

# COUNTY CAPITAL

## COUNTY CAPITAL ONE LTD. ANNOUNCES QUALIFYING TRANSACTION

**TORONTO, ONTARIO – March 14, 2019** – County Capital One Ltd. (the “**Corporation**”) is pleased to announce that it has entered into a binding engagement agreement dated March 12, 2019 with Podium Advertising Technologies Ltd. d/b/a ADCORE, a company incorporated under the laws of Israel (“**ADCORE**”), pursuant to which the Corporation will acquire all of the issued and outstanding shares in the capital of ADCORE (the “**Proposed Transaction**”).

When completed, the Proposed Transaction will constitute the Corporation’s qualifying transaction pursuant to the policies of the TSX Venture Exchange (the “**Exchange**”) and is subject to compliance with all necessary regulatory and other approvals and certain other terms and conditions. A comprehensive press release with further particulars relating to the Proposed Transaction will follow in accordance with the policies of the Exchange.

### **ABOUT ADCORE**

ADCORE is a leading provider of machine-learning powered advertising technologies. ADCORE’s suite of solutions empowers digital advertisers with automated solutions to enhance and maximize their Search Engine Marketing (“**SEM**”). ADCORE’s technologies are designed for in-house marketing professionals, freelancers and advertising agencies to scale their SEM activity and maximize their ROI.

By combining extensive industry knowledge and experience with its proprietary artificial intelligence (“**AI**”) engine, ADCORE offers a unique SEM platform. In addition to being named numerous times on Deloitte’s Fast 50 Technology list, ADCORE is a certified Google Premier Partner.

ADCORE serves hundreds of clients worldwide including: Digital Marketing Agencies, e-Commerce Businesses, Travel, Financial Technology and Gaming Companies and its strength as an agile and leading player in the industry has led to winning the largest online tender to date in Israel, a CAD \$27 million contract with the Israel Government Advertising Agency.

Established in 2006 and 100% owned by its founder and CEO, Mr. Omri Brill, ADCORE employs over thirty people in its headquarters in Tel Aviv, Israel and satellite offices in Melbourne, Australia and Winnipeg, Manitoba.

Between 2011 and 2017, ADCORE’s sales have grown greater than 50% annually (CAGR) and it anticipates earnings before interest, taxes, depreciation and amortization (Adjusted EBITDA) to be in between CAD \$3.5 million and CAD \$4 million for the year ending 2018.

For further information about ADCORE, please visit their website at [www.adcore.com](http://www.adcore.com).

## **ABOUT COUNTY CAPITAL**

County Capital brings together an elite group of industry leaders with a mandate to create and complete a series of professionally managed Capital Pool Companies. For more information about County Capital and the CPC Program, please visit [www.countycapital.ca](http://www.countycapital.ca)

## **ADDITIONAL TERMS**

A comprehensive news release with further particulars relating to the Proposed Transaction, financial particulars, transaction structure, descriptions of the proposed management and directors of the resulting issuer, terms of any concurrent financing and sponsorship, if applicable will follow in accordance with the policies of the Exchange.

Completion of the Proposed Transaction is subject to a number of conditions including, but not limited to, Exchange acceptance and, if applicable pursuant to Exchange requirements, shareholder approval. Where applicable, the Proposed Transaction cannot close until the required shareholder approval is 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 management information circular, filing statement or prospectus in lieu thereof to be prepared in connection with the Proposed 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.

## **FORWARD-LOOKING STATEMENTS**

This press release contains certain forward-looking statements, including statements about the Corporation's future plans and intentions and completion of the Proposed Transaction. Wherever possible, words such as "may", "will", "should", "could", "expect", "plan", "intend", "anticipate", "believe", "estimate", "predict" or "potential" or the negative or other variations of these words, or similar words or phrases, have been used to identify these forward-looking statements. These statements reflect management's current beliefs and are based on information currently available to management as at the date hereof.

Forward-looking statements involve significant risk, uncertainties and assumptions. Many factors could cause actual results, performance or achievements to differ materially from the results discussed or implied in the forward-looking statements. These factors should be considered carefully and readers should not place undue reliance on the forward-looking statements. Although the forward-looking statements contained in this press release are based upon what management believes to be reasonable assumptions, the Corporation cannot assure readers that actual results will be consistent with these forward-looking statements. These forward-looking statements are made as of the date of this press release, and the Corporation assumes no obligation to update or revise them to reflect new events or circumstances, except as required by law.

### **For further information please contact:**

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**Neither the 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 release.**