

Good2Go2 Corp.

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Good2Go2 Announces Proposed Qualifying Transaction with Canadian Teleradiology Services, Inc.

TORONTO, June 29, 2020 (NEWSWIRE) -- **Good2Go2 Corp.** (TSX-V: GOAL.P) ("**G2G2**" or the "**Company**") is pleased to announce that it has entered into a conditional letter of intent (the "**LOI**") effective June 24, 2020, to complete a qualifying transaction (the "**Acquisition**") pursuant to which the Company will, directly or indirectly, acquire all of the issued and outstanding securities of Canadian Teleradiology Services, Inc. ("**CTS**"), an arm's length Canadian company whose principal business activity is providing teleradiology services (medical imaging procedures using computer-processed combinations and computed tomography via secured remote interface) to client hospitals, using licensed IT platforms and hosted servers.

The Acquisition may be structured as a three-cornered amalgamation, share exchange, plan of arrangement or other similarly structured transaction as may be agreed upon by the parties, and effectively a reverse takeover transaction whereby CTS will ultimately be acquired by the Company in accordance with the rules and policies of the TSX Venture Exchange (the "**Exchange**"). The Company intends that the Acquisition will constitute its Qualifying Transaction (as such term is defined in the policies of the Exchange). For the purposes of the Acquisition, it is intended that the securityholders of CTS will receive 27,275,000 common shares on a post-consolidated basis (as defined below) of the Company (the "**G2G2 Shares**"), in exchange for 100% of the securities of CTS (the "**CTS Shares**").

Upon successful completion of the Acquisition, it is anticipated that the Company will be listed on the Exchange as a tier 2 industrial technology issuer. For convenience, the Company, after the completion of the Acquisition, is referred to herein as the "**Resulting Issuer**".

CTS

CTS was incorporated on October 15, 2004, under the *Canada Business Corporations Act*

CTS is in the telehealth services business as it provides Teleradiology services to Canadian hospitals. CTS services include, but are not limited to, reading medical imaging procedures using computer-processed combinations computed tomography scan, "CT", Magnetic Resonance Imaging "MRI", Ultra Sound, and X-ray on an around the clock basis providing reporting and workflow solutions via secured server according to client hospital needs. Teleradiology is the process of providing remote off site reading of radiology scans. Hospital staff can scan their emergency room patients, then page the CTS radiologist on call, who can then remotely view, via secured server, the images and diagnose the patient and provide a report back to the hospital.

Teleradiology is the next level of patient care that assists small urban and rural hospitals to be connected with 24/7 care, ensuring even small communities receive the same care that large urban hospitals receive.

The principal shareholders of CTS are Mitchell Geisler, CTS's Chief Executive Officer, Robert Landau, CTS's Chief Financial Officer and Medical Imaging Corp., a Nevada company ("Medical Imaging") controlled by Mitchell Geisler and Robert Landau.

Good2Go2 Corp.

G2G was incorporated under the *Business Corporations Act* (Ontario) on March 19, 2019 and is a capital pool company listed on the Exchange. G2G has no commercial operations and has no assets other than cash.

The Acquisition

Pursuant to the LOI, the Acquisition is subject to the parties successfully entering into a definitive business combination agreement (the "**Definitive Agreement**") in respect of the Acquisition on or before June 30, 2020 or such other date as G2G2 and CTS may mutually agree. Completion of the proposed Acquisition is also subject to a number of other conditions, including but not limited to: completion of customary due diligence, receipt of all necessary regulatory, corporate and third-party approvals, Exchange approval, compliance with all applicable regulatory requirements, and all requisite board and shareholder

approvals being obtained, including approval of the shareholders of CTS for the Acquisition, and the approval of shareholders of G2G2 for certain corporate matters related to the Acquisition. No finder's fee is payable in connection with the Acquisition.

If, as or when the Acquisition is completed, it is anticipated that the board of directors of the Resulting Issuer will consist of four (4) directors (the "**New Directors**") of which one independent director will be nominated by G2G2 and one independent director nominated by CTS and 2 directors being the current CEO and CFO of CTS and to be elected at a meeting of the shareholders of G2G2. The New Directors will appoint the executive officers of the Resulting Issuer.

It is anticipated that the persons identified below will serve as directors, officers and management of the Resulting Issuer, with additional appointments to be confirmed in due course.

Mitchell Geisler, Chief Executive Officer and Director

Mr. Geisler has been the CEO and a director of CTS since 2010 and has overseen its operations and growth. Mitch is a seasoned entrepreneur in multiple sectors including healthcare, mining and hospitality. Mitch has built companies from the ground up and has extensive experience in operations management and oversight. Implementing policies and procedures, directing marketing and growth strategies, and providing initiatives for long term corporate success. Mitch has a Bachelor of Arts degree from York University.

Robert Landau, Chief Financial Officer and Director

Mr. Landau has been working as a consultant to CTS since 2009 and became its CFO in 2019 and a director in 2020. He has advised on its operational growth and accounting matters. Rob has many years of experience with corporate finance and structuring, corporate accounting and auditing as well as working with start-up companies. Rob has a Bachelor of Commerce degree from the University of Toronto.

