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**TREE OF KNOWLEDGE INTERNATIONAL CORP. ANNOUNCES  
DEFINITIVE AGREEMENT TO ACQUIRE ASTERION BIO MED INC.**

**Toronto, ON and North York, ON**, December 3, 2018 – Tree of Knowledge International Corp. (CSE:TOKI; OTC:TRKWF) (the “**Company**” or “**TOK**”) (formerly Courtland Capital Inc.) is pleased to announce that it has entered into a pre-acquisition agreement (the “**Definitive Agreement**”) with Asterion Bio Med Inc., a private Ontario corporation (“**Asterion**”) dated November 30, 2018.

Asterion is a leading healthcare provider specializing in multidisciplinary pain clinics operating under the banner; Toronto Poly Clinics (collectively, “**TPC**”). TPC has become a healthcare leader in the ethical and controlled use of medical cannabis, managing over 4,800 cannabis patients. TPC has gleaned extensive expertise from being involved in one of the largest observational clinical trials on medical cannabis and from its ongoing direct patient experience. Asterion has developed and implemented MCERP (Medical Cannabis Education, Research and Best Practice Platform) and MCORP (Medical Cannabis Opioid Reduction Program) with great success.

“We are thrilled to welcome Asterion to the TOK family,” said Jean-Paul Gaillard, CEO of Tree of Knowledge. “There is an incredible opportunity to upgrade and expand on research and technology in this large and rapidly expanding medical cannabis industry. With the leadership of Asterion’s highly-successful management team, the pedigree of both our medical teams, and the North American platform of the combined entity, we are bullish on our ability to differentiate ourselves as a data aggregator, concept leader, and innovator in medical cannabis.”

Combined, through Asterion’s exclusive strategic alliance agreement with Jack Nathan Medical Inc. group of clinics in six provinces, the companies will have an opportunity to implement specialty pain clinics with potential access to more than 420 physicians with an estimated 1.5 million patient visits per year in Canada. TOK will continue to drive technological innovation and research while providing customers internationally with world-class products and solutions.

The Honourable Ernie Eves - Chairman of Asterion, commented: “We are excited to combine our team with the highly regarded industry peers operating under the Tree of Knowledge umbrella. We will be positioned to leverage our cannabinoid and chronic pain research initiatives and practical experience to continue pioneering data driven technologies, proprietary product formulations, and cutting-edge research initiatives on both sides of the border. We believe our

shared passion for research, data, and product development, combined with our relentless focus on delivering outstanding patient care makes this transaction a good fit for both entities.”

The capabilities of Asterion and TPC will allow TOK to aggressively pursue its path to become a leading research, education and bioscience company in the industry. Asterion’s collective experience is an invaluable asset to a core principle, science-based research and education approach that will lead to proper, safe consumption of medical cannabis and hemp-based products. These research capabilities will improve the ability to develop targeted medical cannabis and CBD products for wellness creating a formidable international brand.

### **Definitive Agreement**

Pursuant to the Definitive Agreement, TOK will make an offer to acquire all of the issued and outstanding common shares of Asterion (the “**Asterion Shares**”) by issuing common shares of TOK (“**TOK Shares**”) on the basis of 2.1894 TOK Shares for each one (1) Asterion Share (the “**Exchange Ratio**”). Upon completion of the Offer, the former Asterion Shareholders will own 49% of TOK. TOK has received support for the Offer from 66 2/3% of the Asterion shareholders. TOK expects to deliver the Offer to all the Asterion shareholders on December 3, 2018. The Offer will be open for acceptance 14 days, subject to an extension by TOK (the “**Expiry Date**”) and is subject to a minimum condition of 66 2/3% of the Asterion shareholders tendering their shares to the Offer (the “**Minimum Condition**”). Shareholders of Asterion, including founding shareholders, representing 66 2/3% of the Asterion shareholders have notified the remaining Asterion shareholders that they may rely on the drag-along provisions under a shareholders agreement among the Asterion shareholders, or otherwise pursuant to corporate laws, as applicable, to compel the remaining Asterion shareholders to participate in the Offer. The Offer is expected to be completed by December 19, 2018.

