

ANC CAPITAL VENTURES INC.
UPDATE OF PROPOSED QUALIFYING TRANSACTION WITH
VIP ENTERTAINMENT GROUP INC.

NOT FOR DISSEMINATION IN THE U.S. OR THROUGH U.S. NEWSWIRE

Vancouver, British Columbia – October 26, 2021 / ANC Capital Ventures Inc. (TSXV: ANCV.P) (“**ANC**” or the “**Company**”) a capital pool company, announced on March 5, 2021 that it had entered into a non-binding term sheet with VIP Entertainment Group Inc. (“**VIP Entertainment**”) dated February 16, 2021 (the “**Term Sheet**”). Pursuant to the Term Sheet, ANC and VIP Entertainment intend to complete a business combination intended to constitute ANC’s Qualifying Transaction, as such term is defined in Policy 2.4 of the Corporate Finance Manual of the TSX Venture Exchange (the “**Proposed Transaction**”). The Proposed Transaction will result in ANC acquiring all of the issued and outstanding equity shares of VIP Entertainment (the “**VIP Entertainment Shares**”) in exchange for 1.16739 (“**Exchange Ratio**”) common shares of ANC (each, an “**ANC Share**”). Convertible securities of VIP Entertainment will be exchanged on the equivalent Exchange Ratio.

The Proposed Transaction is subject to, among other things, receipt of the requisite shareholder approval of VIP Entertainment, final approval of the TSX Venture Exchange (the “**Exchange**”) and standard closing conditions, including the conditions described below. Subject to satisfactory completion of due diligence, the parties expect to close the Proposed Transaction, in late November or December (“**Closing**”).

Upon completion of the Proposed Transaction, ANC will carry on the business of VIP Entertainment (the Company after completion of the Proposed Transaction is referred to herein as the “**Resulting Issuer**”).

The Proposed Transaction

Pursuant to the Proposed Transaction, the Resulting Issuer will acquire all of the issued and outstanding VIP Entertainment Shares such that each shareholder of VIP Entertainment (including those becoming shareholders as a result of the Offering as defined below) (each, a “**VIP Entertainment Shareholder**”) will receive approximately 1.16739 common shares of the Resulting Issuer, (each, a “**Resulting Issuer Share**”) for each VIP Entertainment Share held.

It is anticipated that a total of 61,062,436 Resulting Issuer Shares plus 14,475,636 Resulting Issuer Shares required in exchange for the VIP Entertainment Shares issued under the Offering, assuming the Maximum Offering (as defined herein) is raised, will be issued in exchange for all the VIP Entertainment Shares. Upon completion of the Proposed Transaction, the former VIP Entertainment Shareholders, excluding those under the Offering (as defined herein), will hold approximately 75% of the Resulting Issuer Shares (giving effect to the Maximum Offering), shareholders participating in the Offering will hold approximately 18.1% of the Resulting Issuer Shares and the ANC shareholders will hold approximately 6.8% of the Resulting Issuer Shares (after giving effect to the Maximum Offering). Upon Closing, the name of the Resulting Issuer will be changed to “VIP Entertainment Technologies Inc.” or such other name as may be acceptable to ANC, VIP Entertainment and the Exchange. All convertible securities will also be exchanged for Resulting Issuer equivalent securities adjusted for the Exchange Ratio.

Certain of the ANC Shares to be issued to the VIP Entertainment Shareholders pursuant to the Proposed Transaction, including up to 100% of the securities to be issued to “Principals” (as defined under Exchange policies), will be subject to escrow provisions imposed pursuant to the policies of the Exchange.

None of the securities to be issued pursuant to the Proposed Transaction have been or will be registered under the U.S. Securities Act, or any state securities laws, and any securities issued pursuant to the Proposed Transaction are anticipated to be issued in reliance upon available exemptions from such registration requirements pursuant to

Section 3(a)(10) of the U.S. Securities Act and applicable exemptions under state securities laws. This press release does not constitute an offer to sell or the solicitation of an offer to buy any securities.

