

SAGITTARIUS CAPITAL CORPORATION (NEX BOARD: SCX.H)

77 King Street West, Suite 3000, Toronto, Ontario, M5K 1G8

SAGITTARIUS ANNOUNCES CONDITIONAL APPROVAL OF QT WITH ISRAELI AGRO TECHNOLOGY COMPANY IRRI-AL-TAL BY TSXV AND FILING OF FINAL PROSPECTUS

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December 31, 2018 - Toronto, Ontario - Sagittarius Capital Corporation (NEX Board: SCX.H) ("**Sagittarius**" or the "**Company**"), a capital pool company pursuant to Policy 2.4 of the TSX Venture Exchange ("**TSX-V**"), is pleased to announce further to its press releases dated August 27, 2018 and June 27, 2018, the TSX-V has granted conditional approval of the Qualifying Transaction ("**QT**") with Irri-Al-Tal Ltd. ("**IAT**"). Immediately prior to completion of, and in connection with the QT, Sagittarius intends to complete a public offering ("**Offering**") of units ("**Units**") the terms of which are set out in the final prospectus ("**Prospectus**") dated December 27, 2018 that was filed with the securities commissions in each of British Columbia, Alberta and Ontario.

Ohad Haber, President, CEO and Director of Irri-Al-Tal commented: "We are pleased to announce the completion of the regulatory process for the QT. As we work to close off fiscal 2018 we believe we are well positioned to continue to achieve new milestones in the global irrigation industry with Israeli irrigation technology. During 2018 we have completed a number of important achievements, including welcoming new investors, securing our first project in the legal cannabis space and augmenting our team to secure new projects around the globe. We've assembled a strong portfolio of growth initiatives for 2019, including the new potential business opportunities in the cannabis sector which we continue to aggressively target in order to create shareholder value. We thank all stakeholders for their diligence and support throughout this process and look forward to kicking off formal marketing efforts for the public offering in January!"

Conditional Approval by the TSX-V

Pursuant to the securities exchange agreement ("**SEA**") dated August 21, 2018, Sagittarius will effectively acquire of all of the outstanding equity interests of Irri-Al-Tal in a transaction in which the security holders of Irri-Al-Tal will receive corresponding securities of Sagittarius ("**Transaction**"). Pursuant to the terms of the SEA, upon completion of the QT and subject to the completion of certain requirements including receiving final regulatory approvals, the resulting issuer will be renamed Water Ways Technologies Inc. (the "**Resulting Issuer**"). Upon completion of the Transaction and obtaining final approvals from the TSX-V the Common Shares of the Resulting Issuer will commence trading under the trading symbol: WWT. The Transaction will constitute the Company's QT, as such term is defined under the policies of the TSX-V.

Completion of listing on the TSX-V is subject to a number of conditions including distribution of securities to a minimum number of public securityholders and achieving the Minimum Offering (as hereinafter defined).

Filing of Final Offering Prospectus

The Prospectus qualifies, among other things, the distribution of Units at a price of \$0.25 per Unit of a minimum of 8,000,000 Units for gross proceeds of \$2,000,000 ("**Minimum Offering**") and a maximum up to 16,000,000 Units for gross proceeds of \$4,000,000 ("**Maximum Offering**"). Each Unit is comprised of one (1) common share in the capital of the Company (a "**Common Share**") and one-half of one (1/2) common share purchase warrant (each whole warrant a "**Warrant**"). Each Warrant is

exercisable into one (1) Common Share of the Company at an exercise price of \$0.40 per Common Share for 24 months from the closing of the Offering, subject to certain conditions.

The Offering is being made on a commercially reasonable efforts agency basis by Leede Jones Gable Inc. ("**Agent**"). A copy of the Prospectus is available on SEDAR at www.sedar.com.

If, following the Offering Closing Date (as defined below), the closing price of the Common Shares on the Exchange is equal to or greater than \$0.75 for any 20 consecutive trading days, upon providing written notice to the holders of the Unit Warrants, the Company may accelerate the Expiry Date of the Unit Warrants to the date that is 30 days following the date of such written notice (the "**Acceleration Clause**").

The Company has granted the Agent an option to offer up to an additional 15% of the Units (2,400,000 additional Units for gross proceeds up to \$600,000), solely to cover over-allotments, if any, exercisable in whole or in part, at any time up to 48 hours prior to the closing of the Offering.