As a condition to completing the Offer, TOK is required to raise \$2,300,000 (the “**Financing**”). TOK has received subscriptions pursuant to a non-brokered private placement of 10,454,545 units at a price of \$0.22 per unit for gross proceeds of \$2,300,000, with each unit consisting of one common share and one share purchase warrant. Each whole warrant entitles the holder to acquire a common share at a price of \$0.39 per share for a period of forty-eight months, subject to the ability of the Company to accelerate the expiry date if at any time during the term of the warrants the volume weighted average closing price of the Common Shares on the CSE is \$1.00 or more for 10 consecutive trading days. The common shares and warrants will bear a four month hold period from the date of issue. The funds are being held in escrow pending the closing of the Offer. In addition, TOK is proposing to raise additional funds pursuant to the terms of the non-brokered private placement of approximately \$2.7 million.

Further, it is a condition of the Definitive Agreement, that each holder of options or warrants issued by Asterion (“**Asterion Options**” and “**Asterion Warrants**”, respectively) and remaining outstanding prior to the Expiry Date of the Offer shall have agreed to exchange such Asterion Options or Asterion Warrants, as the case may be, for options and warrants, as applicable, of TOK on substantially the same terms as the original Asterion Options or Asterion Warrants with adjustments to the number of shares and the price based on the Exchange Ratio.

## **Conditions to Completion of the Offer**

The closing of the Offer is subject to acceptance by 66 2/3% of the shareholders of Asterion and the satisfaction or waiver of customary terms and conditions. There can be no assurance that the Offer will be completed as proposed or at all.

All information contained in this news release with respect to Asterion was supplied by the Asterion for inclusion herein and TOK and its directors and officers have relied upon Asterion for such information concerning Asterion.

## **Combined Management**

Management of Asterion as a wholly-owned subsidiary of TOK will remain in place and the management of TOK will remain in place, with the exception of Marco Guidi, who has ceased to be Chief Financial Officer. Michael Caridi will act as interim Chief Financial Officer until the new Chief Financial Officer is appointed. Dr. Kevin Rod, Chief Medical Officer of Asterion, will be appointed Chief Medical Officer of TOK. The headquarters for the combined company will be in Toronto, Ontario, Canada with a significant office presence in Asterion's former headquarters in North York, Ontario, Canada.

## **Proposed Additions to the TOK Board of Directors**

Pursuant to the Definitive Agreement, it is proposed that two of the current directors of TOK, namely Mr. Rino Adamo and Mr. Brian Main, will step down and three directors of the current Board of Asterion will be appointed to the Board of TOK bringing the number of directors to six (6). The new directors will be appointed to hold office until the next annual general meeting of shareholders. Below is a brief description of the three proposed incoming directors, Dr. Kevin Rod, Mr. Peter Saunders and the Honorable. Ernie Eves. In addition, Mr. George Barakat will be appointed as an observer of the TOK Board and be presented by Management to be elected as a director at the next annual meeting of the TOK shareholders.

### *Dr. Kevin Rod, Director and Chief Medical Officer*

Dr. Kevin Rod is a Family Physician with focused practice in chronic pain. Dr. Rod is the medical director of the TPC clinics and a lecturer with the University of Toronto DFCM as a clinical teacher. Dr. Rod acts as Medical Investigator, Peer and Facility Assessor for the College of Physicians and Surgeons of Ontario. Dr. Rod has received Awards of Excellence from University of Toronto DFCM FMLE in 2013 and the Ontario College of Family Physicians in 2008. He is a guest course contributor to Harvard Medical School department of Continuing Education. Dr. Rod has special research interest in applications of HIFU in chronic pain and neurosurgery. Dr. Rod works on a joint research program with Ryerson University for invention of new medical devices with HIFU applications. Dr. Rod has established community educational organizations for senior's health and education: SENIOLAND, and Community Oriented Health Advisory Network: COHAN. Dr. Rod's also received a Certificate of Recognition on behalf of the Prime Minister of Canada in 2014 for teaching activities and contribution to Canada's Pluralism.

