



TSX.V: BPU

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# ANTHEM RESOURCES ANNOUNCES DEFINITIVE ARRANGEMENT AGREEMENT WITH BOSS POWER

## NOT FOR DISTRIBUTION IN THE UNITED STATES

Anthem Resources Inc. (TSXV: **AYN**) ("**Anthem**" or "**the Company**") and Boss Power Corp. (TSX.V: **BPU**) ("**Boss Power**" or the "**Company**") are pleased to announce that they have entered into an arrangement agreement (the "**Arrangement Agreement**") pursuant to which Boss will acquire 100% of the outstanding common shares in the capital of Anthem (the "**Anthem Shares**") by way of a plan of arrangement under Section 288 of the *Business Corporations Act* (British Columbia) (the "**Arrangement**").

### Summary of the Arrangement

Anthem shareholders will receive common shares of Boss (the "**Boss Shares**") on the basis of 0.75 of a Boss Share for each Anthem Share held.

The Arrangement is subject to the approval of (i) at least two-thirds of the votes cast by Anthem shareholders at a special meeting of Anthem shareholders (the "**Anthem Meeting**"); (ii) a majority of the votes cast by Boss shareholders at an annual general and special meeting of Boss shareholders (the "**Boss Meeting**"); and (iii) a majority of the votes cast by minority shareholders of both Anthem and Boss at their respective meetings. Both the Anthem Meeting and Boss Meeting are expected to be held in July 2015.

Completion of the Arrangement is also subject to the approval of the British Columbia Supreme Court, the TSX Venture Exchange, the receipt of all other necessary regulatory and third party approvals, and other customary conditions.

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.

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;

For further information contact: Tony Perri – Investor Relations, Manager  
Suite 611, 675 W. Hastings Street Vancouver, British Columbia, Canada V6B 1N2  
Tel: (604) 688-8115 Fax: (604) 669-2543

- operating efficiencies and a substantial reduction in overhead expense; and
- a strong position from which to participate in the anticipated consolidation in the mining industry.

After taking into consideration, among other things, the terms of the Arrangement, the recommendation of the special committee of Anthem directors established to review the Arrangement and the receipt of an opinion from Anthem's financial advisor that the consideration to be paid by Boss to the Anthem shareholders pursuant to the Arrangement is fair, from a financial point of view, to the Anthem shareholders, Anthem's board of directors has concluded that the Arrangement is in the best interests of Anthem and has approved the Arrangement Agreement. Anthem's board of directors intends to recommend in the joint management information circular to be mailed in connection with the Anthem Meeting that the Anthem shareholders vote in favour of the Arrangement.

Similarly, after taking into consideration, among other things, the terms of the Arrangement and the recommendation of the special committee of Boss directors established to review the Arrangement, the Boss board of directors has concluded that the Arrangement is in the best interests of Boss and has approved the Arrangement Agreement. The Boss board of directors intends to recommend in the joint management information circular to be mailed in connection with the Boss Meeting that the Boss shareholders vote in favour of the Arrangement.

Details of the Arrangement, including a summary of the terms and conditions of the Arrangement Agreement, 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).

Currently Anthem shareholders hold approximately 64.8% of the Boss Shares indirectly through their ownership of Anthem. The 27,250,000 Boss Shares currently held by Anthem will be cancelled as part of the Arrangement. Following completion of the Arrangement, Anthem shareholders will directly hold approximately 64.3% of the issued and outstanding Boss Shares.

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.

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Suite 611, 675 W. Hastings Street Vancouver, British Columbia, Canada V6B 1N2  
Tel: (604) 688-8115 Fax: (604) 669-2543**

**For more information contact:**

**BOSS POWER CORP.**

Ron Netolitzky, Acting CEO  
(604) 688-8115

**ANTHEM RESOURCES INC.**

Walter Coles, Jr., President/CEO  
(604) 568-7709

**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 intended recommendation of the directors of Anthem and Boss; 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 and Boss' 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 TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.*

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