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## **Satori Resources Inc. Announces LOI to Acquire COC Greenhouses Inc., \$1,000,000 Private Placement, Spin-Out of Mining Assets and Proposes a 15:1 Share Consolidation**

**Toronto, Ontario –December 2, 2014 – Satori Resources Inc. (TSXV:BUD) (“Satori Resources” or the “Company”)** and COC Greenhouses Inc. (“COC”) are pleased to announce they have entered into a letter of intent dated December 2, 2014, setting out the terms upon which COC will be acquired by the Company. The Transaction, as defined hereafter, is subject to any regulatory, director or other approvals that may be required, the completion of satisfactory due diligence by the Company and other conditions contained in the letter of intent and the definitive agreement to be signed by the parties. Closing of the Transaction will result in COC acquiring approximately a 62.5% interest in the Company post a 15:1 share consolidation in exchange for all of the assets and intellectual property belonging to COC. As agreed to under the terms of the LOI, COC agrees to spin-out, by way of a plan of arrangement or otherwise, all of the mining assets of Satori Resources along with all remaining cash as a separate company to the current (pre-closing) shareholders of Satori Resources on closing the Transaction.

### ***The Transaction***

The Company intends to acquire 100% of the common shares of COC (the “COC Shares”) in a reverse takeover transaction which will be effected by way of a three cornered amalgamation (the “Transaction”) pursuant to which a newly formed wholly-owned subsidiary of the Company will amalgamate with COC, resulting in the amalgamated company becoming a wholly-owned subsidiary of COC. Pursuant to the Amalgamation, 6,711,500 Consolidated Company Shares, as defined hereafter, will be issued to the existing shareholders of COC. Upon completion of the Transaction, it is expected that the Resulting Issuer, as defined in TSX Venture Exchange (“Exchange”) Policy 5.2, (the “Resulting Issuer”) will be listed on the Exchange as a Tier 2 industrial issuer.

As a condition of the Transaction, the shareholders of the Company will be asked to approve a consolidation (the “Share Consolidation”) of Company’s common shares (“Company Shares”) on the basis of approximately fifteen (15) old shares for one (1) new share. The Company Shares as so consolidated are hereinafter referred to as the “Consolidated Company Shares”. The existing shareholders of Satori Resources will own 4,026,900 Consolidated Company Shares.

Concurrently with closing of the Transaction, the Company will change its name to “COC Greenhouses Inc.” or such other name as may be selected by COC. If requested and approved, the Share Consolidation would become effective prior to completion of the Transaction. All share numbers and pricing herein assumes completion of the Share Consolidation prior to closing of the Transaction.

The Company and COC are at arm's length; accordingly the Transaction is not a “**Non-Arm's Length Party Transaction**”.

Notwithstanding the finder's fee associated with the private placement noted below, the Company and COC confirm that there are no finder's fees or other similar fees payable to any person or party with respect to the Transaction.

### ***Contemplated \$1,000,000 Private Placement***

In conjunction with the Transaction, COC will undertake a non-brokered private placement \$1,000,000 (the “**Offering**”). Under the terms of the Offering, the Company will issue up to 2,000,000 units (each a “**Unit**”) at a price of \$0.50 per Unit. Each Unit will consist of one Consolidated Company Share and one-half of one common share purchase warrant. Each whole warrant (a “**Warrant**”) will entitle the holder to acquire one Consolidated Company Share at the exercise price of \$0.75 for a period of eighteen months from closing.

The Company may pay finder's fees to arm's length parties in an amount equal up to 7% of the proceeds raised under the Offering payable in cash and in finder's warrants.

It is anticipated that the net proceeds of the Offering will be used to finance the Transaction, secure a location for operations, and fund construction of the Resulting Issuer's Marihuana for Medical Purposes Regulations (the “**MMPR**”) greenhouse showcase project.