It is anticipated that the completion of the Acquisition will involve, among other things, the following steps, however, the parties may agree to include additional or alternative steps based on tax efficiencies and the advice of their respective legal and financial advisors:

- the consolidation of the G2G2 Shares, and other securities of G2G2, on the basis of one new share for every two old shares prior to completion of the Acquisition (the "**Consolidation**");
- CTS will complete the Financing (as defined below) or a non-brokered private placement in accordance with Exchange policies;
- a name change pursuant to which G2G2 will change its name to Good2Go Health Inc. or such other name as may be reasonably determined by CTS, and subject to shareholder approval;
- following the issuance by G2G2 of G2G2 Shares to the holders of CTS Shares (following the Consolidation) in exchange for all of the outstanding CTS Shares, CTS would become a wholly-owned subsidiary of the Company;
- receipt of all director, shareholder and regulatory approvals relating to the Acquisition, including, without limitation, the approval of the Exchange; and
- each of the parties shall have executed, delivered and performed all covenants on their respective parts to be performed under the Definitive Agreement, and all representations and warranties of each party contained in the Definitive Agreement shall be true and correct at the time of closing of the Acquisition.

Certain of the G2G2 Shares issuable pursuant to the Acquisition may be subject to the escrow requirements of the Exchange and hold periods as required by applicable securities laws.

The Financing

As a condition of closing of the Acquisition, CTS is expected to raise a minimum of CAD\$4,000,000. CTS intends to complete a brokered private placement financing of subscription receipts (the "**Subscription Receipts**") for aggregate gross proceeds of up to CAD\$5,000,000 (the "**Financing**"). Mackie Research Capital will act as lead agent and sole bookrunner on behalf of a syndicate of agents in connection with the Financing to offer the Subscription Receipts for sale, on a commercially reasonable efforts agency basis. It is

expected that the proceeds of the Financing will be used for business development and advancing patient care in small urban and rural settings and general corporate purposes.

Sponsor

The proposed Acquisition may be subject to the sponsorship requirements of the Exchange, unless a waiver or exemption from the sponsorship requirement is available. If required, a sponsor will be identified at a later date and will be announced in a subsequent press release. An agreement to sponsor should not be construed as an assurance with respect to the merits of the transaction or the likelihood of completion of the proposed Acquisition.

Pro Forma Capitalization

The table below demonstrates the anticipated non-diluted capitalization of the Resulting Issuer post Qualifying Transaction and Financing, assuming completion of the minimum Financing, and lists the number of common shares of the Resulting Issuer anticipated to be held by the CTS Shareholders, G2G2 Shareholders and investors in the Financing.

	Number of Resulting Issuer Shares Issued and Outstanding Post-Qualifying Transaction Assuming Minimum Financing and completion of the Consolidations	Percentage of Resulting Issuer Shares Post-Qualifying Transaction Assuming Minimum Financing and completion of the Consolidations
Resulting Issuer Shares held by G2G2 Shareholders	2,725,000	6.8%
Resulting Issuer Shares held by Former CTS Shareholders	27,275,000	68.2%
Resulting Issuer Shares held by investors in the Financing	10,000,000	25.0%
Total:	40,000,000	100%

Trading in G2G2 Shares

Trading in the Company's shares has been halted in compliance with the policies of the Exchange. Trading in the Company's shares will remain halted pending the review of the

proposed Acquisition by the Exchange and satisfaction of the conditions of the Exchange for resumption of trading. It is likely that trading in the shares of the Company will not resume prior to the closing of the Acquisition.

Disclosure and Caution

Further details about the proposed Acquisition and the Resulting Issuer will be provided in a comprehensive press release when the parties enter into a Definitive Agreement and in the disclosure document to be prepared and filed in respect of the Acquisition. Investors are cautioned that, except as disclosed in the disclosure document, any information released or received with respect to the Acquisition may not be accurate or complete and should not be relied upon.

All information provided in this press release relating to CTS has been provided by management of CTS and has not been independently verified by management of the Company. As the date of this press release, the Company has not completed a Definitive Agreement with CTS and readers are cautioned that there can be no assurances that a Definitive Agreement will be executed, or that the Acquisition will be completed.

Investors are cautioned that, except as disclosed in the disclosure document to be prepared in connection with the transaction, any information released or received with respect to the Acquisition may not be accurate or complete and should not be relied upon. Trading in securities of Good2Go2 Corp. should be considered highly speculative.

Forward-Looking Statements

This news release contains "forward-looking information" within the meaning of applicable securities laws, which involves known and unknown risks, uncertainties and other factors relating to the proposal to complete the Qualifying Transaction and associated transactions that may cause actual events to differ materially from current expectations. Readers are cautioned to not place undue reliance on forward-looking information. Actual results and developments may differ materially from those contemplated by these statements depending on, among other things, the risks that the parties will not proceed with the Qualifying Transaction and associated transactions, that the ultimate terms

of the Qualifying Transaction, and associated transactions will differ from those that currently are contemplated, and that the Qualifying Transaction and associated transactions will not be successfully completed for any reason (including the failure to obtain the required approvals or clearances from regulatory authorities).

Completion of the Qualifying Transaction is subject to a number of conditions including, but not limited to, Exchange acceptance, the availability of funds, the results of Financing efforts, the parties' due diligence reviews, and general market conditions. There can be no assurance that the transaction will be completed as proposed or at all. Other conditions that could cause actual results to differ materially from the Company's expectations are disclosed in the Company's documents filed from time to time on SEDAR (see www.sedar.com). Readers are cautioned not to place undue reliance on these forward-looking statements, which are made only as of the date of this press release. The Company disclaims any intention or obligation, except to the extent required by law, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

The 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.

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

Good2Go2 Corp.

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