

Rider Investment Capital Corp. Announces Potential Qualifying Transaction

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Calgary, June 21, 2019 - [Rider Investment Capital Corp.](#) (TSXV: RDR.P) (the "Corporation" or "Rider"), is pleased to announce that it has entered into a non-binding letter of intent dated June 19, 2019 (the "LOI") with US Cryotherapy Holdings Ltd. ("US Cryotherapy"), a private Delaware corporation. Pursuant to the LOI, the Corporation and US Cryotherapy will complete an arrangement, amalgamation, share exchange or similar transaction to ultimately form the resulting issuer (the "Resulting Issuer") who will continue on the business of US Cryotherapy (the "Transaction"). If completed, the Transaction is expected to constitute the Corporation's "Qualifying Transaction" for the purposes of the applicable policies of the TSX Venture Exchange Inc. ("TSXV").

In connection with the Transaction, Rider anticipates that the 4,500,000 shares in the capital of Rider (the "Rider Shares") currently issued and outstanding will be consolidated ("Consolidation") on a 2:1 basis.

The LOI contemplates Rider and US Cryotherapy completing an arm's length business combination transaction, pursuant to which Rider Shares, or Resulting Issuer shares (as the case may be), will be issued to holders of shares of US Cryotherapy, assuming there are 40,000 US Cryotherapy common shares ("USC Shares") outstanding and 3,657,585 US Cryotherapy preferred shares ("USC Preferred Shares") outstanding, on the basis of 1,158.56 post-Consolidation Rider Shares (or Resulting Issuer shares as applicable) for every one USC Share and USC Preferred Shares be exchanged at a ratio of 1.00 Rider Share for each USC Preferred Share (the "Exchange Ratio"), provided that the Exchange Ratio may change. The deemed value of the proposed transaction is \$40,000,000 at a deemed price of \$0.80 per share.

In addition, Rider will issue 716,667 Rider Shares to a certain shareholder of US Cryotherapy in settlement of US\$430,000 of the currently outstanding demand loan, the Rider Shares issued for settlement of this debt will increase if the demand loan increases. It is intended that 50% of the demand loan at the time of closing will be settled through the issuance of Rider Shares.

On completion of the Transaction, the securityholders of US Cryotherapy would own a majority of the issued and outstanding shares of the Resulting Issuer. The common shares of the Resulting Issuer will be listed for trading on the TSXV. A finders fee is expected to be paid in relation to the proposed transaction.

US Cryotherapy is a United States-based provider of cryotherapy technology centers and equipment. Additionally, the Company is developing a clinical pathway with a large US Hospital Network and a pre-submission package expected to lead to FDA medical device approval. Treatments allow sufferers of acute and chronic pain and inflammation to recover and rejuvenate faster and naturally. The target market includes over 100 million people with pain costing the healthcare industry over \$5.5B annually. Elite athletes, celebrities, and people seeking rejuvenation and recovery have gravitated to whole body cryotherapy treatments in recent years.

The Company utilizes proprietary equipment in its corporate and franchise owned wellness and recovery centers. It recently opened the first of multiple planned military base retail locations at Fort Hood, TX in late 2018 under a CONUS award through Army Air Force Exchange. The Franchising Division has opened 18 locations since Q1 2016 with new centers in development in 2019. US Cryotherapy also sells equipment directly to professional and NCAA sports programs, independent wellness and fitness centers nationwide. List of locations: <http://www.uscryotherapy.com/locations-list/>

US Cryotherapy introduced Whole Body Cryotherapy (WBC) to the United States creating the market in 2011 offering whole body, walk-in chamber technology with nitrogen-free cooling. There are documented advantages in areas of: safety, outcomes, cost and convenience using electric refrigerated systems within over 300 published studies available on the National Institutes of Health (NIH). The Company has become a global leader in WBC having administered more than 1 million treatments since 2011 without any adverse events, averaging an estimated 20,000 customer visits per month and growing. US Cryotherapy contract manufactures and services its proprietary equipment in the US.

Pursuant to the terms of the LOI, until the earliest of (i) the execution of a definitive agreement (the "Definitive Agreement"); (ii) mutual agreement of Rider and US Cryotherapy; or (iii) the termination of the LOI in accordance with its terms, Rider and US Cryotherapy have agreed not to solicit, negotiate, accept or

discuss with any other entity, any transaction that would be in opposition to or in competition with the Transaction

The completion of the Transaction is subject to the satisfaction of various conditions as are standard for a transaction of this nature, including but not limited to (i) the negotiation of the Definitive Agreement; (ii) completion by Rider, US Cryotherapy and their respective advisors of "due diligence" satisfactory to the parties; and (iii) US Cryotherapy provides audited financial statements for the years ended December 31, 2017 and 2018. There can be no assurance that the Transaction will be completed on the terms proposed above or at all.

Trading in the Corporation's common shares has been halted at the Corporation's request and the halt is expected to continue pending the negotiation of the Transaction Agreement and the TSXV's review and acceptance of materials for the Transaction.

This is an initial press release. The Corporation plans to issue a further press release once it has entered into the Definitive Agreement to provide the information prescribed by applicable policies of the TSXV including, among other things, selected financial information respecting the private company, potential financing to be completed, and the Transaction.

For further information, please contact:

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Reader Advisory

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Certain information set forth in this news release contains forward-looking statements or information ("forward-looking statements"), including details about the Transaction. By their nature, forward-looking statements are subject to numerous risks and uncertainties, some of which are beyond the Corporation's control, including the impact of general economic conditions, industry conditions, volatility of commodity prices, currency fluctuations, environmental risks, operational risks, competition from other industry participants, stock market volatility and the risks that the parties will not proceed with the Transaction. Although the Corporation believes that the expectations in its forward-looking statements are reasonable, its forward-looking statements have been based on factors and assumptions concerning future events which may prove to be inaccurate. Those factors and assumptions are based upon currently available information. Such statements are subject to known and unknown risks, uncertainties and other factors that could influence actual results or events and cause actual results or events to differ materially from those stated, anticipated or implied in the forward-looking statements. Accordingly, readers are cautioned not to place undue reliance on the forward-looking statements, as no assurance can be provided as to future results, levels of activity or achievements. Risks, uncertainties, material assumptions and other factors that could affect actual results are discussed in our public disclosure documents available at www.sedar.com. Furthermore, the forward-looking statements contained in this document are made as of the date of this document and, except as required by applicable law, the Corporation does not undertake any obligation to publicly update or to revise any of the included forward-looking statements, whether as a result of new information, future events or otherwise. The forward-looking statements contained in this document are expressly qualified by this cautionary statement.

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 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 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.

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