

MOON RIVER CAPITAL LTD. ENTERS INTO LETTER OF INTENT FOR QUALIFYING TRANSACTION WITH A.T.S. – ADVANCED TEST SOLUTIONS LTD.

TSX VENTURE EXCHANGE: MOO.P

FOR IMMEDIATE RELEASE

TORONTO, ONTARIO – August 27, 2021 – Moon River Capital Ltd. (the “**Company**”) is pleased to announce that it has entered into a non-binding letter of intent (the “**LOI**”) with A.T.S. – Advanced Test Solutions Ltd. d/b/a ATS Engineering (“**ATS**”) dated August 26, 2021, which outlines the general terms and conditions of a proposed business combination, by way of a three-corner amalgamation, merger, share exchange, plan of arrangement or other similarly structured transaction (the “**Transaction**”), taking into account securities law and tax considerations, whereby the ATS will ultimately be acquired by the Company or an affiliate thereof.

The Company is a “capital pool company” on the TSX Venture Exchange (“**TSXV**”) that completed its initial public offering in March 2020. The Company has not commenced commercial operations and has no assets other than cash. The Company intends for the Transaction to constitute a “Qualifying Transaction” as such terms are defined in Policy 2.4 – *Capital Pool Companies* of the TSXV (the “**CPC Policy**”).

About ATS

A.T.S. – Advanced Test Solutions Ltd. d/b/a ATS Engineering is an Israeli-based company that has been engaged in the business of testing in the semiconductor industry for over 25 years. ATS is the sole test house in Israel, focused on functional and qualification tests. ATS uses state-of-the-art testers and qualification equipment at its 1,000 sqm facility in Migdal HaEmek, Israel’s Silicon Valley. For the past two years, ATS, in cooperation with Vayyar Imaging, has been developing an innovative technology that will enable testing of mmWave radar and 5G devices at frequencies that are currently impossible to test in mass production. ATS has over 100 active customers for its products including Amazon, Intel, Nvidia, GE, Philips and SolarEdge among others. ATS’s products and services target various markets including AI, Medical Devices, IoT, Military and Aerospace, Industrial and Automotive. ATS was incorporated under the laws of Israel on January 1, 2015 and was founded by its CEO, Avi Tiv, who has extensive experience in management and business development. Avi Tiv served as Chief Executive Officer of RDT Equipment and Systems and placed it among the top companies in the field of equipment testing in Israel. For the six-months ended June 30, 2021, ATS had revenue of approximately US \$1.2M and EBITDA of approximately US \$180,000 (unaudited). As at June 30, 2021, ATS had current assets of US \$750,000, fixed assets of US \$760,000, current liabilities of US \$970,000 and long-term liabilities of US \$1,036,000 (unaudited).

Terms of the Transaction

Pursuant to the terms and conditions of the LOI, the Company and ATS will negotiate and enter into a definitive agreement (the “**Definitive Agreement**”) incorporating the principal terms of the Transaction as described in the LOI. The terms and conditions outlined in the LOI are non-binding on the parties, and the LOI is expected to be superseded by the Definitive Agreement. Pursuant to the terms of the Transaction, all of the issued and outstanding stock of ATS will be exchanged for common shares of the Company following a consolidation of the Company’s common shares on a basis to be determined by the parties. There can be no assurance that a Definitive Agreement will be successfully negotiated or entered into.

The Transaction does not constitute a Non-Arm's Length Qualifying Transaction (as that term is defined in the CPC Policy) and, accordingly, is not expected to require the approval of the Company’s shareholders. Nonetheless, the Company intends to hold a special meeting of its shareholders whereat, among other things, the shareholders of the Company will be asked to approve: (i) a consolidation of the Company’s

common shares; (ii) a change of the Company's name; (iii) a stock option plan; (iv) the appointment of a new slate of directors, conditional upon completion of the Transaction; (v) if applicable, the Transaction itself; and (vi) if applicable, the appointment of a new auditor of the Company.

Pursuant to the terms of the LOI, until the earliest of: (i) the execution of the completion of the Transaction; or (ii) the termination of the LOI in accordance with its terms, each of the Company and ATS have agreed not to solicit, negotiate, accept or discuss with any other entity, any transaction that would be in opposition to or in competition with the Transaction.

Board of Directors and Management

The board of directors of the Company upon completion of the Transaction will consist of five directors, four of such directors will be nominees of ATS and one of such directors will be a nominee of the Company, all subject to the approval of such nominees by the TSXV, and such nominees will be duly nominated and proposed for consideration for election by the shareholders of the Company at the special meeting of shareholders of the Company, and the Company shall solicit proxies in favour of the appointment of such nominees to the board of directors. Subject to TSXV approval, management of the Company upon completion of the Transaction will be comprised of the nominees of ATS.

