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GENESIS ACQUISITION CORP. ANNOUNCES QUALIFYING TRANSACTION

April 4, 2022, Kelowna, British Columbia, Canada (TSX.V: REBL the “**Company**” or “**Genesis**”), a capital pool company (a “**CPC**”), is pleased to announce it has entered into a letter of intent dated March 18, 2022 (the “**LOI**”) to enter into an arm’s length business combination transaction (the “**Proposed Transaction**”) with Skybox Sports Network Inc. dba Rise Display (“**Skybox**”). Skybox is a company incorporated under the laws of Nevada, U.S.A. that manufactures and distributes digital signage for financial and sports markets. The Skybox proprietary sports products for hardware and software are sold into rapidly emerging commercial and consumer iGaming and sports betting markets with live relevant entertaining content to customers throughout the U.S.A. and Canada.

The purpose of the Proposed Transaction is the creation of a public, TSX Venture Exchange-listed, company utilizing Skybox's proprietary manufactured products, firmware, intellectual property, Management team and business model. The working capital of the combined entity (the “**Resulting Issuer**”), upon completion of the Proposed Transaction and assuming the Minimum Concurrent Financing (as defined herein) will be approximately CDN\$4,350,000, sufficient to support Skybox's current 12 month expansion strategy, and the ongoing evaluation of new opportunities. The working capital of the Resulting Issuer upon completion of the Proposed Transaction and assuming the Maximum Concurrent Financing (as defined herein) will be approximately CDN \$5,850,000.

Genesis intends that the Proposed Transaction will constitute its Qualifying Transaction, as such term is defined in the policies of the TSX Venture Exchange (the “**Exchange**”). Upon completion of the Proposed Transaction, the Company expects that the Resulting Issuer will be named Skybox Sports Network Inc. and will be listed as a Tier 2 Issuer on the Exchange.

Summary of the Qualifying Transaction

The LOI contemplates Genesis and Skybox undertaking an arm's length business combination transaction, currently proposed to be completed by way of a “reverse triangular merger”. The intention is that Genesis, incorporated under the laws of British Columbia, will incorporate a wholly owned Nevada subsidiary (“**Subco**”). Genesis, Skybox and Subco will enter into a definitive agreement (the “**Merger Agreement**”) outlining a transaction that will qualify as a “plan of reorganization” under US tax legislation. Upon completion of the Proposed Transaction, the current shareholders of Skybox will own a majority of the issued and outstanding shares of the Resulting Issuer.

Each common share in the capital of Genesis (the “**Genesis Shares**”) that is outstanding immediately prior to the completion of the Proposed Transaction is expected to be converted into one (1) issued, fully paid and non-assessable common share in the share capital of the Resulting Issuer (“**Resulting Issuer Shares**”). Each common share in the capital of Skybox (the “**Skybox Shares**”) outstanding immediately prior to the completion of the Proposed Transaction (other than Skybox Shares held by shareholders of Skybox (“**Skybox Shareholders**”) who exercise their dissent rights) is expected to be

converted into one issued, fully paid and non-assessable Resulting Issuer Share. Upon completion of the Amalgamation, and assuming completion of a minimum concurrent financing of \$3,000,000 (the “**Minimum Concurrent Financing**”), former holders of Genesis Shares are anticipated to hold, in the aggregate, 3,650,000 Resulting Issuer Shares representing approximately 7.85% of the outstanding Resulting Issuer Shares, former holders of Skybox Shares are expected to hold, in the aggregate, 32,850,000 Resulting Issuer Shares, representing approximately 70.65% of the outstanding Resulting Issuer Shares and investors under the Concurrent Financing will hold, in the aggregate, 10,000,000 Resulting Issuer Shares, representing approximately 21.51% of the outstanding Resulting Issuer Shares. Upon completion of the Amalgamation, and assuming a maximum concurrent financing of \$4,500,000 (the “**Maximum Concurrent Financing**”) is fully subscribed, former holders of Genesis Shares are anticipated to hold, in the aggregate, 3,650,000 Resulting Issuer Shares representing approximately 7.09% of the outstanding Resulting Issuer Shares, former holders of Skybox Shares are expected to hold in the aggregate, 32,850,000 Resulting Issuer Shares, representing 63.79% of the outstanding Resulting Issuer Shares, and investors under the Concurrent Financing will hold, in the aggregate, 15,000,000 Resulting Issuer Shares, representing approximately 29.13% of the outstanding Resulting Issuer Shares. Based on \$0.30 per share the consideration by the Resulting Issuer for Skybox is \$9,855,000.

