

## **Stormcrow Holdings Corp. Provides Update on Qualifying Transaction with Highmark Interactive and Details of Concurrent Financing Led by Beacon Securities Limited**

NOT FOR DISSEMINATION IN THE UNITED STATES OR THROUGH U.S. NEWS WIRES

Toronto, ON, May 10, 2021 - Stormcrow Holdings Corp. (“**Stormcrow**” or the “**Company**”) (TSXV: Stormcrow.P) is providing an update on the arm’s length transaction with Highmark Interactive (“**Highmark**”), a company existing under the laws of Ontario, previously announced in a news release dated December 11, 2020, by which the parties intend to effect a reverse takeover of Stormcrow by Highmark, which transaction will constitute Stormcrow’s qualifying transaction under TSX Venture Exchange (“**TSXV**”) Policy 2.4 (the “**Proposed Transaction**”). Trading in the common shares of Stormcrow (“**Stormcrow Shares**”) has been halted in accordance with TSXV policies since the date of the initial announcement, and will remain halted until such time as all required documentation has been filed with and accepted by the TSXV in connection with the Proposed Transaction. There can be no assurances that the Proposed Transaction will be completed on the terms set out below or at all.

### **The Proposed Transaction**

Prior to completion of the Concurrent Financing and the Acquisitions (each as described and defined below) Highmark currently has the following securities issued and outstanding: (i) 15,327,438 common shares (the “**Highmark Shares**”); (ii) 1,557,500 options; (iii) 1,677,495 warrants; and (iv) secured promissory notes in the aggregate principal amount of \$231,400 (the “**Highmark Notes**”). Pursuant to the Proposed Transaction: (i) \$81,400 in principal amount of the Highmark Notes (together with all accrued and unpaid interest thereon) will be converted into Highmark Shares and warrants to purchase Highmark Shares on the same terms as the Warrant in the Concurrent Financing (each as defined below); (ii) holders of issued and outstanding Highmark Shares will receive Stormcrow Shares (post-consolidation) at a deemed issuance price of \$0.60 per Stormcrow Share for each Highmark Share at a ratio to be determined after completion of the Concurrent Financing the (“**Exchange Ratio**”); and (iii) all options, warrants or other securities convertible into Highmark Shares shall be exchanged, based on the Exchange Ratio, for similar securities to purchase Stormcrow Shares on substantially similar terms and conditions. It is anticipated that, immediately following completion of the Proposed Transaction, including the Concurrent Financing (as described below) and the Acquisitions, existing Highmark shareholders will hold approximately 91% of the Resulting Issuer Shares (on a non-diluted basis) with the existing shareholders of Stormcrow holding approximately 9%. In connection with the Proposed Transaction, it is anticipated that Stormcrow will issue an aggregate of 35,674,503 post-Consolidation Stormcrow Shares to the shareholders of Highmark, on a pro-rata basis, on closing of the Proposed Transaction in exchange for all of the issued and outstanding securities of Highmark. The number of post-Consolidation Stormcrow Shares to be issued may be adjusted depending on the final Exchange Ratio determined by the parties to be appropriate in connection with the Proposed Transaction, which will depend on the number of securities issued by Highmark at a discount to \$0.893 per share prior to the closing date of the Proposed Transaction, including securities issued in the Concurrent Financing.

It is intended that the Proposed Transaction will constitute Stormcrow’s “Qualifying Transaction” as such term is defined in the policies of the TSXV. Stormcrow currently has 26,100,000 common shares outstanding (each, a “**Stormcrow Common Share**”), 2,610,000 outstanding stock options to acquire Stormcrow Shares at a price of \$0.10 per Stormcrow Share expiring September 23, 2025 (the “**Stormcrow Stock Options**”) and 2,000,000 outstanding share purchase warrants to acquire Stormcrow Shares at a price of \$0.10 per share expiring September 23, 2022 (the “**Agent’s Warrants**”).