*Peter Saunders, Director and Director of International Business Affairs*

Peter has enjoyed 29 years in the pharmaceutical and health-care industry. Beginning as a representative in 1988 he has progressed through successive management positions. In 1995 he joined Clinidata a Tele-Informatics company as Director of Business Development. His work at the business development and government relations level culminated in the successful winning of the Ontario RFP for what is now Telehealth Ontario. As a founding member and Director of Sales for Oryx Pharmaceuticals, Peters passion and drive to build a patient- and customer-focused organization which successfully in-licensed and commercialized more than 14 products in the Canadian marketplace, culminated in the sale of Oryx to Sepracor Pharmaceuticals for CAN\$70 million in 2009. Peter has been involved in the nascent Canadian Medical Cannabis market since 2012 as a founding management member of MariCann Inc. His strong entrepreneurial track record and corporate leadership style of building a collaborative environment to excel in a high-performance manner will help build shareholder value.

*Honorable Ernie Eves QC LLD, Director*

Mr. Eves is the former Premier of the Province of Ontario. Prior to serving as Premier, he was Deputy Premier and Minister of Finance. Mr. Eves has had a distinguished career in both the public and private sectors. Currently, he serves as an advisor and board member for several firms in Canada and the United States. Mr. Eves is a graduate of Osgoode Hall Law School. He was called to the bar in 1972, was made a Queen's Counsel in 1983 and received an honorary Doctorate of Laws Degree in 2015.

In addition Michael Caridi will join the board of Asterion which is currently comprised of five (5) members, namely, Dr. Kevin Rod, the Honorable Ernie Eves, Peter Saunders, John Bonin and George Barakat.

Michael Caridi, Chairman added: “Tree of Knowledge is a growth company chasing an enormous opportunity ahead. We have demonstrated our capabilities to not only respond to the growing medical cannabis market but to shape the industry through innovation and the development and acquisition of complimentary business components. As a leader in university-based research, Asterion will allow us to tailor CBD products to target specific ailments. We are excited to add the talent, experience, and the product portfolio of the Asterion team.”

**Expansion of TOK Advisory Board**

As an addition to the exemplary TOK Advisory Board, TOK is proud to welcome Mr. John Bonin to the Advisory Board. Mr. Bonin has over 30 years of senior and executive-level managerial experience in the Pharmaceutical industry. Mr. Bonin has held leadership positions in many functional areas – including business development, logistics and supply chain operations, export quality and compliance in branded and generic pharmaceutical companies such as UpJohn, AstraZeneca, Genpharm, Immunotech Developments Inc. John was also president and co-founder of one of the first approved medical cannabis companies in Canada.

## Principal Holders of Asterion

The principal holder of Asterion is Dr. Kevin Rod, of Ontario. Dr. Rod currently holds 11,958,824 Asterion Shares (representing 31.86% of the Asterion Shares) and 1,552,354 options and warrants to purchase Asterion Shares (together with the Asterion Shares held, representing 25.12% of the Asterion Shares on a fully-diluted basis). Dr. Rod will receive an aggregate of, 28,114,475 TOK Shares and options to purchase 1,466,898 TOK Shares (representing 11.9% of the TOK Shares, on a fully diluted basis).

