

NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES

KIARO HOLDINGS CORP. (FORMERLY DC ACQUISITION CORP.) ANNOUNCES COMPLETION OF QUALIFYING TRANSACTION

Vancouver, British Columbia, October 13, 2020, Kiaro Holdings Corp. (TSXV: KO) (the "**Company**") is pleased to announce the closing of its previously announced qualifying transaction resulting in the reverse takeover of DC Acquisition Corp. ("**DCA**") by Kiaro Brands Inc. (the "**Qualifying Transaction**").

The Transaction

Effective October 13, 2020, as a condition to the completion of the Qualifying Transaction, DCA changed its name to "Kiaro Holdings Corp." and consolidated its share capital (the "**Consolidation**") on the basis of 1.7142857143 (old) common shares for 1 (new) common share. Immediately following the Consolidation, DCA had an aggregate of 20,416,663 common shares outstanding.

Pursuant to the terms of the Qualifying Transaction, Kiaro Brands Inc. ("**Kiario**"), a private British Columbia company, amalgamated with 1251542 B.C. Ltd. ("**DCA Subco**"), a wholly owned subsidiary of DCA, by way of a three cornered amalgamation pursuant to a merger agreement dated June 9, 2020, a copy of which is available under the Company's profile on SEDAR at www.sedar.com, and all outstanding securities of Kiario were exchanged (the "**Securities Exchange**") for post-Consolidation securities of DCA on a 1:1 basis, resulting in approximately 107,993,707 post-Consolidation DCA common shares being issued to former shareholders of Kiario. An additional 45,155,309 post-Consolidation DCA common shares were issued to holders of certain convertible securities of Kiario who exercised their conversion rights immediately prior to the completion of the Qualifying Transaction. Further details regarding the Qualifying Transaction can be found in the filing statement of DCA and Kiario dated September 29, 2020 (the "**Filing Statement**"), a copy of which is available under the Company's profile on SEDAR at www.sedar.com.

The parties to the Qualifying Transaction have made their final submission to the TSX Venture Exchange (the "**Exchange**") in connection with the Exchange's issuance of its listing bulletin.

It is anticipated that the common shares of the Company will commence trading on the Exchange under the trading symbol "KO" on or about October 19, 2020.

Escrowed Shares

On completion of the Qualifying Transaction, certain Principals (as defined policies of the Exchange) of the resulting issuer holding an aggregate of 48,826,752 common shares of the Company are subject to escrow in accordance with section 6.2 of Policy 5.4 – *Escrow, Vendor Consideration and Resale Restrictions* of the Exchange ("**Policy 5.4**"). Pursuant Policy 5.4, 10% of the escrowed shares will be released at the time of the Final Exchange Bulletin, with an additional 15% released on each 6 month anniversary thereafter.

In addition, certain current and/or former shareholders of DCA have entered into a CPC Escrow Agreement (the "**CPC Escrow Agreement**") with the Exchange and TSX Trust Company, as escrow agent, in respect of 6,547,913 post-Consolidation DCA common shares. Under the terms of the CPC Escrow Agreement, 10% of the escrowed shares will be released at the time of the Final Exchange Bulletin, with an additional 15% released on each 6 month anniversary thereafter. Concurrent with closing, Odyssey Trust Company replaced TSX Trust Company as escrow agent in respect of the CPC Escrow Agreement.

In addition, on completion of the Qualifying Transaction, certain former shareholders of Kiario holding an aggregate of 5,174,510 common shares of the Company are subject to seed share resale restrictions ("**SSRR**") pursuant to section 10 of Policy 5.4. Under the policies of the Exchange, 10% of all shares subject to SSRR are released at the time of the Final Exchange Bulletin, with 15% released on each 6 month anniversary thereafter.

In addition, on completion of the Qualifying Transaction, certain former shareholders of Kiaro holding an aggregate of 44,488,925 common shares of the Company are subject to certain contractual pooling restrictions (the “**Pooling Restrictions**”). Pursuant to the Pooling Restrictions, 20% of the pooled shares will be released on the listing date of the Company’s common shares, with an additional 20% released on each 6 month anniversary thereafter.

