Conscience Capital Inc. Enters into Letter of Intent to Complete Qualifying Transaction

Toronto, Ontario--(Newsfile Corp. - November 6, 2019) - Conscience Capital Inc. (TSXV: DGTL.P) ("**Conscience**" or the "**Company**") is pleased to announce that it has entered into a Letter of Intent (the **"LOI"**) with Hashoff LLC ("**Hashoff**" or the "**Target**"), a privately held artificial intelligence technologies company, pursuant to which Conscience proposes to acquire a 100% interest in Hashoff, and its wholly owned and proprietary technologies.

Conscience is a "capital pool company" under the policies of the TSX Venture Exchange (the "**Exchange**"). It is intended that the acquisition of Hashoff will constitute Conscience's "Qualifying Transaction" under the policies of the Exchange (the "**Qualifying Transaction**").

The LOI sets out certain non-binding understandings and binding agreements between Conscience and Hashoff and constitutes an agreement in principal with respect to the Qualifying Transaction pursuant to the polices of the Exchange. Further disclosure of the definitive terms of the Qualifying Transaction will be released by the Company following satisfactory completion of due diligence.

The Qualifying Transaction is expected to be Arms-Length, as defined under the policies of the Exchange. Approval from the shareholders of Conscience Capital is not expected to be required.

Proposed Financing

In conjunction with, or prior to, the closing of the Transaction, Conscience may undertake to complete on a "best efforts" basis a private placement of common shares in the capital of Conscience (the "**Private Placement**") on commercially reasonable terms. Partial proceeds of the Private Placement may be provided to the Target on, or immediately after, closing of the Transaction, subject to the working capital needs of the Target.

In addition, Conscience shall, at its own cost, and as soon as possible, retain an independent firm of auditors to commence preparation of audited annual financial statements (the "**Financial Statements**") for the Target's most recently completed financial year, and the immediately preceding years, as required, and in accordance with, International Financial Reporting Standards.

On behalf of the Board of Directors;

Michael Racic
Chief Executive Officer

About Conscience Capital Inc.

Conscience Capital Inc. is publicly traded on the Toronto Venture Stock Exchange under the symbol "DGTL.P". Conscience operates as a capital pool company focused on the identification and evaluation of businesses, and assets, with a view to completing a Qualifying Transaction.

For more information please contact;

Email - ir@consciencecapitalcorp.com
Toll free - 1 (877) TSX - DGTL

Canada - 100 King St. W. (First Canadian Place) Suite 6000, Toronto, ON M5X 1E2
USA - 85 Broad St. 28th Floor, New York, NY, 10004 - 2434

Or visit;
www.consciencecapitalcorp.com

About Hashoff LLC

Hashoff LLC is an enterprise level advertising technology company with proprietary artificial intelligence and machine learning software. Hashoff's 100% owned AI-ML technology is a full-service, turn-key NLP (Native Language Programming) platform, designed to empower global brands, and advertising agencies, by; identifying, optimizing, engaging, managing, and tracking, top ranked freelance social media content publishers, for hyper-localized brand influencer marketing campaigns. Hashoff's flagship solutions; *"IAM"* and *"Create Marketplace"* allow brands to; scan, identify, profile, prequalify, geo-locate, connect and command, top ranked social media content creators, in real time. Hashoff's SaaS (software-as-a-service) technologies are fully commercialized and currently serve numerous Fortune 500 level brands by providing them direct access to the new global gig-economy of over 140 million freelance content creators.

For more information please visit www.hashoff.com.

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 RELEASE.

Information set forth in this news release contains forward-looking statements. These statements reflect management's current estimates, beliefs, intentions and expectations; they are not guarantees of future performance. Conscience cautions that all forward-looking statements are inherently uncertain and that actual performance may be affected by a number of material factors, many of which are beyond Conscience's control. Such factors include, among other things: risks and uncertainties relating to Conscience's ability to complete the proposed Qualifying Transaction; and other risks and uncertainties. Accordingly, actual and future events, conditions and results may differ materially from the estimates, beliefs, intentions and expectations expressed or implied in the forward-looking information. Except as required under applicable securities legislation, Conscience undertakes no obligation to publicly update or revise forward-looking information.

Completion of the transaction is subject to conditions, including but not limited to, Exchange acceptance and if applicable pursuant to Exchange Requirements, 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 TSX Venture Exchange has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.

A halt in trading shall remain in place until after the Qualifying Transaction is completed or such time that acceptable documentation is filed with the TSX Venture Exchange.

Conscience Capital Inc.