### ***Spin Out of Mining and Related Assets***

As agreed to under the terms of the LOI, COC agrees to spin-out, by way of a plan of arrangement or otherwise, all of the mining assets of Satori Resources along with all remaining cash as a separate company to the current (pre-closing) shareholders of Satori Resources on closing the Transaction. COC will be responsible for the cost, including legal and accounting costs, of spinning out these assets. It is anticipated that the spin out will occur simultaneously to the closing of the Transaction.

### ***Resulting Issuer Capital Structure***

Assuming completion of the Share Consolidation and the Transaction and that the Offering is fully subscribed, the Resulting Issuer will have outstanding approximately 12,738,400 Consolidated Company Shares, 1,431,133 warrants, 388,334 stock options, and up to 140,000 finder's warrants.

### ***Officers, Directors, and Insiders of Resulting Issuer***

Following the completion of the Transaction, the officers, directors, and insiders of the Resulting Issuer will be as follows:

- **Christopher Skidmore, Chief Executive Officer, President, and Director.** Mr. Skidmore serves as the Chief Executive Officer, President and a director of COC. The founder and controlling shareholder of COC. He is also the founder and owner of Beat the Market Stock Picks a paid newsletter service. Mr. Skidmore graduated with an accounting degree from British Columbia Institute of Technology in 2006. Mr. Skidmore is a 4th generation glazier who has worked in all aspects of the glass industry including the company his grandfather

(Herbert Skidmore) and great uncle (Art Skidmore) started, Speedy Auto Glass, now a 60-year-old company.

- **Fred Beck, Director.** Mr. Beck serves as the Chief Executive Officer, President, and director of Beck Glass Inc. a company that focuses on the residential and commercial glass replacement markets. In 1978, Mr. Beck founded Broco Auto Glass with his brother. In 2003, they diversified into residential and commercial glass replacement offering glass assurance contracts forming Broco Technologies Inc. and Broco Glass Network Ltd. In 2012, Mr. Beck decided to focus solely on the residential and commercial replacement glass market, and started Beck Glass Inc. and divested himself from his interest in his previous companies.
- **Walter Henry, CFA and ICD.D, Director.** Mr. Henry was appointed the Chief Executive Officer and President of the Company on September 11, 2014. He had been a director of the Company and of its predecessor company, St. Eugene Mining Corporation prior to its acquisition by Claude Resources Inc. in 2012. Mr. Henry is the President and Chief Executive Officer of Frontline Gold Corp. since June 2010 and is the Chairman of Alexandria Minerals Corporation and Alturas Minerals Corporation. Mr. Henry has previously held the positions of Vice-President, Finance and Chief Financial Officer of Royal Nickel Corp.; Chief Financial Officer of Juno Special Situations Corp., Alturas Minerals Corp. and Tiberon Minerals Ltd. Mr. Henry sits on the board of directors of other companies and has extensive experience in the areas of international project financing, capital markets financing, commercial bank financing, financial reporting, controls and taxation matters and treasury and financial risk management.
- **Tom Hussey, Director.** Mr. Hussey was appointed as an independent director of the Company on September 11, 2014. Mr. Hussey is currently Chief Financial Officer of N-Dimensions Solutions Inc., and Chief Financial Officer and a director of Frontline Gold Corp. He has been a member of the Canadian Institute of Chartered Accountants for over 40 years (Chartered Public Accountant and Chartered Accountant) and is a KPMG LLP alumnus. Over the last 30 years, Mr. Hussey has held senior positions, including Chief Financial Officer, in many companies in the packaging industry and recently retired as Executive Vice President & Chief Financial Officer of a global equipment manufacturer. Mr. Hussey was also the Chief Financial Officer of Wallbridge Mining Company prior to and after the company's initial public offering. Mr. Hussey is currently a member of the board of directors and chairman of the audit committee of Miocene Metals Inc., a company listed on the TSX-V. He has also been and is currently a member of the board of directors of many organizations in both private companies and not-for-profit organizations. Mr. Hussey is also the Audit Chairman for Platinex Inc.
- An additional nominee from COC to be announced at a later date.