Board of Directors and Executive Management

Following the completion of the Qualifying Transaction, the following individuals will comprise the directors and officers of the Company:

Daniel Petrov	-	Director and Chief Executive Officer
Janet Hoffar	-	Director, Chief Financial Officer and Corporate Secretary
Herrick Lau	-	Director
Shawn Graham	-	Director
Zachary Stadnyk	-	Director
Eleanor Lynch	-	President of Operations

Auditors

Concurrent with the closing of the Qualifying Transaction, MNP LLP has been appointed auditors of the Company.

Year End

Following completion of the Qualifying Transaction, the fiscal year end of the Company shall be January 31. In accordance with applicable laws, the Company will publish unaudited interim financial statements of Kiaro Brands Inc. for the six (6) months ended July 31, 2020 within 10 days of the completion of the Qualifying Transaction.

Additional Information for Shareholders

The Company’s transfer agent, Odyssey, will be mailing Direct Registration System statements to all former Kiaro shareholders (other than for those that are required to be in certificated form) setting out each holder’s shareholdings. The CUSIP number for Kiaro common shares is 49374K100.

Former holders of pre-Consolidation common shares of DCA will be receiving by mail, from Odyssey, a letter of transmittal with instructions on how to remit your former DCA common shares for post-Consolidation common shares of the Company.

For further information, please refer to the Filing Statement posted to the Company’s issuer profile on SEDAR at www.sedar.com, as well as the press releases dated May 12, 2020, July 14, 2020, and October 2, 2020.

Information About the Company

The Company is a holding company which holds 100% of the issued and outstanding securities of Kiaro.

Information About Kiaro

Kiara Brands Inc. is the resulting company of an amalgamation under the *Business Corporations Act* (British Columbia) of Aura Cannabis Inc. and Elora Capital Ltd. on September 9, 2019.

Based in Vancouver, British Columbia, Kiara Holdings Corp., “Kiara”, is an independent, omni-channel cannabis retailer and distributor. Through existing storefronts across British Columbia and Saskatchewan, a wholesale distribution division servicing Saskatchewan, and plans for national expansion, Kiara is driven to introduce new and experienced consumers to a lifelong exploration of cannabis. With more than 40 years of collective retail-focused experience, Kiara’s leadership team has a proven track record of growing retail brands across North America and plans to open multiple retail locations nationwide over the coming years. For more information, visit kiaro.com.

Further Information

For further information, please contact:

Kiara Holdings Corp.
Daniel Petrov
Chief Executive Officer
E-mail: investors@kiaro.com
Phone #: 1 (888) 623-2420

Disclaimer

Investors are cautioned that, except as disclosed in the Filing Statement 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 TSXV has in no way passed upon the merits of the Transaction or the Offering and has neither approved nor disapproved the contents of this news release.

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

This news release shall not constitute an offer to sell or the solicitation of an offer to buy any securities in any jurisdiction. Any securities referred to herein have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States or to a U.S. Person absent registration or an applicable exemption from the registration requirements of the United States Securities Act of 1933, as amended, and applicable state securities laws.

Forward-Looking Statements

This press release may contain certain forward-looking information and statements (“forward-looking information”) within the meaning of applicable Canadian securities legislation, that are not based on historical fact, including without limitation statements containing the words “believes”, “anticipates”, “plans”, “intends”, “will”, “should”, “expects”, “continue”, “estimate”, “forecasts” and other similar expressions. Readers are cautioned to not place undue reliance on forward-looking information. Actual results and developments may differ materially from those contemplated by these statements. The Company undertakes no obligation to comment analyses, expectations or statements made by third-parties in respect of the Company, its securities, or financial or operating results (as applicable). Although the Company believes that the expectations reflected in forward-looking information in this press release are reasonable, such forward-looking information has been based on expectations, factors and assumptions concerning future events which may prove to be inaccurate and are subject to numerous risks and uncertainties, certain of which are beyond the Company’s control, including the risk factors discussed in the Filing Statement which are incorporated herein by reference and are available through SEDAR at

www.sedar.com. The forward-looking information contained in this press release are expressly qualified by this cautionary statement and are made as of the date hereof. The Company disclaims any intention and has no obligation or responsibility, except as required by law, to update or revise any forward-looking information, whether as a result of new information, future events or otherwise.

Share numbers noted in this press release may not match the numbers disclosed in the Filing Statement due to rounding pursuant to the process of completing the Consolidation and the exchange of Kiara securities for post-Consolidation common shares.