Concurrent Private Placement and Israeli Tax Authority Ruling

Immediately prior to completion of the Transaction and the Offering, Irri-Al-Tal intends to complete a private placement ("**Concurrent Private Placement**") of units (each "**Concurrent Units**") at a price of \$0.50 per Concurrent Unit for gross proceeds of up to \$2,000,000. Each Concurrent Unit will be comprised of one (1) common share in the capital of IAT (the "**IAT Share**") and one-half of one (1/2) common share purchase warrant (each a "**IAT Warrant**"). Each IAT Warrant is exercisable into one IAT Share of the Company at an exercise price of \$0.80 per IAT Share for 24 months from the closing of the Concurrent Private Placement.

Irri-Al-Tal entered into a finder's fee agreement with Foundation Markets Inc. ("**FMI**") to facilitate the Concurrent Private Placement and has agreed to pay finder's fees equal to 8% of the gross proceeds raised under the Concurrent Private Placement and issue a number of finder's warrants ("**Concurrent Finder's Warrants**") equal to 8% of the number of Concurrent Units issued under the Concurrent Private Placement. Each Concurrent Finder's Warrant will be exercisable into one IAT Share for a period of 24 months from the date of issuance at a price per IAT Share equal to \$0.50.

Securities issued in the Concurrent Private Placement will be exchanged for corresponding securities of the Resulting Issuer as a part of the Transaction on 2:1 basis. There is no minimum amount to be raised under the Concurrent Private Placement.

In connection with the QT, IAT and its shareholders have been granted an exemption ruling from the Israeli Tax Authority with respect to withholding tax and share escrow obligations that would otherwise apply to the current IAT shareholder in connection of the Transaction. Further details of the tax ruling are set out in the Prospectus.

About Irri-Al-Tal Ltd.

Irri-Al-Tal is an Israeli based agriculture technology company that specializes in providing water irrigation solutions to agricultural producers. Irri-Al-Tal competes in the global irrigation water systems market with a focus on developing solutions with commercial applications in the micro and precision irrigation segments of the overall market. At present, Irri-Al-Tal's main revenue streams are derived from the following business units: (i) Projects Business Unit; and (ii) Component and Equipment Sales Unit. Irri-Al-Tal was founded in 2003 by Mr. Ohad Haber with a view of capitalizing on the opportunities presented by micro and smart irrigation, while also making a positive mark on society by making these technologies more widely available, especially in developing markets such as Africa and Latin America. Irri-Al-Tal's past projects include vineyards, water reservoirs, fish farms, fresh produce cooling rooms and more, in over 15 countries.

About Leede Jones Gable Inc.

Leede Jones Gable Inc. is a leading independent investment dealer providing a full range of investment products and services to clients all across Canada. As an employee-owned firm, Leede Jones Gable Inc. has an entrepreneurial spirit that is built upon a commitment to personal service and professional excellence.

About Foundation Markets Inc.

Foundation Markets Inc. ("FMI") is a Toronto-based boutique investment bank and corporate finance advisory firm licensed as an Exempt Market Dealer. FMI is focused on working with small and medium-sized companies with rapid growth potential, specializing in assisting pre-public clients in accelerating access to private and public capital, developing and implementing strategic plans, and executing going-public transactions. FMI also works with public companies on financing, mergers and acquisitions transactions, and strategic advisory services.

For more information, please contact

For Sagittarius Capital Corporation:

Brian L. Presement, CEO

416-760-2888

brianp@unite.ca

For Irri-Al-Tal:

Ronnie Jaegermann

Resulting Issuer Director Nominee

+972-54-4202054

Ronnie@AloniHaft.co.il

For Leede Jones Gable:

Victor Taboika

Executive Vice President and Investment Advisor

403-531-6850

vtaboika@leedejonesgable.com

For FMI :

Alex Storcheus

Senior Vice President, Corporate Finance

416-880-6994

astorcheus@foundationmarkets.com

Forward-Looking Statements

Completion of the QT is subject to a number of conditions, including but not limited to, TSX Venture Exchange acceptance. There can be no assurance that the QT will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the Prospectus 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 a capital pool company should be considered highly speculative.

The TSX Venture Exchange has in no way passed upon the merits of the proposed Transaction and has neither approved nor disapproved the contents of this press release.

This press release contains "forward-looking information", as such term is defined in applicable Canadian securities legislation. There can be no assurance that such information will prove to be accurate or that management's expectations or estimates of future developments, circumstances or results will materialize. Accordingly, readers should not place undue reliance on forward-looking information. The forward-looking information in this press release is made as of the date of this press release, and each of Sagittarius and Irri-Al-Tal disclaim any intention or obligation to update or revise such information, except as required by applicable law.

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.