### ***About COC Greenhouses Inc.***

COC was incorporated on June 4<sup>th</sup> 2014 to build, supply and service greenhouses for MMPR licensed companies. COC plans to specialize in the construction of greenhouses for MMPR producers and potential applicants. Greenhouses are one of the faster growing production mediums for medical

marihuana in North America. COC has identified greenhouses as a secure, low cost production medium for hydroponic and natural light medical marihuana production. They can be designed specifically for hydroponic medical marihuana production using simple “Freestanding” greenhouse systems or high tech solar powered “Venlo” structures, which are virtually energy self-sufficient. Hydroponic greenhouses can be built at a relatively inexpensive cost of \$2M, up to and exceeding \$5M per acre. As Satori Resources notes in its press release dated June 25, 2014, Health Canada has rigorous rules and regulations that are required to be complied with on an ongoing basis, which adds significant costs to doing business in this industry, namely, extraordinary requirements for infrastructure and equipment including physical barriers, sophisticated video surveillance, air quality and filtration systems, and ultimately site visit inspection approval, all of which must be complied with prior to operating a MMPR business. It is anticipated that the greenhouses will be designed to meet laws in Canada as regulated by the MMPR regulations, but there are no assurances.

Greenhouses can produce medical marihuana typically at a third to half the operating cost of an indoor hydroponic system. They are also less capital intensive to build than an indoor system while providing a healthy gross margin for the builder. Greenhouses can also produce much larger yields per square foot than a typical indoor MMPR hydroponic system’s operation.

### ***About Satori Resources Inc.***

Satori Resources is a Toronto-based mineral exploration and development company whose primary property is the Tartan Lake Gold Mine Project (100% interest), located in the prolific Flin Flon Greenstone Belt, Manitoba. The Company is currently considering transactions in respect of the Tartan Lake Gold Mine, in addition to evaluating new project opportunities.

### ***Conditions to the Transaction***

The closing of the Transaction is subject to a number of conditions, including, but not limited to the following:

1. completion of all due diligence reviews;
2. receipt of all director and shareholder approvals as may be required under applicable laws or regulatory policies;
3. execution of a formal agreement;
4. the COC shareholders entering into such escrow agreements as may be required by the Exchange and applicable securities regulatory policy;
5. completion of the proposed Offering;
6. confirmation that the COC Shares will be free and clear of all liens, claims, charges or encumbrances;
7. there being no material actions, suits or proceedings at the time of closing involving either party;
8. there being no material adverse change to the assets, technology, liabilities, business, operations, or financial condition of either party at the time of closing;
9. completion or waiver of sponsorship;
10. receipt of all required regulatory approvals, including the approval of the Exchange, of the Transaction;

11. satisfaction of the Initial Listing Requirements of the Exchange and all requirements under the Exchange rules relating to completion of a “Reverse Takeover Transaction”;
12. a new slate of directors be appointed as agreed by the parties; and
13. the Company Shares be consolidated prior to closing, subject to shareholder approval as noted in item 2 above.

There can be no assurance that the Transaction will be completed as proposed or if at all.

### ***Cautionary Statement***

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

### ***Contact***

For further information, contact Walter Henry, Chief Executive Officer and President at:

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### ***Forward-Looking Statements***

*Forward-Looking Statements: This press release contains forward-looking information based on current expectations. Statements about closing the Transaction, expected terms of the Transaction, the number of securities of the Company that may be issued in connection with the Transaction, the ownership ratio of the Company and COC post-closing, the requirement to hold shareholder approval and the parties' ability to satisfy closing conditions and receive necessary approvals are all forward-looking information. These statements should not be read as guarantees of future performance or results. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from those implied by such statements. Although such statements are based on reasonable assumptions, there can be no assurance that the Transaction will occur or that, if the Transaction occurs, it will be completed on the terms described herein. Should new information, future events or otherwise become available, which might be deemed material, updates will be provided by the Company via the newswire services and filing on SEDAR.*

Neither 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.