Brokered Equity Financing

VIP Entertainment has entered into an engagement letter (the “**Engagement Letter**”) with Research Capital Corporation (the “**Agent**”) pursuant to which the Agent will act as agent on a “commercially reasonable efforts” private placement (the “**Offering**”) of subscription receipts of VIP Entertainment (the “**Subscription Receipts**”) for gross proceeds of a minimum of \$2.1 million (the “**Minimum Offering**”) and a maximum of \$3.1 million (the “**Maximum Offering**”). The Subscription Receipts will be offered at an issuance price of \$0.25 per Subscription Receipt (the “**Offering Price**”), and each Subscription Receipt shall automatically entitle the holder thereof, without payment of any additional consideration and without further action on the part of the holder, to acquire one unit of VIP Entertainment (“**Unit**”) upon the satisfaction of certain escrow release conditions, all in accordance with terms and conditions of a subscription receipt indenture to be entered into by VIP Entertainment, the Agent and the subscription receipt agent, and until such time, no Subscription Receipts may be exercised by the holders thereof.

Each Unit will include one VIP Entertainment Share and one half of one common share purchase warrant of VIP Entertainment. Each full warrant is exercisable into one VIP Entertainment Share at an exercise price of \$0.50 for a period of 24 months following its issuance. Completion of the Minimum Offering is a condition precedent to the completion of the Proposed Transaction. The Units will be exchanged for Resulting Issuer Shares and common share purchase warrants of the Resulting Issuer upon completion of the Proposed Transaction based on the Exchange Ratio.

In connection with the Offering, the Agent will be paid an 8% cash commission and 8% broker warrants (“**Broker Warrants**”). Each Broker Warrant is exercisable for one Unit at an exercise price of \$0.25 per Unit for a period of 24 months following the date of issuance of thereof. The Agent will also be granted an option to offer for sale up to an additional 15% of the number of Subscription Receipts sold in the Offering at the Offering Price, which option shall be exercisable, in whole or in part, at any time up to 48 hours prior to the closing of the Offering.

The net proceeds of the Offering are expected to be used to advance VIP Entertainment’s products, marketing and for working capital and general corporate purposes.

About VIP Entertainment

VIP Entertainment is a private company incorporated under the *Business Corporations Act* (Alberta) on February 22, 2016, as Well Accent Investments Ltd. Its name was changed to VIP Bets Inc. on July 23, 2018 and subsequently changed to VIP Entertainment Group Inc. on October 24, 2019. The head office of VIP Entertainment is located at Suite 310, 1010 - 8 Ave. SW, Calgary, AB, T2P 1J2 and its registered office is located at Suite 1000, 250 – 2 St. SW Calgary, AB, T2P 0C1.

VIP Entertainment was formed in 2016 to deliver sports betting, casino games and poker to the top tiers of sports bettors and poker players. VIP business and its offerings are legal in 156 countries and is licensed in Curacao under gaming license GLH-OCCHKTW070390. VIP Entertainment is a legally licensed operator and continuously adheres to all Anti-Money Laundering legislation. VIP Entertainment has full disclosure global banking and combined with its regulatory compliance is ahead of the market.

Following the completion of the Transaction, Randy Jennings and Theresa Jennings will each hold in excess of 10% of the Resulting Issuer Shares. They will hold approximately 13,425,102 and 13,424,985 Resulting Issuer Shares respectively.

Financial Information of VIP Entertainment

Annual Financial Information

The following table sets forth selected financial information for the VIP Entertainment for the periods indicated.

	Year Ended December 31, 2019 (audited) (\$)	Year Ended December 31, 2020 (audited) (\$)
Operating Data:		
Total Revenues	\$719,941	\$582,545
Total Expenses	1,689,262	674,727
Loss From Continuing Operations	(969,321)	(92,182)
Net Loss	(852,203)	(28,339)
Loss Per Share (basic)	\$(0.019)	\$(0.001)
Balance Sheet Data:		
Total Current Assets	\$267,846	\$203,843
Total Assets	267,846	203,843
Total Current Liabilities	774,982	585,630
Total Long Term Financial Liabilities		153,882
Shareholders' Equity (deficit)	(507,136)	(535,669)

Quarterly Financial Information

The following table sets forth selected information regarding quarterly information for VIP Entertainment as at June 30, 2020 and June 30, 2021.