As a result of the Proposed Transaction, it is expected that Highmark will become a wholly-owned subsidiary of Stormcrow (the “**Resulting Issuer**” following completion of the Proposed Transaction) or

otherwise combine its corporate existence with a wholly-owned subsidiary of Stormcrow. While the final structure of the Proposed Transaction remains subject to the receipt of tax, corporate and securities law advice for both Stormcrow and Highmark, it is currently anticipated that the Proposed Transaction will be effected by way of a three-cornered amalgamation under the laws of Ontario (the “**Amalgamation**”), whereby Highmark will combine with a newly incorporated wholly-owned subsidiary of Stormcrow (“**Stormcrow Subco**”) in accordance with the terms of an amalgamation agreement to be entered into by Highmark, Stormcrow and Stormcrow Subco (the “**Amalgamation Agreement**”).

The Company and Highmark anticipate that upon closing of the Proposed Transaction, the Resulting Issuer will meet TSXV initial listing requirements for a Tier 1 or Tier 2 Technology issuer.

Immediately prior to and as a condition to closing of the Proposed Transaction, it is anticipated that Stormcrow will effect a name change to “Highmark Interactive Inc.” or such other name as is acceptable to Highmark and subject to regulatory approval (the “**Name Change**”), and shall complete the Consolidation. Stormcrow will seek the approval of its shareholders for the Name Change and Consolidation at a meeting of shareholders (the “**Meeting**”) to be held prior to completion of the Proposed Transaction. Notice of the Meeting will be posted on [www.SEDAR.com](http://www.SEDAR.com) under the Company’s profile.

At this time, the parties to the Proposed Transaction do not believe that approval of the Stormcrow shareholders for the Proposed Transaction is required under applicable TSXV policies due, in part, to the fact that the transaction is arms-length.

### **About Highmark Interactive**

Highmark Innovations Inc., doing business as Highmark Interactive, is a private company incorporated under the laws of Ontario on July 17, 2014 under the name “Global Health Concierge Inc.”. Pursuant to articles of amendment dated February 14, 2017, Highmark changed its name to “Highmark Innovations Inc.” Highmark’s mission is to develop innovative software as a medical device focused on human neurological and psychological function, based on the following fundamental principles:

- Measurement of neurological and psychological function over time in a dynamic fashion as compared to traditional standards of static assessment;
- Presentation of data to clinicians in an intuitive format to facilitate better clinical decision making;
- Utilization of mobile devices as a primary means of software interaction;
- Gamification as a means of encouraging utilization; and
- Utilization of predictive analytics and machine learning to facilitate clinician’s interpretation of data.

Highmark reports its financial results on a combined basis with Highmark Health Corporation, (“**Highmark Health**”), as they are associated entities under common management, ownership and control. Highmark Health was founded in 2016 as a community-based multidisciplinary healthcare clinic focused on providing integrated specialty care to patients with a variety of injuries, but with a focus on patients who had suffered traumatic brain injury. The clinic’s mission was to use both established and innovative diagnostic and therapeutic approaches to patient care, with a significant emphasis on the use of medical device technology. Highmark Health’s founders organically developed a strategy of creating their own medical device technology to service their patient population rather than rely on medical devices that were not, in the founders’ minds, as effective as they could be, resulting in the founding of Highmark. Highmark and Highmark Health are referred to as the “Highmark Group”.

The Highmark Group's business strategy is to capitalize on the factors described above to create a new paradigm for significant growth and development based on identifying and acquiring clinical services businesses that have established competency and credibility in neurological and general rehabilitation that are suitable as a channel for technology sales and implementing Highmark's medical device technology in the standard operating procedures of such clinical service businesses; leveraging efforts to offer "software as a service" to capture business to business customers in differentiated market verticals; providing virtual or in-person clinical services to patients utilizing Highmark's technology solutions; identifying and acquiring synergistic medical device technology development organizations; and continued research and development of digital medicine technology using insights from an expanded clinical services organization's day to day observations of the neurological, physical and psychological impacts of injury on patient populations.