In accordance with the LOI, upon completion of the Proposed Transaction, Genesis stock options will represent no greater than 365,000 Resulting Issuer Shares and Genesis agent’s warrants will represent no greater than 230,000 Resulting Issuer Shares and Skybox stock options will represent no greater than 4,291,250 Resulting Issuer Shares in the case of the Minimum Concurrent Financing or no greater than 5,110,000 in the event the Maximum Concurrent Financing is fully subscribed. There will also be up to a maximum of 800,000 compensation warrants issued based on the Minimum Concurrent Financing and up to a maximum of 1,200,000 compensation warrants issued assuming the Maximum Concurrent Financing is fully subscribed. A finders fee of 937,500 Skybox shares is payable to 1269160 Canada Corp. as payment for introducing Skybox to Genesis.

The Proposed Transaction must be approved by not less than 66^{2/3}% of the votes cast at the meeting (the “**Skybox Meeting**”) of Skybox Shareholders held to consider, among other things, the Proposed Transaction. It is expected that the Skybox Meeting will be held in the second quarter of 2022. The parties will also prepare a filing statement in accordance with Exchange policies, a copy of which will be filed on Genesis’s profile on the SEDAR website at www.sedar.com in due course.

The completion of the Proposed Transaction is subject to the satisfaction of various conditions that are standard for a transaction of this nature, including but not limited to (i) execution of a definitive agreement (the “**Definitive Agreement**”) on or prior to June 30, 2022; (ii) the completion of the Minimum Concurrent Financing; (iii) the approval by the shareholders of Skybox to complete the Proposed Transaction, (iv) receipt of all requisite regulatory, stock exchange, court or governmental authorizations and consents, including the Exchange; and (v) the completion of satisfactory due diligence by each of the parties. There can be no assurance that the Proposed Transaction will be completed on the terms proposed above or at all.

Subject to satisfaction or waiver of the condition's precedent referred to herein and in the Definitive Agreement, Genesis and Skybox anticipate the Proposed Transaction will be completed on or before October 31, 2022.

Each of Genesis and Skybox will bear their own costs in respect of the Proposed Transaction.

Proposed Concurrent Financing

Prior to or concurrent with completion of the Proposed Transaction, Skybox will complete a private placement financing for gross proceeds in the range of CDN \$3,000,000 and CDN \$4,500,000 (the "**Concurrent Financing**"). It is anticipated that the Concurrent Financing will be undertaken through the issuance of subscription receipts of Skybox (the "**Subscription Receipts**") at a price of \$0.30 per Subscription Receipt. Immediately prior to the completion of the Proposed Transaction, the Subscription Receipts would automatically convert into Skybox Shares and subsequently be exchanged for Resulting Issuer shares as part of the reverse triangular merger. The proceeds raised will be used to fund the costs associated with completing the Proposed Transaction and continuing to grow and expanding sales in North America, the European Union and the United Kingdom and for general working capital. All securities issued pursuant to the Concurrent Financing will be subject to a hold period of four months and one day. It is not known at this time if any investment dealer or other registrant will be engaged to assist with fund raising activities however it is anticipated that a fee will be payable of 8% in cash commission and 8% in warrant commissions on any funds raised by eligible finders or brokers.

Sponsorship of the Qualifying Transaction

Sponsorship of a "Qualifying Transaction" of a CPC is required by the Exchange unless exempt therefrom in accordance with the Exchange's policies. Given the size and nature of the Proposed Transaction, including the amount of the Concurrent Financing, Genesis intends to apply for an exemption from the sponsorship requirements pursuant to the policies of the Exchange. If the exemption is not granted by the Exchange, then Genesis would be required to engage a sponsor.

Trading Halt

At the company's request, trading in the Genesis's Shares has been halted by the Exchange. Trading is expected to remain halted until, at the earliest, the completion of the Proposed Transaction.