## Outstanding Share Capital

The table below illustrates the number of TOK Shares outstanding and reserved for issuance following the acquisition of Asterion, including after giving effect to the Financing:

	Number of Securities	Percentage of total number of TOK Shares outstanding upon completion of the Offer <sup>(2)</sup>	
		(undiluted)	(fully-diluted)
TOK Shares outstanding <sup>(1)</sup>	101,451,504	51.2%	39.3%
TOK Shares to be issued as consideration for the outstanding Asterion Shares	96,716,570	46.8%	37.4%
<b>Total TOK Shares (undiluted)</b>	<b>198,168,074</b>	<b>100%<sup>(2)</sup></b>	<b>--</b>
TOK Shares issuable upon exercise of the TOK Options and Performance Warrants <sup>(3)</sup>	11,100,000	--	4.3%
TOK Shares issuable upon exercise of TOK Warrants <sup>(4)</sup>	<b>28,135,593</b>	--	10.9%
TOK Shares issuable upon exercise of the exchanged Asterion Options <sup>(5)</sup>	8,135,810	--	3.1%
TOK Shares issuable upon exercise of exchanged Asterion Warrants <sup>(6)</sup>	12,917,460	--	5.0%
<b>Total TOK Shares (fully diluted)</b>	<b>258,456,937</b>	<b>--</b>	<b>100%</b>

Notes:

- (1) Includes 10,454,545 TOK Shares issuable to subscribers as part of Units in connection with the Financing; 7,683,020 TOK Shares issuable to Aliante Capital, an arm's length advisor to TOK, as part of Units payable as a transaction fee; and 7,683,020 TOK Shares issuable to Aliante Capital, as part of Units payable as advisory fees, subject to certain escrow conditions.
- (2) Percentage of TOK Shares (undiluted) to be issued as consideration for the outstanding Asterion Shares does not include 3,863,651 TOK Shares that will be subject to escrow performance conditions and will not have voting rights until such time as the performance conditions are met, if at all.
- (3) TOK options and performance warrants have an exercise price ranging from \$0.42 to \$0.78 and expire at dates ranging from June 29, 2019 to October 20, 2023.
- (4) Includes warrants to purchase 2,315,008 TOK Shares at exercise prices ranging from \$0.15 to \$0.77 per TOK Share with expiry dates ranging from February 28, 2020 to October 30, 2023; and warrants to purchase 10,454,545 TOK Shares issuable to subscribers in connection with the Financing that will have an exercise price of \$0.39 per TOK Share and expire December 19, 2022, subject to the right of TOK to accelerate the expiry date

under certain conditions.; 7,683,020 Warrants issuable to Aliante Capital as part of Units payable as a transaction fee; and 7,683,020 Warrants issuable to Aliante Capital as part of Units payable as advisory fees, that will have an exercise price of \$0.39 per TOK Share and expire December 19, 2022, subject to the right of TOK to accelerate the expiry date under certain conditions.

- (5) After giving effect to the Exchange Ratio, former Asterion options have an exercise price ranging from \$0.1142 to \$0.1553 and expire at dates ranging from September 29, 2020 to December 31, 2022.
- (6) After giving effect to the Exchange Ratio, former Asterion warrants have an exercise price ranging from \$0.1142 to \$0.1553 and expire at dates ranging from December 6, 2019 to June 1, 2023.

### **Asterion's Selected Financial Information:**

Selected non-consolidated financial information has been included below for: (i) Asterion; (ii) Asterion's wholly owned subsidiary, Toronto Poly Clinic Inc., which operates the Toronto Poly Clinic in North York, ON; and (iii) Asterion's wholly owned subsidiary, 1680839 Ontario Ltd., which operates the Toronto Poly Clinic in Thornhill, ON.