The Resulting Issuer's business upon completion of the Amalgamation will be the Highmark Group's current high-growth, acquisitive hybrid clinical and digital healthcare business focused on brain and mental health.

In furtherance of its acquisitive growth strategy, Highmark has entered into an agreement to acquire all of the outstanding common shares of Highmark Health, as well as agreements to acquire each of BrainFx Inc. ("**BrainFx**") and Complex Injury Rehab Inc. ("**CIR**"), both corporations existing under the OBCA that Highmark views as synergistic and complementary businesses.

BrainFx designs and develops mobile and virtual neurological performance testing software applications. BrainFx collects normative neurofunctional data focused on supporting a health provider's ability to diagnose (if within their scope of practice), treat and augment. For some customers, BrainFx provides them with (off-the-shelf) hardware to access the hosted software. CIR was founded as a community-based multidisciplinary rehabilitation clinic focused on providing integrated specialty care to patients with a variety of injuries, but with a specific focus on neurological or complex injuries, with a significant emphasis on functional cognitive and psychological performance technology for assessment and therapy. CIR has a reputation as a high quality effective rehabilitation service provider, and is a preferred referral source for complex cases from Personal Injury law firms, other health providers, patients and insurers. CIR's founders also expanded their clinical service strategy to creating their own medical device technology to service their patient population rather than rely on medical devices that were not, in the founders' minds, as effective as they could be, resulting in the founding of BrainFx and the creation of the BrainFx medical device software platform.

The acquisition of BrainFx will be completed prior to the completion of the Proposed Transaction, while the acquisitions of Highmark Health and CIR will be completed concurrently with the completion of the Proposed Transaction. The Acquisitions of BrainFx, Highmark Health, and CIR are referred to herein as the "**Acquisitions**".

The significant shareholders of Highmark include the Sanjeev Sharma Family Trust, the Sunil Sharma Family Trust, and the Mazza Long Family Trust, each of which hold 3,100,000 Highmark Shares, or approximately 20.2% of the outstanding Highmark Shares. Each of the trusts described above are estate and tax planning vehicles governed by the laws of Ontario, and are respectively controlled by Sanjeev Sharma, Sunil Sharma, and Chris Mazza, as trustees.

### **Selected Financial Information**

The following table sets out selected financial information with respect to Highmark as at the dates noted. The selected financial information is derived from Highmark's unaudited financial statements for the

periods described, which have been prepared in accordance with International Financial Reporting Standards, issued by the International Accounting Standards Board, and denominated in Canadian dollars.

	As at December 31, 2020 (unaudited) (\$)	As at December 31, 2019 (unaudited) (\$)
<b>Total assets</b>	1,327,626	359,876
<b>Total liabilities</b>	1,292,748	678,978
<b>Revenue</b>	787,547	744,039
<b>Net Profit/Loss</b>	(1,593,195)	1,629,674

### The Concurrent Financing

In conjunction with the Proposed Transaction, Highmark is expected to complete a brokered private placement (the “**Concurrent Financing**”) of subscription receipts for aggregate gross proceeds of up to \$7,500,000. The Concurrent Financing will be conducted by a syndicate of agents led by Beacon Securities Limited (“**Beacon**”), as lead agent, and which syndicate includes PI Financial Corp. and Industrial Alliance Securities Inc. (collectively with Beacon, the “**Agents**”). The Concurrent Financing will consist of the sale of (i) up to 6,578,947 unit subscription receipts of the Company (the “**Unit Subscription Receipts**”) at a price of \$0.76 per Unit Subscription Receipt (the “**Unit Offering Price**”), and (ii) up to 2,500 unsecured subordinate convertible debenture subscription receipts (the “**Debenture Subscription Receipts**”) at a price of \$1,000 per Debenture Subscription Receipt for aggregate gross proceeds of up to \$2,500,000 under the Concurrent Financing. The Agents have the option (the “**Option**”), which Option may be exercised in whole or in part, at the Agents’ sole discretion and without obligation, to sell up to an additional 1,315,789 Unit Subscription Receipts at the Unit Offering Price for additional aggregate gross proceeds of up to \$1,000,000. The Option is exercisable by the Agents at any time until 48 hours prior to the closing, after which time the Option shall be void and of no further force and effect.

