

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

**Item 1. Name and Address of Company**

**FARSTARCAP INVESTMENT CORP.**

Suite 880, 580 Hornby Street  
Vancouver, BC V6C 3B6

**Item 2. Date of Material Change**

October 25, 2019

**Item 3. News Release**

The news release was issued on October 28, 2018 and was disseminated by stockwatch.

**Item 4. Summary of Material Change**

On October 25, 2019, Farstarcap Investment Corp. (the "Company"), a capital pool company, entered into an amalgamation agreement (the "Amalgamation Agreement") with A4 Systems Corporation ("A4"), to acquire all of the outstanding common shares of A4 by way of a three-cornered amalgamation (the "Transaction") among the Company, A4 and a wholly-owned subsidiary ("Subco") of the Company. The Transaction will constitute the Company's "Qualifying Transaction" in accordance with TSXV Policy 2.4 – *Capital Pool Companies*.

**Item 5. Full Description of Material Change**

On October 25, 2019, the Company entered into an amalgamation agreement with A4 and Subco whereby the Company will acquire all of the outstanding shares of A4. In consideration of all of the A4 Shares, the Company will issue 24,000,000 common shares of the Company to the current shareholders of A4 and those shareholders under the A4 Financing (as defined below). Upon closing of the amalgamation, A4 will effectively be a subsidiary of the Company.

Prior to closing of the Transaction, A4 plans to complete a private placement financing of 25,000 A4 Shares (approximately 2,000,000 common shares of the Company) at a price of \$20.00 per A4 share (approximately \$0.25 per share of the Company) for total proceeds of \$500,000 (the "A4 Financing"). The proceeds of the A4 Financing will be used to expand operations and working capital matters prior to closing the Transaction.

In conjunction with closing of the Transaction, the Company intends to complete a non-brokered private placement offering of up to 8,000,000 shares at a price of \$0.25 per share for gross proceeds of \$2,000,000 (the "Transaction Financing"). It is a condition to closing the Transaction that the Company completes the Transaction Financing for gross proceeds of at least \$2,000,000.

As part of the Transaction, the Company will change its name to "A4 Systems Corporation" (the "Resulting Issuer") and the Company's common shares will be listed under a new trading symbol "DATA". The Resulting Issuer anticipates being classified as a "Tier 2" issuer that will meet the initial listing requirements for a technology company.

Upon closing of the Transaction, the A4 Financing and the Transaction Financing, the Company will have a minimum of 31,610,001 common shares issued and outstanding and up to a maximum of 37,610,001 common shares issued and outstanding. Further, the Company anticipates that Adam Morand will hold 21,144,952 common shares of the Company representing a minimum of 56.2% of the issued and outstanding shares.

Upon completion of the Transaction it is proposed Adam Morand become the Chief Executive Officer and a director of the Resulting Issuer, Steven Lee become the Chief Financial Officer and a director of the Resulting Issuer, Dan Houston become the Chief Operating Officer and director of the Resulting Issuer, Konstantine Tsakumis and Mark Wright will become directors of the Resulting Issuer.

The Transaction is subject to TSX Venture Exchange ("TSXV") approval and is intended to constitute Farstarcap's "Qualifying Transaction" in accordance with TSXV Policy 2.4 – *Capital Pool Companies*.

**Item 6. Reliance on Subsection 7.1(2) of National Instrument 51-102**

Not applicable.

**Item 7. Omitted Information**

None.

**Item 8. Executive Officer**

**Konstantine Tsakumis**  
Chief Executive Officer  
(604) 639 4521

**Item 9. Date of Report**

November 7, 2019