

CEMATRIX CORPORATION
NEWS RELEASE

CEMATRIX Corporation Announces Closing of Letter of Credit with Business Development Bank of Canada and Closing of Acquisition of MixOnSite USA, Inc.

Calgary, Alberta – May 31, 2018: CEMATRIX Corporation (TSXV: CVX) (the “**Corporation**” or “**CEMATRIX**”) is pleased to announce that it has closed the letter of offer, which was previously announced on May 15, 2018, with the Business Development Bank of Canada (the “**BDC**”) for a total of USD\$1,800,000 (the “**Financing**”). The proceeds from the Financing have been used to finance the closing of the Corporation’s acquisition of all of the issued and outstanding shares of MixOnSite USA, Inc. (“**MOS**”) which was previously announced on May 1, 2018 and May 15, 2018 (the “**Acquisition**”). Accordingly, the Acquisition is now completed, subject to receiving final approval from the TSX Venture Exchange.

“After months of working closely with the MixOnSite family to complete this acquisition, CEMATRIX has reached an inflection point, as we proudly close this acquisition” stated CEMATRIX CEO Jeff Kendrick. “Having bricks and mortar south of the border gives CEMATRIX access to the much larger U.S. market and helps reduce the seasonality of our growing infrastructure business. Shareholders will see very quickly that our revenue picture will be extremely positive going forward”.

The share purchase agreement was entered into among the Corporation, MOS and Ed Weiner (the “**Vendor**”), the sole shareholder of the outstanding shares of MOS (the “**MOS Shares**”), on April 30, 2018. The MOS Shares have been acquired by the Corporation for total consideration of \$5,000,000 (USD) which was paid as follows, plus the Earn-out (as defined below):

- cash in the amount of \$2,000,000 (USD) (the “**Cash Purchase Price**”);
- secured convertible note (the “**Convertible Note**”) issued by the Purchaser to the Vendor and a nominee of the Vendor in the amount of \$2,500,000 (USD);
- 3,343,421 common shares of CEMATRIX (the “**CEMATRIX Shares**”) issued at a deemed price of \$0.19 (CDN) per CEMATRIX Share; and
- earn-out payment (the “**Earn-out**”) calculated on the operations of MOS which will pay the Vendor 70% of the EBITDA above \$500,000 (USD) for the first year after closing of the Acquisition and 65% of the EBITDA above \$500,000 (USD) for the second and third years after closing of the Acquisition.

The Convertible Note will pay interest to the holder at a rate of 8% per year, payable quarterly, for a period of three years. The Convertible Note will convert into 13,373,684 CEMATRIX Shares at the option of the holder, at any time, at CDN\$0.2375 per CEMATRIX Share. CEMATRIX may repay the Convertible Note and may force the conversion of the Convertible Note upon 30 days’ written notice after a period of 12 months, subject to an early payment and forced conversion penalties, as applicable.

The Vendor has been appointed director of the Corporation and will engage as a consultant for a period of three years. The Vendor has received 150,000 stock options (“**Options**”) for his role as a director and 350,000 Options for his role as a consultant. The Options are exercisable into CEMATRIX Shares at an exercise price of \$0.20 per CEMATRIX Share. The Options all vest as to one-third at 12 months, one-third and 24 months and one third at 36 months from the date of grant and have a three-year term to expiry.

CEMATRIX is an Alberta corporation with its head offices in Calgary, Alberta. The Corporation, through its wholly owned subsidiary, is a rapidly growing company that manufactures and supplies technologically advanced cellular concrete products developed from proprietary formulations. This unique cement-based material with superior thermal protection, delivers a cost-effective, innovative solution to a broad range of problems facing the infrastructure, industrial (including oil and gas) and commercial markets. The Corporation is a reporting issuer in the provinces of British Columbia and Alberta.

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.

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This news release contains forward-looking information within the meaning of applicable securities laws relating to the closing of the Acquisition and associated transactions, including statements regarding the terms and conditions of the Acquisition and the Corporation’s debt financing. Although the Corporation believes in light of the experience of its officers and directors, current conditions and expected future developments and other factors that have been considered appropriate that the expectations reflected in this forward-looking information are reasonable, undue reliance should not be placed on them because the Corporation can give no assurance that they will prove to be correct. 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 depending on, among other things, the risks that the parties will not proceed with the

Acquisition and associated transactions will differ from those that currently are contemplated, and that the Acquisition and associated transactions will not be successfully completed for any reason (including the failure to obtain the required approvals or clearances from regulatory authorities). The statements in this press release are made as of the date of this release. The Corporation undertakes no obligation to comment on analyses, expectations or statements made by third-parties in respect of the Corporation, MOS, their securities, or their respective financial or operating results (as applicable).

For additional information on the assumptions made and the risks and uncertainties which may cause actual results to differ from the anticipated results, refer the CEMATRIX's Management Discussion and Analysis dated May 23, 2018 under CEMATRIX's profile on SEDAR at www.sedar.com and other reports filed by CEMATRIX with Canadian securities regulators.