	Six months ended June 30, 2020 (unaudited)	Six months ended June 30, 2021 (unaudited)
Operating Data:		
Total Revenues	\$326,409	\$381,182
Total Expenses	351,042	1,066,978
Income (loss) From Continuing Operations	(24,633)	(685,795)
Net Income (loss)	(24,633)	(485,584)
Loss Per Share (basic and diluted)	\$(0.0004)	\$(0.0094)

Cash Dividends Declared

Balance Sheet Data:

Total Current Assets	\$203,843	\$213,161
Total Assets	203,843	213,161
Total Current Liabilities	585,630	411,390
Total Long Term Financial Liabilities	153,882	138,837
Shareholders' Equity (Deficit)	\$(535,669)	\$(338,066)

Proposed Management of the Resulting Issuer

Joel Donais – Proposed CEO & Director of the Resulting Issuer, Age 38

Mr. Donais has been with VIP Entertainment for the last three years and has been involved in all facets of the business. He has overseen the marketing and customer service departments as well as the trading/risk management. He has over 10 years' experience in Management, Sales, Marketing and Business Development in various industries including technology and the resource industry both within Canada and internationally

It is anticipated that Mr. Donais will devote 100% of his time to the business of the Resulting Issuer, or such other time and expertise as may reasonably be required by the Resulting Issuer.

Charidy Lazorko – Proposed CFO of the Resulting Issuer, Age 41

Ms. Lazorko is a CPA, CGA with over 15 years of public company experience and financial services, with an emphasis in corporate restructuring, amalgamations and asset acquisitions. She formerly served as the Chief Financial Officer of Blackhawk Resource Corp. and UMG Media Ltd. Additionally, she has acted as a financial advisor for a multitude of other private company transactions. Ms. Lazorko has been an officer of numerous public companies on the TSXV.

It is anticipated that Ms. Lazorko will devote 60% of her time to the business of the Resulting Issuer, or such other time and expertise as may reasonably be required by the Resulting Issuer.

Dave Antony - Proposed Director of the Resulting Issuer, Age 58

Mr. Antony has over 25 years' experience in assisting companies, structuring transactions, accessing capital, and corporate governance. He has been a director or officer of numerous public and private companies in industries including: Esports, Daily Fantasy Sports, Regulated Gaming, Loyalty/Media Marketing and Natural Resources. The companies he's been involved with have raised in excess of \$750M while involved, by way of equity, secured debt and convertible debt.

Mr. Antony was involved with the Toronto Stock Exchange – Venture as Chairman of Alberta Local Advisory Committee for 7 years and Member of National Advisory Committee for 5 years.

It is anticipated that Mr. Antony will devote such time and expertise as may reasonably be required by the Resulting Issuer.

Michael Mansfield - Proposed Director of the Resulting Issuer, Age 58

Mr. Mansfield has over 20 years' experience in the public markets as a portfolio manager and investment advisor specializing in the Canadian venture market working with both private and public investors and companies. He has a track record of successfully taking public over a hundred companies through the completion of qualifying transactions by Capital Pool Corporations and secondary financings.

Mr. Mansfield was involved with the Toronto Stock Exchange – Venture as a member of Alberta Local Advisory Committee for numerous years.

It is anticipated that Mr. Mansfield will devote such time and expertise as may reasonably be required by the Resulting Issuer.

Scott Seguin - Proposed Director of the Resulting Issuer, Age 48

Mr. Seguin has over 25 years of experience as a new venture start-up entrepreneur, successful business owner, and consultant focused on finance, streamlining operations, and business strategy. He has built up and sold several businesses involved in the hemp industry, the finance industry, and the construction industry. Mr. Seguin has sat as an officer and director of numerous public and private companies.

It is anticipated that Mr. Seguin will devote such time and expertise as may reasonably be required by the Resulting Issuer.

