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Eureka 93 Inc., Vitality CBD Natural Health Products Inc. and Mercal Capital Corp. Execute Definitive Amalgamation Agreement

Ottawa, ON, April 26, 2019 – Eureka 93 Inc. (“**Eureka93**”) (CSE:ERKA) (formerly LiveWell Canada Inc.), Vitality CBD Natural Health Products Inc. (“**Vitality**”), and Mercal Capital Corp. (“**Mercal**”) (NEX:MUL.H) today announced that they have executed a definitive amalgamation agreement (the “**Agreement**”) to effect the proposed transaction as described in the joint management information circular of Eureka93, Vitality and Mercal dated March 11, 2019 (the “**Joint Circular**”). The transaction, as approved at the shareholders’ meetings of Vitality, Mercal and Eureka93 held on April 5, 2019, April 10, 2019, and April 11, 2019, respectively, will see Eureka93 and Mercal amalgamate concurrent with the reverse takeover of Eureka93 by Vitality (the “**Transaction**”). The resulting issuer following the Transaction will be Eureka93 (the “**Resulting Issuer**”)

Articles of Amendment

Pursuant to the Agreement, articles of amendment have been filed: to change the name of LiveWell Canada Inc. to Eureka 93 Inc.; to consolidate the issued and outstanding common shares of Eureka93 on a 15:1 basis; to consolidate the issued and outstanding Series 1 Convertible Preferred Shares; to amend the share rights of the Series 1 Convertible Preferred Shares to change the conversion price from \$0.23 to \$3.45; to consolidate the issued and outstanding Series 2 Convertible Preferred Shares; and to amend the share rights of the Series 2 Convertible Preferred Shares to change the conversion price from \$0.43 to \$6.45 (the “**Consolidation**”). Copies of the certificates of amendment of Eureka93 dated April 12, 2019 (to change the company’s name) and April 23, 2019 (to consolidate the issued and outstanding shares of the company) can be found on Eureka93’s SEDAR profile at www.sedar.com.

Articles of Amalgamation

Pursuant to the Agreement, Eureka93, Vitality and Mercal have filed articles of amalgamation pursuant to which Vitality and Mercal have each amalgamated with wholly owned subsidiaries of Eureka93 (incorporated for the purpose of effecting the amalgamations contemplated by the Transaction). In accordance with the articles of amalgamation, the shareholders of Mercal shall receive 0.27 shares of Eureka93 on a post-Consolidation basis and the shareholders of Vitality shall receive 0.4022 shares of Eureka93 on a post-Consolidation basis. No fractional shares of Eureka93 will be issued. Further details will be provided via news release closer to the Company’s listing date. A copy of the certificates of amalgamation dated April 24, 2019 can be found on Eureka93’s SEDAR profile at www.sedar.com.

Exchange Approval and Listing

To resume trading, the Transaction is subject to acceptance and approval by the Canadian Securities Exchange (the “**CSE**”) and the TSX Venture Exchange (the “**TSXV**”). Eureka93 is pleased to provide the following update regarding the listing of Eureka93’s shares on the CSE. Eureka93 has received comments from the CSE on its Form 2A Listing Statement and is working diligently to address each comment. Discussions with the CSE are ongoing and as a result, the Company, at this time, is not able to provide a definitive timeline for the listing of its securities. The Company will provide an update to the market once it has obtained its final listing date on the CSE.

Mercal continues to be a NEX listed company and as such the Transaction is also subject to TSXV approval. Mercal has received conditional acceptance from the TSXV for the Transaction and final



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approval will be granted once all conditions of the TSXV have been satisfied, including written confirmation that the Resulting Issuer has been accepted for listing on the CSE, and that any conditions to such listing have been satisfied or waived, and receipt by the TSXV of written confirmation from Mercal's escrow agent or the Resulting Issuer's escrow agent confirming that the Resulting Issuer shares issued in replacement of the existing Mercal escrowed shares will remain in escrow or have been deposited into escrow.

Further details about the Transaction and Eureka93 is available in the Joint Circular available on the SEDAR profiles of Eureka93 and Mercal, as well as the Listing Statement to be prepared and filed on the SEDAR profile of Eureka93.

Cautionary Note Regarding Forward-Looking Statements

This release includes forward-looking statements about the Eureka93 and its business. Often, but not always, forward-looking statements can be identified by the use of words such as "plan", "continue", "expect", "schedule", "project", "intend", "believe", "anticipate", "estimate", "may", "will", "potential", "proposed" and other similar words, or statements (including negative variations) that certain events or conditions "may" or "will" occur. Such statements are based on the current expectations of management. The forward-looking events and circumstances discussed in this release may not occur by certain specified dates or at all and could differ materially as a result of unknown and known risk factors and uncertainties affecting Eureka93, Vitality and Mercal. Readers are encouraged to read all Risk Factors disclosed in the Joint Circular. The forward-looking information contained in this press release represents expectations of the companies 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 the companies may elect to, they do not undertake to update this information at any particular time except as required in accordance with applicable securities laws.

Neither the Canadian Securities Exchange nor its Regulation Services Provider accepts responsibility for the adequacy or accuracy of this release.

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ABOUT EUREKA 93 Inc.

Eureka 93 Inc. is one of the largest hemp cultivation and extraction operations in North America. The vertically integrated company is dedicated to producing the highest-quality CBD products for its customers. Eureka93 is a design-driven company for creative solutions in systems, products, packages and services. For more information visit www.eureka93.com

ABOUT MERCAL

Mercal is a capital pool company that has not commenced commercial operations and has no assets other than cash.

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