The Resulting Issuer

Assuming completion of the Minimum Concurrent Financing, it is estimated that there will be approximately 45,500,000 Resulting Issuer Shares issued and outstanding immediately following closing of the Proposed Transaction, with former Genesis Shareholders holding approximately 7.85% of such Resulting Issuer Shares, former Skybox Shareholders holding approximately 70.65% of such Resulting

Issuer Shares and subscribers under the Concurrent Financing holding approximately 21.51% of such Resulting Issuer Shares.

Assuming completion of the Maximum Concurrent Financing, it is estimated that there will be approximately 51,500,000 Resulting Issuer Shares issued and outstanding immediately following closing of the Proposed Transaction, with former Genesis Shareholders holding approximately 7.09% of such Resulting Issuer Shares, former Skybox Shareholders holding approximately 63.79% of such Resulting Issuer Shares and subscribers under the Concurrent Financing holding approximately 29.13% of such Resulting Issuer Shares. Ron Frederickson is the only control person of Skybox and will be the only control person of the Resulting Issuer.

Upon completion of the Proposed Transaction, it is anticipated that all of the existing directors and officers of Genesis, other than Blair Wilson and Eugene Hodgson, will resign and the management of the Resulting Issuer will include the persons identified below:

BLAIR WILSON (Director)

Mr. Wilson has been the President and CEO of Canadian ecoEquity Corp., a private leasing company since June 1991. Mr. Wilson is also Chief Executive officer of Forbidden Spirits Distilling Corp. (TSX: VDKA), a public craft distillery located in Kelowna, British Columbia. Between June 2004 and January 2006, Mr. Wilson was a Member of Parliament for West Vancouver – Sunshine Coast – Sea to Sky Country and between 1994 and 1996 was a director and CFO of Pan Smak Pizza Inc., a company formerly listed on the TSXV.

Mr. Wilson earned a Bachelor of Arts degree in political science from the University of Victoria and a Chartered Accountants designation from the Canadian Institute of chartered Accountants. Mr. Wilson was a member of the Chartered Professional Accountants of British Columbia until his resignation in 2016.

EUGENE HODGSON (Director)

Mr. Hodgson brings 30 years of private and public sector experience. Mr. Hodgson began his public sector career in the Northwest Territories where he acted as Senior Policy Advisor on resource based projects. In the early 1980's Mr. Hodgson served as Executive Assistant to the Minister of the Environment, Lands, Parks and Housing in the British Columbia government. Mr. Hodgson holds a Bachelor of Arts Degree from the University of Calgary. In addition, Mr. Hodgson has served on the board of directors of numerous corporations including Equitable Real Estate Investment Corp, Timmins Gold Corp and Red Fund Capital Corp (formerly Parana Copper Corporation) and is the former Chairman of the Board of Governors of the Vancouver Community College.

RON FREDERICKSON (President, Director, Corporate and Product Development, Victoria, British Columbia)

Mr. Frederickson has had an entrepreneurial career in the sports, sports betting and iGaming industry with extensive business experience and has been responsible for the creation, design and engineering of numerous commercial and consumer based proprietary products, helping Skybox Sports Network (SSN) establish itself in its current market niche.

Mr. Frederickson has committed his activities as a co-founder of SSN in identifying and delivering a level of quality to the customers and is jointly responsible for the Company's product development, mergers, acquisitions and global growth opportunities.

RYAN CAHOY (Chief Revenue Officer, Director, Shawnee, KS)

Mr. Cahoy has been involved with LED ticker displays for over 20 years helping evolve the hardware and software products to create solutions for universities, casinos and financial institutions across the US. He has an extensive sales and managerial history in digital media and heads up the Skybox wholesale distributor Network as well as the Rise Display commercial sales division.

Mr. Cahoy Graduated with a B.S. in Economics from South Dakota State University in 1998. Mr. Cahoy has received a certificate for completing the Digital Signage Federation Foundations courses along with certificates from the Digital Signage Experts Group (DSEG) for Digital Signage Certified Expert (DSCE) and Digital Signage Media Expert (DSME). He was elected to the board of directors for the Digital Signage Federation in 2016 and has volunteered for the last 6 years where he is presently the Vice Chairman.

