

Farstarcap Investment Corp. Announces Proposed Qualifying Transaction to Acquire A4 Systems Corporation

VANCOUVER, British Columbia, October 28, 2019 – Farstarcap Investment Corp. (the “**Company**”) (TSX-V:FRS.P) is pleased to announce that it has entered into a definitive agreement dated October 25, 2019 (the “**Definitive Agreement**”) to acquire all of the issued and outstanding shares of A4 Systems Corporation (“**A4**”) by way of a three-cornered amalgamation (the “**Transaction**”). The Company is a capital pool company (“**CPC**”) and intends the Transaction to constitute a Qualifying Transaction pursuant to the TSX Venture Exchange (the “**Exchange**”) Policy 2.4 – *Capital Pool Companies*.

Upon successful completion of the Transaction, the Company will change its name to A4 Systems Corporation and be a Tier 2 technology or industrial issuer.

About A4 Systems

A4 Systems Corporation, a company incorporated under the laws of Alberta, is a leader in Digital Transformation Services tailored for any industrial organization. A4’s focus is centered on the entire flow of data; from acquisition and aggregation to intelligent analysis, which ultimately drives machine and human action. With digital transformation becoming a necessity across all industries, A4 gives industrial organizations the exact tools needed to survive the disruptive nature of the Fourth Industrial Revolution. <https://A4.Systems>.

A4’s main product, Systems Quality Control (“**SQC**”) allows clients to track, monitor and evaluate trends of activities at their operating sites on a real-time basis. With real-time information delivered by SQC, clients are to identify deficiencies in their business activities. A4 is the sole owner of the software platform in which SQC operates under and provides all hardware to be installed for the purpose of monitoring data.

A4’s President and Chief Executive Officer, Adam Morand, who is a resident of Alberta, holds a controlling interest in A4, being approximately 88% of the issued and outstanding shares of A4. The directors and officers of A4 are Messrs. Steven Lee, Dan Houston, Mark Jensen, Joseph Bignell and Daniel Doucette.

The following sets forth the financial information of A4 for the financial year ended March 31, 2019. The amounts are audited, in Canadian dollars and prepared in accordance with International Reporting Standards:

	As at January 31, 2019 (audited)
Total Assets	\$291,883
Total Liabilities	\$936,644
Revenue	Nil
Net Income (Loss)	\$(634,596)

The Company will disclose the latest interim financial results of A4 in its Filing Statement, which will be filed on www.sedar.com.

Transaction with A4

Under the terms of the Definitive Agreement, the Company has agreed to acquire all of the issued and outstanding shares of A4 by way of a three cornered amalgamation among the Company, a wholly owned subsidiary of the Company and 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 proposes to complete a non-brokered private placement financing of up to 8,000,000 common shares (each a “Share”) at a price of \$0.25 per share for gross proceeds of up to \$2,000,000 (the “**Transaction Financing**”). The Company may pay finders a fee in cash and/or share purchase warrants in connection with the Transaction Financing. The proceeds of the Transaction Financing will be used for funding the ongoing expansion of A4’s operations, to fund its ongoing research and development and general working capital purposes.

On closing of the Transaction, the Company will change its name to “A4 Systems Corporation” and anticipates that its stock symbol for its common shares will be “DATA”.

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.

The proposed Transaction does not constitute a Non-Arm’s Length Qualifying Transaction. None of the Non-Arm’s Length Parties to the Company have any direct or indirect interest in A4 nor are they insiders of A4. There is no relationship between or among the Non-Arm’s Length Parties of the Company and the Non-Arm’s Length Parties of the Qualifying Transaction. Shareholder approval of the Transaction is not required.

Conditions to Closing the Transaction

The obligations of the Company and A4 to complete the Transaction are subject to the satisfaction of customary conditions precedent including, but not limited to: (i) TSXV approval; (ii) the receipt of all necessary shareholder and board of director approvals; (iii) the absence of any material breach of the representations, warranties and covenants made by each party to the other; (iv) completion of the A4 Financing and the Transaction Financing; and (v) other conditions which are customary for a transaction such as the shares to be issued to each shareholder of A4 in proportion to their respective shareholding of A4.

Escrow of Securities Held by Principals

In addition, shares held by principals of the resulting issuer will be subject to the escrow requirements as set forth in Exchange Policy 5.4.

Directors, Officers and Insiders of Resulting Issuer

Upon completion of the transaction, it is anticipated that the board of directors of the Resulting Issuer will comprise of four individuals. As of the date of this news release, the following persons are anticipated to be the directors, officers and insiders of the Resulting Issuer following completion of the transaction:

Adam Morand, Chief Executive Officer and Director

Adam Morand has been involved in the development of new advanced technologies for over 23 years. He is an Executive & Creative Technologist with extensive history building technology teams dedicated to the development and implementation of business systems. Mr. Morand is the founder of Illuminated Technologies Inc., a rapid prototyping and custom tech development company, in which he grew to employ 75 people. Currently, he also serves as the President and CEO for Oasis Technology Inc., a developer of smart cities and connected IoT technologies and services, which provide synergistic services and products to A4 Systems. In addition to his startup, international enterprise, and public company management experience, he also has extensive history inventing and patenting software systems for gaming, payment processing, and inventory control.