Trevor Wong-Chor - Proposed Corporate Secretary of the Resulting Issuer, Age 53

Mr. Wong-Chor is a partner with DLA Piper (Canada) LLP (and its predecessor firms) since September, 2004. Prior thereto, Partner and Associate at Borden Ladner Gervais LLP (and its predecessor firms) from 1998 to 2004. He is a corporate secretary or director of a number of public and private companies.

Trading Halt

Trading in the ANC Shares was halted on February 16, 2021, pending announcement of the Proposed Transaction, and will remain halted pending the satisfaction of all applicable requirements pursuant to Policy 2.4 of the Exchange. Further information concerning the Proposed Transaction, including financial statement information regarding VIP Entertainment, respecting the Proposed Transaction will be provided in a subsequent news release.

Further Information

All information contained in this news release with respect to ANC and VIP Entertainment was supplied by the parties respectively, for inclusion herein, and each party and its directors and officers have relied on the other party for any information concerning the other party.

For further information about VIP Entertainment please contact:

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For further information about the Company please contact:

ANC Capital Ventures Inc.
Randy Clifford

Chief Executive Officer and Director
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All information contained in this news release with respect to ANC and VIP Entertainment was supplied by the parties, respectively, for inclusion herein, and ANC and its directors and officers have relied on VIP Entertainment for any information concerning such party.

Completion of the Qualifying Transaction is subject to a number of conditions, including but not limited to, Exchange final acceptance and if applicable pursuant to Exchange requirements, majority of the minority shareholder approval. Where applicable, the Qualifying Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Qualifying 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 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 TSX Venture 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 press release.

This press release contains statements that constitute “forward-looking information” (collectively, “forward-looking statements”) within the meaning of the applicable Canadian securities legislation, all statements, other than statements of historical fact, are forward-looking statements and are based on expectations, estimates and projections as at the date of this news release. Any statement that discusses predictions, expectations, beliefs, plans, projections, objectives, assumptions, future events or performance (often but not always using phrases such as “expects”, or “does not expect”, “is expected”, “anticipates” or “does not anticipate”, “plans”, “budget”, “scheduled”, “forecasts”, “estimates”, “believes” or “intends” or variations of such words and phrases or stating that certain actions, events or results “may” or “could”, “would”, “might” or “will” be taken to occur or be achieved) are not statements of historical fact and may be forward-looking statements. Forward-looking statements contained in this press release include, without limitation, statements regarding: the terms, conditions, and completion of the Proposed Transaction, the date of Closing or the Minimum Offering and the negotiation of definitive transaction documentation; the business and operations of the Company; and use of funds. In making the forward-looking statements contained in this press release, the Company has made certain assumptions, including that: due diligence will be satisfactory; the Offering will be completed on acceptable terms; all applicable shareholder, and regulatory approvals for the Proposed Transaction will be received; and there would not be changes in the conditions under which the Proposed Transaction would complete, including regulatory changes or the operating environment for the Company or VIP. Although the Company believes that the expectations reflected in forward-looking statements are reasonable, it can give no assurance that the expectations of any forward-looking statements will prove to be correct. Known and unknown risks, uncertainties, and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking statements. Such factors include, but are not limited to: results of due diligence; availability of financing; delay or failure to receive board, shareholder or regulatory approvals; and general business, economic, competitive, political and social uncertainties and economic risks associated with current unprecedented market and economic circumstances due to the COVID-19 pandemic. Accordingly, readers should not place undue reliance on the forward-looking statements and information contained in this press release. Except as required by law, the Company disclaims any intention and assumes no obligation to update or revise any forward-looking statements to reflect actual results, whether as a result of new information, future events, changes in assumptions, changes in factors affecting such forward-looking statements or otherwise.

United States Advisory

This news release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful, including any of the securities in the United States of America. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "1933 Act") or any state securities laws and may not be offered or sold within the United States or to, or for account or benefit of, U.S. Persons (as defined in Regulation S under the 1933 Act) unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration requirements is available.