each Subscription Receipt will be automatically converted, without payment of additional consideration or further action by the holder thereof, into one post-Consolidation share of the Company immediately before the completion of the Transaction upon the completion of the Amalgamation and the satisfaction of all other conditions precedent to the Transaction (collectively, the “**Conditions**”) at or before 5:00 p.m. (Vancouver time) on April 30, 2020 (the “**Deadline**”). In the event the Conditions are not satisfied on or prior to the Deadline, the Subscription Receipts will be cancelled and the aggregate subscription price paid by each of the subscribers will be returned to each of the subscribers. The Financing is expected to close on or before the Deadline, subject to, among other things, TSXV approval.

In connection with the Financing, the Company may pay a cash commission or finder’s fee equal to 6% of the gross proceeds from the Financing to certain parties designated by the Company. It is intended that the net proceeds from the Financing will be used for the acquisition of additional royalties, administrative costs and general working capital purposes following completion of the Transaction.

The securities offered have not been registered under the United States Securities Act of 1933, as amended, or any state securities law, and may not be offered or sold in the United States absent registration or an exemption from such registration requirements. This news release shall

not constitute an offer to sell or the solicitation of an offer to buy in the United States nor shall there be any sale of the securities in any State in which such offer, solicitation or sale would be unlawful.

Further details regarding the Transaction and Electric Royalties are disclosed in the Company's Initial NR.

General

Rebel will issue additional news releases relating to the Transaction, including information relating to the shareholders of Electric Royalties, summary financial information of Electric Royalties, and details of insiders of Rebel, as and when new information relating to the Transaction becomes available.

About Electric Royalties

Electric Royalties' focus is to acquire a portfolio of royalties over mining projects that will feed the increasing metal demand from the global electrification of cars and shift to rechargeable batteries and renewable energy. Production capacity of electric vehicles and batteries is slated to significantly increase over the next decade driving demand growth across several key commodities including copper, nickel, graphite, lithium, manganese, vanadium, tin and cobalt. Electric Royalties intends to focus on these "electric" metals with each of the targeted metals forecast to have significant supply deficits by 2025 with most targeted metals expected to have significant supply deficits by 2022.

Electric Royalties currently has a portfolio of 6 royalties under binding letter of intent pursuant to which Electric Royalties must satisfy certain conditions precedent in order to close the acquisition of the royalties, including completion of a C\$5,000,000 financing and a going public transaction.

Electric Royalties will focus predominantly on acquiring royalties on advanced stage projects as well as operating projects to build a diversified portfolio located in jurisdictions with low geopolitical risk.

About Rebel

Rebel is incorporated under the provisions of the *Business Corporations Act* (British Columbia) with its registered and head office in Vancouver, British Columbia. Rebel is a "reporting issuer" in the provinces of Ontario, British Columbia and Alberta. The Rebel shares are currently suspended from trading on the TSXV pending completion of a Qualifying Transaction.

For further information please contact:

Rebel Capital Inc.
Craig Lindsay Director
Email: craig@agcap.ca
Tel: 604-218-0550

Electric Royalties Ltd. contact:
Brendan Yurik
Email: Brendan.yurik@electricroyalties.com
Tel: +1 (604) 364-3540

Completion of the Transaction is subject to a number of conditions, including but not limited to, TSXV acceptance and if applicable pursuant to TSXV, majority of the minority 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 filing statement 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 a capital pool company should be considered highly speculative.

The TSXV has in no way passed upon the merits of the Transaction and has neither approved nor disapproved the contents of this press release.

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

Cautionary Statements Regarding Forward-Looking Information

This press release contains forward-looking information within the meaning of Canadian securities laws. Such information includes, without limitation, information regarding the terms and conditions of the Transaction. Although Rebel believes that such information is reasonable, it can give no assurance that such expectations will prove to be correct.

Forward looking information is typically identified by words such as: “believe”, “expect”, “anticipate”, “intend”, “estimate”, “postulate” and similar expressions, or are those, which, by their nature, refer to future events. Rebel cautions investors that any forward-looking information provided by Rebel is not a guarantee of future results or performance, and that actual results may differ materially from those in forward looking information as a result of various factors, including, but not limited to: Rebel's ability to complete the Transaction; the expected timing and terms of the Transaction and the related private placements; the state of the financial markets for Rebel's securities; the state of the natural resources sector in the event the Transaction is completed; recent market volatility; Rebel's ability to raise the necessary capital or to be fully able to implement its business strategies; and other risks and factors that Rebel is unaware of at this time. The reader is referred to Rebel's initial public offering prospectus for a more complete discussion of applicable risk factors and their potential effects, copies of which may be accessed through Rebel's issuer page on SEDAR at www.sedar.com.

The forward-looking statements contained in this press release are made as of the date of this press release. Rebel disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.