Steven Lee, Chief Financial Officer, Director

Steven is a dynamic leader and experienced financial executive with a career focused on hyper growth companies. As an early employee of Mobify, a privately-owned SaaS company with a staff size of 160, he successfully secured the company's first financing (+\$10M), led the M&A process of multiple US-based companies, oversaw a 300% growth in revenue and a 400% increase in staff with expansion into the UK and US, while providing strategic advice to the CEO and board of advisors. Steven was also an early employee of Slack Technologies, touted as the fastest company to reach a billion-dollar valuation. He was instrumental in creating infrastructure and helping to grow and scale the business through multiple rounds of financing and acquisitions. As a passionate advocate for community and mentorship, he has also served as Treasurer and Chair of Audit and Finance Committee of Ronald McDonald House BC, Vancouver Treasurer of St. and acts as John's Ambulance Canada a mentor to start-ups and growing businesses. Steven earned his Bachelor of Commerce from University of British Columbia and is a Chartered Professional Accountant (British Columbia).

Dan Houston, Chief Operating Officer, Director

Dan had provided strategic advisement to A4 Systems on its smart infrastructure and hemp & cannabis industry initiatives before formally joining A4 Systems in May 2019. Formerly Senior Vice President at Cresa Alberta, Dan has been involved in the commercial real estate industry since 2005 and has worked on behalf of local, national, and international companies since he returned to Canada from China in 2002. Dan has worked for national and international companies on assignments up to 400,000 square feet and above with a strong emphasis on strategic planning and implementation processes. Over the last few years, Dan's representation has been focused on smart city infrastructure and the hemp & cannabis industry. Along with his local contributions to regulatory considerations and negotiations for the hemp & cannabis industry, his background in oil and gas, existing relationships, and strategic mindset has been drawn on by international teams with regards to new industry development. Dan remains an Associate of Real Estate Council of Alberta (RECA).

Konstantine Tsakumis, Director

Mr. Tsakumis has more than 12 years investment experience representing publicly traded companies on both Canadian and American exchanges. Mr. Tsakumis is Head-Corporate Development and Investor Relations at Inca One Gold Corp. Mr. Tsakumis was previously employed as Head-Investor Relations at

King and Bay West Management Corp., a merchant bank and management services company and its member clients, including Alderon Iron Ore Corp., Excelsior Mining Corp., Jet Metal Corp., Ridgemont Iron Ore Corp., Logan Resources Ltd., ML Gold Corp., Savary Gold Corp., and SG Spirit Gold, Inc.

Mark Wright, Director

Mark Wright trained as a research chemist and process engineer with experience in heavy industry, metal purification and extraction. Mr. Wright also has fast moving consumer goods sector expertise in product research and development, production, logistics and distribution. Mr. Wright was a consultant for KPMG and District Sales management with Loomis and DHL. Mr. Wright is an entrepreneur with multiple promotional networking and internet marketing businesses.

Sponsorship

The Company will seek a waiver of the requirement to engage a sponsor pursuant to the Exchange Policy 2.2 – *Sponsorship and Sponsorship Requirements*.

About Farstarcap Investment Corp.

The Company is a Capital Pool Company within the meaning of the policies of the Exchange, has not commenced operations and has no assets other than cash.

On Behalf of the Board of Directors

Mr. Konstantine Tsakumis
President, CEO and Director
Farstarcap Investment Corp.
(FRS.P – TSX Venture)

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Forward-Looking Statements

Information set forth in this news release contains forward-looking statements. These statements reflect management's current estimates, beliefs, intentions and expectations; they are not guarantees of future performance. The Company cautions that all forward-looking statements are inherently uncertain and that actual performance may be affected by a number of material factors, many of which are beyond the Company's control. Such factors include, among other things: risks and uncertainties relating to the Company's ability to complete the proposed Qualifying Transaction; and other risks and uncertainties. Accordingly, actual and future events, conditions and results may differ materially from the estimates, beliefs, intentions and expectations expressed or implied in the forward-looking information. Except as required under applicable securities legislation, the Company undertakes no obligation to publicly update or revise forward-looking information.

Completion of the transaction is subject to conditions, including but not limited to, Exchange acceptance and if applicable pursuant to Exchange 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.

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.

A halt in trading shall remain in place until after the Qualifying Transaction is completed or such time that acceptable documentation is filed with the TSX Venture Exchange.

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.