ROB JOHNSON (CFO, Director, Houston, Texas)

Mr. Johnson is a board-licensed Texas CPA and the President & Managing Partner of Sabre Financial Group. Mr. Johnson is a skilled teacher and facilitator, committed to raising the financial awareness of business professionals within an organization and mediating difficult business problems. Mr. Johnson has substantial experience and technical expertise in small-business finance, financial planning & analysis, budgeting, forecasting, economic modeling, cash and working capital management, risk mitigation and investment evaluations. An alumnus of Price Waterhouse and a graduate of the McIntire School of Commerce at the University of Virginia, Mr. Johnson has served as a strategic advisor and financial expert in both corporate and consulting capacities during his 23-year career.

CHANDLER SUPRINA (Director)

Mr. Suprina has been in the seating and furniture industry for nearly 25 years providing high quality and innovative products that meet the demands of his ever expanding client roster. As President of DreamSeat, Mr. Suprina has guided DreamSeat to record sales numbers and growth over the past five years with an aggressive expansion into the gaming and Esports space. Since 2019 DreamSeat has provided custom seating solutions to over 70 Sports Books across the US and has become a trusted partner of major book operators such as Caesars, FanDuel, and many more. DreamSeat's ability to adapt and evolve to cater to new markets and provide bespoke product offerings has been a major focus for Mr. Suprina and is what has allowed DreamSeat to successfully enter and dominate these new markets and to forge unparalleled relationships in the Sports and Sports Gambling world.

Mr. Suprina's education started at his family's business at the age of 12 installing bleachers and stadium seating and continued into sales at the young age of 17, post high school he attended SUNY Albany where he graduated with a bachelor's in Business Administration and Finance.

MIKE BAYOFF (Director)

From pizza to pucks and a career that has spanned more than 33 years with Litch Holdings in Detroit, Michigan, Mr. Bayoff has held numerous positions in the area of marketing, advertising, ticket sales, sponsorship sales, public relations, new media, publishing and new business development at Little Ceasars Pizza and Olympia Entertainment. Currently Mr. Bayoff holds the position of Director of Strategic Hockey Alliances for the Detroit Red Wings. Mr. Bayoff is responsible for all Red Wings alumni-related programs, revenue generation and interactions with former players and the Red Wings Alumni Association. In addition Mr. Bayoff oversees the college hockey events at Little Caesars Arena which includes the Great Lakes Invitations and Duel in the D featuring the University of Michigan vs. Michigan State University. Mr. Bayoff was instrumental in securing the Big Ten Hockey Championships for 2015 and 2017 at The Joe Louis Arena and programmed over 18 days of on-ice professional, college, junior and amateur games during the Hockeystown Winter Festival at Comerica Park in December 2013.

Mr. Bayoff holds a bachelor's degree in communications and marketing from Central Michigan University. Mr. Bayoff and his wife Susan have two children and reside in suburban Detroit.

New Incentive Stock Option Plan

Following completion of the Transaction, the Resulting Issuer is expected to implement a new incentive stock option plan, the terms and conditions of which will be implemented and determined by the board of directors of the Resulting Issuer.

About Genesis Capital Corp.

Genesis is a CPC that completed its initial public offering and obtained a listing on the Exchange on or about November 1, 2019 (trading symbol: REBL.P). Prior to entering into the LOI, Genesis did not carry on any active business activity other than reviewing potential transactions that would qualify as Genesis's Qualifying Transaction.

About Skybox Sports Network Inc.

Skybox (dba Rise Display) has pioneered digital products as "Intelligent Signage Solutions". As a factory direct manufacturer, Skybox is a client-specific custom provider for both commercial and consumer products. Revenue is generated through hardware and recurring data subscriptions for the lifetime of the hardware. Skybox Sports Network Canada dba Ticker Communications is a wholly owned Canadian subsidiary of Skybox.

Skybox is the "Picks and Shovels" provider to the 220 billion dollar global sports betting industry, which has expanded due to legislative changes in over 29 USA states and in Canadian provinces. Skybox has recently launched new products for the emerging Fancave consumer market and its new iGamingTV for

sports retail locations.

