



**TSX.V: BPU**

**May 4, 2015**

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### **BOSS POWER CORP. AND ANTHEM RESOURCES INCORPORATED ANNOUNCE AGREEMENT TO MERGE**

Boss Power Corp. (TSX.V: **BPU**) ("**Boss Power**" or the "**Company**") and Anthem Resources Incorporated ("**Anthem**") (TSXV: AYN) are pleased to announce that they have entered into a letter of intent (the "**LOI**") with respect to a transaction pursuant to which Boss will acquire all of the issued and outstanding common shares (the "**Anthem Shares**") of Anthem and in which the 27,250,000 common shares of Boss held by Anthem would be cancelled. The transaction will be implemented by way of a statutory plan of arrangement (the "**Arrangement**") under the *Business Corporations Act* (British Columbia).

Anthem's CEO and President, Walter Coles, Jr., commented, "We are merging these two companies based on the proportionate share of the Boss settlement funds owned directly and indirectly by each company. The over-reaching goal of the transaction is to simplify the corporate structure and reduce costs."

Ron Netolitzky, the acting CEO of Boss, added that, "One of the few certainties in the mining industry is that it is a highly cyclical business. We are in the 4<sup>th</sup> year of a significant market downturn. There are currently an abundance of opportunities to acquire high quality mining assets at heavily discounted prices. The Board of Directors of the new merged company intends to carefully deploy capital to build a portfolio of mining assets in North America, so as to position for the inevitable market upturn."

Under the proposed terms of the transaction, Boss will acquire all of the outstanding common shares of Anthem at a share exchange ratio of 0.75 of a common share of Boss for each common share of Anthem (the "**Share Exchange Ratio**"). The Arrangement is subject to, among other things:

- negotiation of a definitive agreement (the "**Definitive Agreement**");
- approval of the shareholders of Anthem; and
- approval of the shareholders of Boss.

Completion of the Arrangement is also subject to the approval of the British Columbia Supreme Court and the TSXV.

At the closing of the Arrangement, Boss expects that in addition to holding all of Anthem's marketable securities, it will have approximately \$13.4 million of cash. Currently Anthem shareholders hold approximately 64.8% of the issued and outstanding shares of Boss, indirectly through their ownership of

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Anthem. Following the completion of the Arrangement, Anthem shareholders will directly hold approximately 64.3% of the issued and outstanding shares of Boss.

The Arrangement is expected to provide significant benefits for shareholders of Anthem and Boss, including:

- elimination of the double holding company discount
- the opportunity for Anthem shareholders to gain direct exposure to Anthem's investment in Boss;
- pooling of cash and mineral resources;
- operating efficiencies and a substantial reduction in overhead expense;
- a strong position from which to participate in the anticipated consolidation in the mining industry.

Details of the Arrangement, including a summary of the terms and conditions of the Definitive Agreement once entered into, will be disclosed in a joint management information circular of Anthem and Boss which will be mailed to the securityholders of Anthem and Boss and will also be available on SEDAR at [www.sedar.com](http://www.sedar.com).

After taking into consideration, among other things, the terms of the Arrangement, the recommendation of a special committee of Anthem directors established to review the Arrangement and discussions with its financial advisors, Anthem's board of directors has concluded that the Arrangement is in the best interests of Anthem and has approved the LOI. Anthem's board of directors intends to recommend in the joint management information circular to be mailed in connection with the Anthem shareholder meeting that Anthem's shareholders vote in favour of the Arrangement.

None of the securities to be issued have been or will be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or any state securities laws, and any securities issued in the Arrangement are anticipated to be issued in reliance upon available exemptions from such registration requirements pursuant to Section 3(a)(10) of the U.S. Securities Act and applicable exemptions under state securities laws. This press release does not constitute an offer to sell or the solicitation of an offer to buy any securities.

### **About Boss**

Boss Power Corp. is a Canadian public company focused on the exploration and development of mineral deposits in North America.

### **About Anthem**

Anthem Resources Incorporated is a Canadian exploration company, which holds a number of mineral properties, joint ventures and royalty interests.

### **For more information contact:**

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#### **ANTHEM RESOURCES INC.**

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**CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION**

*This release contains forward-looking information within the meaning of applicable Canadian securities legislation. Certain statements, other than statements of historical fact, included herein including, without limitation, statements regarding: the percentage of Boss Shares to be held by Anthem shareholders following completion of the Arrangement; the expected benefits of the Arrangement; intended recommendation of the directors of Anthem; and exemptions available to Boss pursuant to the U.S. Securities Act, are forward-looking statements. Forward-looking statements involve various 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 the parties' expectations include: risks relating to uncertainties associated with the Arrangement; and risks that certain conditions to the consummation of the Arrangement will not be satisfied. Anthem's forward-looking statements reflect the beliefs, opinions and projections on the date the statements are made. The parties assume no obligation to update the forward-looking statements of beliefs, opinions, projections, or other factors, should they change unless required by applicable law.*

*Neither the TSX Venture Exchange nor the Investment Industry Regulatory Organization of Canada accepts responsibility for the adequacy or accuracy of this release.*

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