Concurrent Financing

The parties currently contemplate that ATS, or an entity designated by it, will complete one or more brokered or non-brokered private placements of securities, which are currently being negotiated (the "**Concurrent Financings**"). It is intended that the Concurrent Financings will close prior to the completion of the Transaction. Further details regarding any proposed Concurrent Financing will be provided by the Company in one or more subsequent news releases. There can be no assurance that a Concurrent Financing will be successfully completed.

Trading Halt

Trading in the common shares of the Company has been halted and is not expected to resume until completion of the Transaction or until the TSXV receives the requisite documentation for the resumption of trading.

Additional Information

The Company will provide further details in respect of the Transaction and ATS, including any required financial information of ATS, in due course by way of one or more press releases in accordance with the requirements of the CPC Policy.

For further information contact:

Jamie Levy, CEO, CFO, Treasurer & Director at (416) 567-2440 or jlevy@genmining.com.

Forward-looking Statements

This press release contains forward-looking statements and forward-looking information (collectively, "**forward-looking statements**") within the meaning of applicable securities laws. Any statements that are contained in this press release that are not statements of historical fact may be deemed to be forward-looking statements. Forward-looking statements are often identified by terms such as "may", "should", "anticipate", "will", "estimates", "believes", "intends", "expects" and similar expressions, which are intended to identify forward-looking statements. More particularly and without limitation, this press release contains forward-

looking statements concerning: the Transaction, including the structure by which the Transaction is expected to be completed; the Company upon completion of the transaction, including the name, business, operations and capital structure thereof; the expected composition of the board of the Company and the management team.

These forward-looking statements are based on certain assumptions that the Company has made in respect thereof as at the date of this press release regarding, among other things, ATS, including the business of ATS and the safety and efficacy of ATS's intellectual property; the Transaction; the negotiation of a definitive agreement in respect of the Transaction on satisfactory terms; the timely receipt of all required shareholder, regulatory, corporate and third party approvals, including TSXV approval, for the Transaction; the satisfaction of other closing conditions in a timely manner; and those described in the Company's final prospectus dated January 21, 2020, a copy of which is available on SEDAR at www.sedar.com.

Although the Company believes the expectations and material factors and assumptions reflected in these forward-looking statements are reasonable as of the date hereof, there can be no assurance that these expectations, factors and assumptions will prove to be correct. These forward-looking statements are not guarantees of future performance and are subject to a number of known and unknown risks and uncertainties including, but not limited to: the ability of the Company and ATS to consummate the Transaction in a timely manner and on the necessary terms; the ability of the Company and ATS to obtain all required shareholder, regulatory, corporate and third party approvals and to satisfy the other conditions to the consummation of the Transaction on the proposed terms and schedule; the potential impact of the announcement or consummation of the Transaction on ATS's relationships, including with regulatory bodies, employees, suppliers, potential customers and competitors; changes in general economic, competitive, business, political and social conditions, including changes in the financial markets; the impact of competitive entities and pricing; the ability to access various sources of debt and equity capital on favourable terms; changes in applicable laws and regulations and costs associated therewith; actions by governmental or regulatory authorities and costs associated therewith; technology and cyber security risks; natural catastrophes; and certain other risks detailed in the Company's final prospectus dated January 20, 2020, a copy of which is available on SEDAR at www.sedar.com. Accordingly, readers should not place undue reliance on the forward-looking statements contained in this press release.

This list of risk factors should not be construed as exhaustive. Readers are cautioned that events or circumstances could cause results to differ materially from those predicted, forecasted or projected. The forward-looking statements contained in this document speak only as of the date of this document. The Company does not undertake any obligation to publicly update or revise any forward-looking statements or information contained herein, except as required by applicable laws. The forward-looking statements contained in this document are expressly qualified by this cautionary statement.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

As the date of this press release, the Company has not entered into a definitive agreement with ATS with respect to the Transaction, and readers are cautioned that there can be no assurances that such a definitive agreement will be executed.

Completion of the Transaction is subject to a number of conditions, including but not limited to, TSXV acceptance and, if applicable pursuant to TSXV requirements, majority of the minority shareholder approval. Where applicable, the Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be 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. All information contained in this press release with respect to ATS was supplied by ATS for inclusion herein, without independent review by the Company, and the Company and its directors and officers have relied on ATS for any information concerning ATS.

The TSXV has in no way passed upon the merits of the Transaction and has neither approved nor disapproved the contents of this press release. Neither the TSXV nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this release.

Not for distribution to United States newswire services or for dissemination in the United States. Any failure to comply with this restriction may constitute a violation of U.S. securities laws.