The gross proceeds raised in connection with the Concurrent Financing, less 50% of the Agents’ commission (the “**Escrowed Funds**”), will be delivered to and held in escrow on behalf of the subscribers by TSX Trust Company (the “**Escrow Agent**”) and invested in an interest-bearing account, or short-term obligations of, or obligations guaranteed by, the Government of Canada or any other investments that may be approved by Highmark, pending the satisfaction or waiver (to the extent such waiver is permitted) of certain escrow release conditions (the “**Escrow Release Conditions**”) on or before the 120<sup>th</sup> day after the closing of the Concurrent Financing (the “**Termination Date**”), in accordance with the provisions of an Agency Agreement to be entered into between Highmark, Stormcrow and the Agents, and a subscription receipt agreement to be respectively entered into with the Escrow Agent for each of the Unit Subscription Receipts and the Debenture Subscription Receipts.

As consideration for the Agents’ service in connection with the Concurrent Financing, Highmark will pay the Agents (i) a cash commission equal to 7.0% of the gross proceeds of the sale of the Unit Subscription Receipts, including any proceeds in connection with the exercise of the Option (other than in respect of certain sales of Unit Subscription Receipts to investors identified on a “President’s List” by Highmark, for which Highmark shall pay the Agents a reduced cash commission equal to 3.0% of the gross proceeds from the issuance and sale of Unit Subscription Receipts to such purchasers), and (ii) a cash commission equal to 7.0% of the gross proceeds of the offering of the Debenture Subscription Receipts.

As additional consideration for their services in the Concurrent Financing, the Company will issue the Agents compensation options (“**Compensation Options**”) exercisable in whole or in part to acquire that

number of Highmark Shares as is equal to 7.0% of (i) the total number of Unit Subscription Receipts issued and sold in the Concurrent Financing (other than in respect of Unit Subscription Receipts sold to persons on the President's List, for which the number of Compensation Options shall be equal to 3.0% of the total number of Subscription Receipts issued and sold to persons on such list), where each Compensation Option issued in connection with the issuance and sale of the Unit Subscription Receipts will entitle the holder thereof to acquire one Highmark Share at a price of \$0.76 per Highmark Share at any time on or before the date which is 24 months following the Escrow Release Date; and (ii) the gross proceeds from the sale of the Debenture Subscription Receipts issued and sold pursuant to the Concurrent Financing divided by \$0.95, where each Compensation Option issued in connection with the issuance and sale of the Debenture Subscription Receipts will entitle the holder thereof to acquire one Highmark Share at a price of \$0.95 at any time on or before the date which is 24 months following the Escrow Release Date.

Each Unit Subscription Receipt will entitle the holder thereof to receive, upon automatic exchange in accordance with the terms of the subscription receipt agreement to be entered into with respect to such Unit Subscription Receipts, without payment of additional consideration or further act or formality on the part of the holder thereof, one Highmark Share and one-half of one common share purchase warrant of Highmark (each whole such warrant, a "**Warrant**") upon the satisfaction or waiver (to the extent such waiver is permitted) of the Escrow Release Conditions on or before the Termination Date. Each whole Warrant will entitle the holder to acquire one Highmark Share (or Resulting Issuer Share, as the case may be) at an exercise price of \$1.15 per share for a period of two years from the Escrow Release Date. The Company will be entitled to accelerate the expiry date of the Warrants upon notice to holders of Warrants should the volume-weighted average trading price ("**VWAP**") of the Resulting Issuer Shares on the TSXV be greater than \$1.75 for twenty consecutive trading days.

