

News Release  
April 8, 2015



Company: **Coopers Park Corporation**  
Stock Symbol: **XCP**  
Listing: **TSX Venture Exchange**  
Web Site: [www.cooperspark.com](http://www.cooperspark.com)

## **COOPERS PARK ANNOUNCES GOING PRIVATE TRANSACTION**

**VANCOUVER, BC – April 8, 2015** – Coopers Park Corporation (TSX-V: XCP) (“**Coopers Park**”) announced today that its board of directors has unanimously approved (with its President, Terence Hui abstaining) a going private transaction to be completed by consolidating Coopers Park’s outstanding voting common shares on the basis of one post-consolidated voting common share for each 254,084 pre-consolidated voting common shares (the “**Consolidation**”). The Consolidation is subject to the required shareholder approvals at Coopers Park’s upcoming annual and special meeting of shareholders scheduled to be held on May 14, 2015 (the “**Meeting**”), and to regulatory approval.

As fractional shares will not be issued in the Consolidation, each holder of voting common shares of Coopers Park, other than 0698500 B.C. Ltd, a company owned by Mr. Hui, are to receive \$1.62071 (the “**Consolidation Price**”) in cash for each voting common share held immediately prior to the Consolidation becoming effective (with no amount payable to any shareholder who would be entitled to receive, net of withholding taxes, less than \$10). The Consolidation Price represents a premium of 117% to 133% to the trading price of the voting common shares in the period of 180 days prior to March 31, 2015. There are currently 846,953 voting common shares of Coopers Park issued and outstanding. After completion of the Consolidation, 0698500 B.C. Ltd. will be the sole shareholder of Coopers Park, holding one voting common share and all of its non-voting common shares. 0698500 B.C. Ltd. currently holds 30% of the total voting common shares of Coopers Park and all of its non-voting common shares.

The Consolidation is subject to approval by 2/3rds of the voting common shares voted at the Meeting and by the approval of a majority of the votes cast by minority shareholders at the Meeting pursuant to the requirements of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions*. The votes of 0698500 B.C. Ltd. will be included in the 2/3rds corporate approval but not in the approval by the majority of the minority pursuant to MI 61-101.

The board of directors of Coopers Park established an independent committee of Mr. Thomas Chambers and Mr. Jerry Meerkatz to review the proposed Consolidation. The committee engaged Axium Law Corporation as its independent legal counsel and Evans & Evans, Inc. to provide a fairness opinion in relation to the transaction (the “**Fairness Opinion**”). On the basis of its review, including the Fairness Opinion, the independent committee has unanimously recommended to Coopers Park’s board of directors that it recommend to holders of the voting

common shares to vote in favour of the Consolidation. The Fairness Opinion is attached to Coopers Park's management information circular for the Meeting which will be available under Coopers Park's profile at [www.sedar.com](http://www.sedar.com).

If approved at the Meeting, Coopers Park expects the Consolidation to be effective on or about May 21, 2015.

Subject to the approval of the Consolidation at the Meeting and to regulatory approval, Coopers Park intends to file articles of amendment to effect the Consolidation. Once the Consolidation is completed, Coopers Park intends to apply to have its common shares delisted from the TSX Venture Exchange and intends to apply to cease to be a reporting issuer with the applicable securities regulatory authorities.

Coopers Park wishes to complete the going private transaction in order to provide its shareholders, other than 0698500 B.C. Ltd., with the opportunity to realize the value for their shares, having regard to the fact that the shares are thinly traded. The going private transaction will also eliminate the burden of continuing as a reporting issuer. Under applicable securities laws a broad range of regulatory obligations are imposed on companies, such as the Corporation, with public shareholders. These regulatory requirements necessitate the employment of independent accountants, financial consultants, printers, lawyers and other skilled personnel. Regulatory requirements such as MI 61-101 also subject certain transactions between public corporations and their "related parties", to independent valuation and minority shareholder approval requirements. Coopers Park believes that the present and the anticipated time and costs that would be entailed in meeting the legal obligations to public shareholders cannot be justified in view of the Corporation's present business strategy, including it having a limited number of public shareholders.

### **About Coopers Park:**

Coopers Park invests in multi-family residential condominium developments and in the information technology sector. Visit Coopers Park at: [www.cooperspark.com](http://www.cooperspark.com)

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*The TSX Venture Exchange has neither approved nor disapproved the contents of this news release.*

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