- (i) *Selected non-consolidated audited financial information for Asterion for the year ended December 31, 2017:*

<b><i>Asterion Bio Med Inc.</i></b> <b><i>(non-consolidated)</i></b>	<b>For the period ended December 31, 2017<sup>(1)</sup></b> <b>(audited)</b>
Revenue for the period	\$12,496
Net loss for the period	(297,862)
Total assets	7,659,619
Long term liabilities	-
Total liabilities	34,143
Shareholder's Equity	7,625,476

Notes:

(1) From May 2, 2017 (date of incorporation) to December 31, 2017

- (ii) *Selected audited financial information for Toronto Poly Clinic Inc. for the period ended November 30, 2016 and for the year ended September 30, 2017:*

<b><i>Toronto Poly Clinic Inc.</i></b>	<b>For the 10 month period ended September 30, 2017</b> <b>(audited)</b>	<b>For the year ended November 30, 2016</b> <b>(audited)</b>
Revenue for the period	\$1,953,633	\$2,560,439
Net income for the period	267,046	404,334
Total assets	348,538	2,933,224
Long term liabilities	60,944	433,713
Total liabilities	191,202	534,302
Shareholder's Equity	157,336	2,398,922

- (iii) *Selected audited financial information for 1680839 Ontario Ltd for the years ended September 30, 2016 and 2017:*

<b><i>1680839 Ontario Ltd. (Thornhill)</i></b>	<b><i>For the year ended September 30, 2017 (audited)</i></b>	<b><i>For the year ended September 30, 2016 (audited)</i></b>
Revenue for the period	\$672,329	\$603,345
Net income for the period	231,151	181,135
Total assets	418,377	276,730
Long term liabilities	-	-
Total liabilities	100,149	89,653
Shareholder's Equity	318,228	187,077

#### **ABOUT TREE OF KNOWLEDGE**

The Company produces and sells hemp-based cannabidiol ('CBD') products in certain jurisdictions in the United States, as well as in Europe, South America, Australia and China. Cannabidiol/CBD is a natural constituent of hemp which is purported to contain wellness properties. TOK's CBD product line contains EVR Premium Hemp Oil, which is an organically grown and handled, gluten-free, vegan, non-GMO, synergistic compound that is derived from U.S. Department of Agriculture (USDA) approved industrial hemp grown in the United States. TOK currently offers several CBD products, which may be used in connection with the treatment of a number of ailments and for general wellness purposes.

#### **ABOUT ASTERION BIO MED**

Asterion is a leading healthcare provider specializing in multidisciplinary pain clinics operating under the banner; Toronto Poly Clinics (collectively, "TPC"). The core pillars of TPC are: a multidisciplinary pain program designed to improve physical and psychological management of pain, patient self-management tools, and medical cannabis research and product development. TPC has become a healthcare leader in the ethical and controlled use of medical cannabis, managing over 4,800 cannabis patients. TPC has been involved in one of the largest Longitudinal IRB approved observational clinical trials to date on medical cannabis. As a result of this experience practitioners have learned that education and research are paramount to realizing the medical benefits of cannabis on a diverse population of patients. TPC has refined its collective knowledge and focused on the creation of the MCERP (Medical Cannabis Education, Research and Best Practice Platform) and MCORP (Medical Cannabis Opioid Reduction Program). Currently TPC has research agreements with multiple universities for medical cannabis research and new medical grade products development.

For further information about TOK, please contact the following:

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**Forward Looking Statements**

*This news release contains forward-looking statements relating to the timing and completion of the Offer, the future operations of TOK as combined with Asterion and other statements that are not historical facts. Forward-looking statements are often identified by terms such as “will”, “may”, “should”, “anticipate”, “expects” and similar expressions. All statements other than statements of historical fact, included in this release, including, without limitation, statements regarding the Proposed Transaction and the future plans and objectives of TOK, are forward looking statements that involve risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from Primary's expectations are risks detailed from time to time in the filings made by TOK with securities regulations.*

*The reader is cautioned that assumptions used in the preparation of any forward-looking information may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted, as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of Primary. As a result, TOK cannot guarantee that the Offer will be completed and that any forward-looking statement will materialize and the reader is cautioned not to place undue reliance on any forward-looking information. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement. The forward-looking statements contained in this news release are made as of the date of this news release and TOK will update or revise publicly any of the included forward-looking statements as expressly required by Canadian securities law.*