Pursuant to and in accordance with the Subscription Receipt Agreement for the Debenture Subscription Receipts, and provided that the Escrow Release Conditions have been satisfied or waived prior to the Escrow Release Deadline, the Debenture Subscription Receipts shall each be automatically converted into, subject to adjustments in certain circumstances and without payment of any additional consideration and without any further action by the holder thereof, unsecured subordinate convertible debentures of Highmark in the principal amount of \$1,000 (a "**Convertible Debenture**"). The Convertible Debentures shall be convertible, in whole or in part, at the discretion of the holders, into Highmark Shares at a price of \$0.95 per Highmark Share and, following the completion of the Proposed Transaction, the Convertible Debentures shall be exchanged for convertible debentures of the Resulting Issuer, on economic and other terms which are substantially identical to the Convertible Debentures, subject to certain adjustment provisions. Notwithstanding the foregoing, from the date which is 12 months following the closing date of the Concurrent Financing, if the VWAP of the Resulting Issuer Shares on TSXV for any 20 consecutive trading days equals or exceeds \$1.90, the Resulting Issuer may notify the holders of the Resulting Issuer Debentures that the Resulting Issuer Debentures will be automatically converted into Resulting Issuer Shares at the Conversion Price 30 days following such notice.

The Resulting Issuer Debentures will bear interest from the closing date of the Concurrent Financing at an annual rate of 7.5%, payable in cash semi-annually in arrears. Notwithstanding the foregoing, subject to TSXV approval, the Resulting Issuer, in its sole discretion, will be entitled to elect to pay accrued interest in Resulting Issuer Shares at an annual rate of 8.0% based on a price per share equal to the 5-day VWAP of the Resulting Issuer Shares on TSXV, provided that such price shall not be less than the minimum price mandated by TSXV pursuant to its policies. The Resulting Issuer Debentures will mature on the date which is 36 months following the closing date of the Concurrent Financing.

The Escrow Release Conditions comprise:

- (a) written confirmation from each of Highmark and Stormcrow that all conditions to the completion of the Proposed Transaction, including for certainty, the completion of the Acquisitions, have been satisfied or waived, other than the release of the Escrowed Funds (including the escrowed portions of the Agents' commission) and the closing of the Proposed Transaction, including the closing of the Acquisitions, each of which will be completed forthwith upon release of the Escrowed Funds;
- (b) the receipt of all shareholder and regulatory approvals required for the Proposed Transaction;
- (c) the Definitive Agreement having been executed by Highmark and Stormcrow on terms not inconsistent with the letter of intent between Highmark and Stormcrow dated December 11, 2020;
- (d) the distribution of: (i) the Highmark Shares, Warrants, Convertible Debentures, Resulting Issuer Shares, Resulting Issuer Warrants, Resulting Issuer Debentures, and Resulting Issuer Shares issuable upon exercise of the Warrants or conversion of the Resulting Issuer Debentures, in each case being exempt from applicable prospectus and registration requirements of applicable securities laws and there being no hold periods or other restrictions for the first trade of such securities as long as such trade is not from a control block;
- (e) the Resulting Issuer Shares being approved for listing on the TSX-V and the completion, satisfaction or waiver of all conditions precedent to such listing, other than the release of the Escrowed Funds;
- (f) a warrant indenture for the Warrants, substantially in the form agreed to between Highmark and Beacon at closing of the Concurrent Financing, having been duly executed and delivered by the parties thereto;
- (g) a debenture indenture for the debentures, substantially in the form agreed to between Highmark and Beacon at closing of the Concurrent Financing, having been duly executed and delivered by the parties thereto;
- (h) such other customary escrow release conditions requested by Beacon, acting reasonably; and
- (i) the Company and Beacon, on behalf of the other Agents, having delivered a release notice to the Escrow Agent confirming that items (a) through (h), inclusive, have been satisfied (the "**Release Notice**").