All information in this Press Release relating to Skybox is the sole responsibility of Skybox. Management of Genesis has not independently reviewed this disclosure nor has Genesis' management hired any third party consultants or contractors to verify such information.

Skybox was incorporated on June 15, 2020 as a Nevada corporation. Skybox manufactures and distributes Digital Signage and live data solutions to sports and financial tickers with sales throughout the U.S.A. and Canada. The Canadian head office of Skybox is located at 208 – 2800 Bryn Maur Rd. Victoria, BC V9B 3T4 and its USA office is located at 5075 Cameron St, Ste G, Las Vegas, NV. 89118.

A subsequent news release disclosing certain financial information of Skybox will be disseminated in due course.

Cautionary Note

As noted above, completion of the Proposed Transaction is subject to a number of conditions including, without limitation, approval of the Exchange, approval of the shareholders of Skybox and Genesis and completion of the Concurrent Financing. Where applicable, 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 the Company, 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 Genesis on the Exchange, if reinstated prior to completion of the Proposed Transaction, should be considered highly speculative.

ON BEHALF OF THE BOARD OF DIRECTORS:

Blair Wilson, President, Chief Executive Officer, and Director

For further information please contact:

Email: blair@forbiddenspirits.ca

Phone: (250) 317-0996

Disclaimer for Forward-Looking Information

This press release contains forward-looking statements and information that are based on the beliefs of management and reflect Genesis's current expectations. When used in this press release, the words "estimate", "project", "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 include information relating to the business plans of Genesis, Skybox, and the Resulting

Issuer, the Concurrent Financing, the Proposed Transaction (including Exchange approval and the closing of the Proposed Transaction) and the board of directors and management of the Resulting Issuer upon completion of the Proposed Transaction. Such statements and information reflect the current view of Genesis. 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:

- there is no assurance that the Concurrent Financing will be completed or as to the actual offering price or gross proceeds to be raised in connection with the Concurrent Financing. In particular, the amount raised may be significantly less than the amounts anticipated as a result of, among other things, market conditions and investor behaviour.
- there is no assurance that Genesis and Skybox will obtain all requisite approvals for the Proposed Transaction, including the approval of the Genesis Shareholders and Skybox Shareholders, or the approval of the Exchange for the Proposed Transaction (which may be conditional upon amendments to the terms of the Proposed Transaction);
- following completion of the Proposed Transaction, the Resulting Issuer may require additional financing from time to time in order to continue its operations. Financing may not be available when needed or on terms and conditions acceptable to the Resulting Issuer;
- new laws or regulations could adversely affect the Resulting Issuer's business and results of operations; and
- the stock markets have experienced volatility that often has been unrelated to the performance of companies. These fluctuations may adversely affect the price of the Resulting Issuer's securities, regardless of its operating performance.

There are a number of important factors that could cause Genesis's actual results to differ materially from those indicated or implied by forward-looking statements and information. Such factors include, among others: currency fluctuations; limited business history of Genesis; disruptions or changes in the credit or security markets; results of operation activities and development of projects; project cost overruns or unanticipated costs and expenses, fluctuations in commodity prices, and general market and industry conditions.

Genesis cautions that the foregoing list of material factors is not exhaustive. When relying on Genesis's forward-looking statements and information to make decisions, investors and others should carefully consider the foregoing factors and other uncertainties and potential events. Genesis has 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.

THE FORWARD-LOOKING INFORMATION CONTAINED IN THIS PRESS RELEASE REPRESENTS THE

EXPECTATIONS OF GENESIS 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 GENESIS MAY ELECT TO, IT DOES NOT UNDERTAKE TO UPDATE THIS INFORMATION AT ANY PARTICULAR TIME EXCEPT AS REQUIRED IN ACCORDANCE WITH APPLICABLE LAWS.

This press release is not an offer of the securities for sale in the United States. The securities have not been registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an exemption from registration. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any state in which such offer, solicitation or sale would be unlawful.

Completion of the Proposed Transaction is subject to a number of conditions, including but not limited to, Exchange acceptance. 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 filing statement to be prepared in connection with the Transaction, any information released or received with respect to the Proposed 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 Inc. 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 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 press release.