

Red River Capital Announces Proposed Qualifying Transaction

Calgary, Alberta, June 2, 2020 - Red River Capital Corp. (TSXV: XBT.P) ("Red River" or the "Corporation") is pleased to announce details concerning its proposed arm's length qualifying transaction (the "Proposed Transaction") involving a proposed business combination with 1739001 Alberta Ltd. o/a Bitcoin Solutions ("Bitcoin Solutions"), a private company incorporated under the laws of the Province of Alberta.

Established in 2013, Bitcoin Solutions is a leading cryptocurrency ATM machine operator in Canada with a national network of Bitcoin ATMs.

Red River entered into a letter of intent with Bitcoin Solutions dated June 1, 2020, pursuant to which Red River intends to acquire all of the issued and outstanding securities of Bitcoin Solutions (the "Bitcoin Solutions Securities"), effected by way of an exempt take-over bid, share exchange or similar transaction pursuant to the terms of a definitive agreement to be entered into by Red River and Bitcoin Solutions (the "Definitive Agreement"). For convenience, Red River as it will exist after completion of the Proposed Transaction, is sometimes referred to herein as the "Resulting Issuer".

In connection with the Proposed Transaction, it is anticipated that at least 80,000,000 Red River common shares will be issued to Bitcoin Solutions securityholders in exchange for their Bitcoin Solutions Securities. The Proposed Transaction values the Red River common shares at \$0.12 per share. It is estimated that there will be at least 85.6 million common shares of the Resulting Issuer issued and outstanding immediately following closing of the Proposed Transaction, with former Red River shareholders holding approximately 5% of such common shares and former Bitcoin Solutions securityholders holding approximately 95% of such common shares.

Closing of the Proposed Transaction is not subject to a financing condition, however Bitcoin Solutions may complete an equity financing prior to the closing of the Proposed Transaction at a price of no less than \$1.07 per Bitcoin Solutions share. The financing may be completed on a brokered or non-brokered basis, or a combination of the two. As of the date of this press release, no broker has been engaged by Bitcoin Solutions.

Upon completion of the Proposed Transaction, Red River will change its name to The Bitcoin Well Inc. Concurrent with the completion of the Proposed Transaction, it is expected that all directors and officers of Red River will resign and be replaced by Bitcoin Solutions nominees.

It is intended that the Proposed Transaction, when completed, will constitute the Corporation's "Qualifying Transaction" in accordance with Policy 2.4 of the TSX Venture Exchange (the "Exchange"). A more comprehensive news release will be issued by the Corporation disclosing details of the Proposed Transaction, including financial information respecting Bitcoin Solutions, the names and backgrounds of all persons who will constitute insiders of The Bitcoin Well, and information respecting sponsorship, once an agreement has been finalized and certain conditions have been met, including:

- i) approval of the Proposed Transaction by the board of directors of the Corporation;
- ii) satisfactory completion of due diligence; and
- iii) execution of the definitive agreement.

Shareholder approval is not required with respect to the Proposed Transaction under the rules of the Exchange. However, shareholder approval will be required to change the name of the Corporation. In the event a final agreement is not reached, the Corporation will notify shareholders. Trading in the common

shares of the Corporation has been halted and is not expected to resume trading until the Proposed Transaction is completed or until the Exchange receives the requisite documentation to resume trading. If the Proposed Transaction is completed the Corporation expects to be listed on the Exchange as a technology issuer.

For further information, please contact:

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Advisories

As noted above, completion of the Proposed Transaction is subject to a number of conditions, including but not limited to, Exchange, if applicable, majority of the minority shareholder approval, execution of the Definitive Agreement, receipt of all other authorizations and consents. The Proposed Transaction cannot close until the required approvals have been obtained. 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 continuous disclosure document containing full, true and plain disclosure regarding the Proposed Transaction required to be filed with the securities regulatory authorities having jurisdiction over the affairs of Red River, any information released or received with respect to the Proposed Transaction may not be accurate or complete and should not be relied upon. The trading in the securities of Red River on the Exchange should be considered highly speculative.

The TSX Venture Exchange Inc. has in no way passed on the merits of the Proposed Transaction and has neither approved nor disapproved the contents of this press release.

Forward-Looking Information Cautionary Statement

Certain statements contained in this press release constitute forward-looking information. These statements relate to future events or the Corporation's future performance. The use of any of the words "could", "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 Corporation's current belief or assumptions as to the outcome and timing of such future events. Actual future results may differ materially. In particular, the Corporation's stated use of proceeds, the structure of the Proposed Transaction, the total number of Red River Shares to be issued pursuant to the Proposed Transaction and its expectation as to the resumption of trading of the Common Shares on the Exchange is forward-looking information. Actual results and developments may differ materially from those contemplated by this forward-looking information. The Corporation disclaims any intention or obligation to publicly update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as may be expressly required by applicable securities laws.

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