In the event that: (i) the Escrow Agent does not receive the Release Notice at or prior to 11:59 p.m. (Toronto time) on the Termination Date, or (ii) if prior to the Termination Date, the Company advises the subscribers or announces to the public that it does not intend to satisfy the Escrow Release Conditions, the Unit Subscription Receipts and the Debenture Subscription Receipts will be null and void and of no further effect, and the Escrow Agent will return to each holders of Unit Subscription Receipts and Debenture Subscription Receipts an amount equal to the aggregate subscription price of the subscription receipts held by such holder plus a *pro rata* portion of any interest and other income earned on the Escrowed Funds, less applicable withholding taxes, if any. Highmark will be responsible and liable to the holders of subscription receipts for any shortfall between the aggregate subscription price paid and the Escrowed Funds.

In the event the Escrow Release Conditions are satisfied, and the Proposed Transaction is completed, the

Escrowed Funds will be released to Highmark. The Company intends to use the Escrowed Funds to fund the cash portion of the remaining purchase price of the Acquisitions, repay bridging finance for the acquisition of BrainFx, and to fund the working capital requirements of the company.

### **Closing Conditions**

It is proposed that completion of the Proposed Transaction will be subject to a number of conditions, including but not limited to, completion of the Concurrent Financing, the satisfaction of the Company and Highmark in respect of the due diligence investigations to be undertaken by each party, the entering into by the parties of a definitive agreement with respect to the Proposed Transaction (such agreement to include representations, warranties, conditions and covenants typical for a transaction of the nature of the Proposed Transaction), the receipt of approval of the directors of each of Stormcrow and Highmark, the approval of the Amalgamation by the shareholders of Highmark, the receipt of all necessary approvals of the Stormcrow shareholders at the Meeting, the receipt of all necessary approvals of all regulatory bodies having jurisdiction in connection with the Proposed Transaction, including the TSXV, and the determination of a new board of directors of the Resulting Issuer and appointment of new officers of the Resulting Issuer. Any amendments will be set out in a further press release of the Company. The Proposed Transaction cannot close until the required conditions are satisfied or waived, and there can be no assurance that the Proposed Transaction will be completed as proposed or at all and there can be no assurances that the Proposed Transaction will be completed on the terms outlined herein, or at all.

### ***Interests in the Proposed Transaction***

Mr. Chris Schnarr, Chief Executive Officer, Chief Financial Officer, and a Director of Stormcrow, was appointed as a director of Highmark on January 28, 2021.

Certain directors and officers of Stormcrow own securities of Highmark, which on a fully diluted basis, as a group represent less than 10% of Highmark's issued and outstanding voting stock prior to completion of the transactions contemplated hereunder. Mr. Schnarr currently owns 89,286 common shares of Highmark, and 428,612 common share purchase warrants (which includes certain warrants to be issued pursuant to the Bridge Loan, as defined below). Glen Schnarr owns 223,214 common shares of Highmark, and 504,804 common share purchase warrants (which includes certain warrants to be issued pursuant to the Bridge Loan). Ray Sharma owns 700,000 common shares of Highmark, and 100,000 common share purchase warrants. Mr. Sharma is also the principal shareholder of eSpectrum Solutions Inc. ("**eSpectrum**"), which holds 44,643 common shares of Highmark and 212,805 common share purchase warrants (which includes certain warrants to be issued pursuant to the Bridge Loan).

Approximately concurrently with the Concurrent Financing, Chris Schnarr, Glen Schnarr and eSpectrum are expected to provide a secured loan to Highmark (the "**Bridge Loan**"), in the principal amount of \$2.3 million with a 9% interest rate, in order to provide acquisition financing to Highmark, the principal purpose of which is to fund the cash purchase price of BrainFx. The Bridge Loan will mature on the earlier of the completion of the Proposed Transaction, one year from the date of advance, and the date on which demand for repayment is made following the occurrence of an event of default. In consideration of the lenders providing the Bridge Loan, the lenders will be issued 756,578 common share purchase warrants of Highmark, each exercisable for one Highmark Share at an exercise price of \$0.76 for a 24 month term (the ownership of these warrants is included in the paragraph above).

### **Proposed Director and Officer Qualifications**

***Dr. Sanjeev Sharma, Director and Chief Executive Officer***

Dr. Sharma is co-founder and CEO of Highmark Interactive, one of Canada's leading digital health companies. A visionary leader and serial entrepreneur with over 20 years of healthcare experience, Dr. Sharma is driven to disrupt healthcare delivery both in Canada, and globally. He has held senior leadership positions in both Canadian and global corporations, including serving as Global Director of Product Management with Baxter Healthcare. He would go on to be the founding CEO of Wellpoint Health, one of Canada's largest occupational health and safety providers. In addition to his work at Highmark Interactive, he is an active investor and entrepreneur, having supported multiple start-ups in the health care, and technology verticals. Most recently, Dr. Sharma was a founding member of New York based MedPro Investors, and was on the Board of Directors for B-temia Corp; a global leader in Human Augmentation Robotic technology. Dr. Sharma completed medical school at McMaster University, post-graduate medical residency at the University of Toronto, and a Master of Business Administration from Wilfrid Laurier University.

***Don Harkness, Chief Financial Officer***

Don Harkness is seasoned financial executive with over 20 years of CFO experience. Don has spent his career in the technology and medical products sectors in both private and public companies. Don was most recently CFO of Lone Wolf Real Estate Technologies, a private equity backed residential real estate software company. He was also CFO of Intellware Development and GeoDigital International Inc. His medical products CFO experience includes Prism Medical Inc. and Vitalaire Healthcare. Don is results-oriented and bottom-line focused with a successful track record of strategic change management, process improvement, financing, mergers and acquisitions and system implementations. He has lent his financial expertise to a number of not for profit organizations as a volunteer board member. Don completed his undergraduate business degree at the University of Western Ontario's Ivey Business School and is a Chartered Accountant.

***Sunil Sharma, Executive Vice-President, Corporate Development and Director***

Sunil Sharma is a seasoned serial entrepreneur with over 20 years of healthcare experience having had his first exit before he was 30 years old. Sunil has started multiple companies and previously co-founded Wellpoint Health, one of Canada's largest occupational health and safety providers that grew to over 500 employees. Sunil was responsible for leading the sales team and Business Development initiatives nationally during his tenure at Wellpoint Health. Sunil is driven by disrupting the Canadian healthcare sector and brings a creative and strategic edge to all his entrepreneurial projects. In addition to co-founding Highmark Interactive, a digital health company with an award winning FDA approved technology, he is an active entrepreneur and board member with both public and privately held organizations and start ups within the healthcare vertical. Sunil currently sits on the Foundation board of Directors with Westpark Health Care. Sunil completed his undergraduate commerce degree at McMaster's Michael G DeGroote school of business in 1999.

***Chris Schnarr, ICD.D, Director***

Mr. Schnarr is an entrepreneur with over 30 years of experience across a range of industries including founding, managing, and advising growth companies with respect to strategy, corporate finance, sales and marketing, operations, corporate development, M&A, and governance, both in the private and public realm. Mr. Schnarr's Board member experience spans 8 public and 5 private companies, including TSXV, TSX, and NYSE listed companies. Mr. Schnarr has extensive Board committee experience, including Audit (Chair) and Governance and Compensation (Chair). Mr. Schnarr is currently Chairman of Vitalhub Corp. (TSXV:VHI) and Popreach Corporation (TSXV:POPR) and a director of Stormcrow Holdings Corp. (TSXV: CROW.P), and Greyhame Capital Corp. His industry experience includes healthcare, software,

technology, communications, agriculture & food, NHP/OTC/CPG, and pharma/biotech. Mr. Schnarr is a graduate of the Director's Education Program at Rotman School of Business and holds the ICD.D designation.

***Harry Jacobson, Director***

Dr. Harry R. Jacobson is a physician, entrepreneur, and investor. Since graduating from the University of Illinois Medical School in 1972, Dr. Jacobson has practiced medicine, and taught on the as a faculty member of UT Southwestern (1978-1985) and Vanderbilt Medical Center (1985-1997). In 1997, Dr. Jacobson became Vice Chancellor of Health Affairs at Vanderbilt University and CEO at the Medical Centre, seeing the centre grow from \$750 M to \$2.25 B in revenue during his tenure. As CEO of VUMC, Dr. Jacobson chaired the Chancellor's Fund and oversaw the University's technology transfer operations during which time the fund, alongside \$250 M of institutional capital, invested in 29 startup companies created from Vanderbilt intellectual property through the technology transfer offices. The Chancellor's Fund returned 2.4x cash on cash with several portfolio companies yet to exit.

Dr. Jacobson has also founded or co-founded many companies including Contact Software (acquired in 1993 by Symantec ) Renal Care Group (RCG:NYSE), a leading dialysis service provider acquired by Fresenius in 2006; Ambulatory Services of America, a diversified outpatient services provider acquired by U.S. Renal in 2013; CeloNova Biosciences (funded by MedCare), a medical device company with two major product lines, one of which was sold to Boston Scientific for up to \$270 M in 2015; and MindCare Solutions (funded by Medcare and WP Global), a tele-behavioral health company.

Dr. Jacobson has served on the boards of three NYSE-listed companies, including KCI (2004-2011), Renal Care Group (1995-2006) and Merck (2007-2013). He currently he serves on the Board of Ingram Industries and on the boards of several MedCare Portfolio Companies. In 2002, Dr. Jacobson he was named Ernst and Young Southeast Entrepreneur of the Year and has been recognized as one of the top 50 most Powerful Physicians Executives in America.

***Brad Badeau, Director***

Brad is past President and Chief Operating Officer of Trimark Investment Management Inc., and was also Senior Vice President and Chief Financial Officer of Burgundy Asset Management, where he had been responsible for all functions other than portfolio management, sales and marketing and led the organization through substantial growth. Mr. Badeau has served as director on a number of corporation and philanthropic boards, notably as previous Vice Chair of L'Arche Canada Foundation and Chairman of the KiBo Foundation. Mr. Badeau supports both discovery and applied research across every stage of the financing cycle, and was a co-Founder of CertaPay Inc. (now Interac E-Transfer), and a Co-Founder of the Canadian Securities Exchange.

The Mazza Long Family Trust, a trust existing under the laws of Ontario, is expected to hold approximately 12.1% of the outstanding Resulting Issuer Shares upon completion of the Proposed Transaction. As described above, Mr. Chris Mazza, a resident of Ontario, Canada, controls the Mazza Long Family Trust, as trustee.

**Sponsorship**

Stormcrow and Highmark intend to seek an exemption or waiver from the sponsorship requirements on the basis of Section 3.4(a)(ii) of TSXV Policy 2.2. If the parties seek such an exemption or waiver, there can be no assurances that the TSXV will grant such an exemption or waiver, either at all or on the terms sought by the parties.

If and when a definitive agreement between Stormcrow and Highmark is executed, Stormcrow will issue a subsequent press release in accordance with the policies of the TSXV containing the details of the definitive agreement and the additional terms of the Proposed Transaction.

**For further information:**

Highmark Innovations Inc.  
Sunil Sharma  
[secretary@highmark.tech](mailto:secretary@highmark.tech)

Stormcrow Holdings Corp.  
Chris Schnarr  
[cschnarr@loriangroup.com](mailto:cschnarr@loriangroup.com)

**Cautionary Statements**

*Completion of the Transaction is subject to a number of conditions, including but not limited to, TSXV acceptance and if applicable pursuant to TSXV 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 release 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 TSXV 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 RELEASE.*

*This news release does not constitute an offer to sell or the solicitation of an offer to buy any securities in any jurisdiction.*

**Cautionary Statement Regarding Forward-Looking Information**

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