

**FARSTARCAP INVESTMENT CORP.**  
Suite 880 – 580 Hornby Street, Vancouver, BC V6C 3B6

**ADDENDUM TO THE COMPANY'S INFORMATION CIRCULAR  
DATED DECEMBER 24, 2020**

The Information Circular of Farstarcap Investment Corp. (the “Company”) dated December 24, 2020 (the “Information Circular”), pertaining to the Company’s annual general meeting (the “Meeting”) is hereby amended and supplemented by this Addendum.

The Information Circular stated that the Company planned to hold the Meeting on Friday, January 29, 2021 at 10:00 a.m. (PST). The date of the Meeting has now been changed to **Tuesday, February 9, 2021 at 10:00 a.m. (PST)**.

All capitalized terms used herein that are not otherwise defined have the meaning ascribed thereto in the Information Circular.

**ADDITIONAL PARTICULARS OF MATTERS TO BE ACTED UPON**

The TSX Venture Exchange (the “TSX-V”) has amended its *Policy 2.4 - Capital Pool Companies* (the “New Policy”) effective January 1, 2021. Under the New Policy, the Company may certain amendments (the “Policy Amendments”) provided that the Company obtains disinterested shareholder approval of the Policy Amendments.

The Information Circular originally requested that disinterested shareholders approve the following Policy Amendments by way of a single resolution of the shareholders:

- (i) Removing the consequences of failing to complete Qualifying Transaction within 24 months of listing, such as requiring the transfer to the NEX Board and cancelling certain seed shares;
- (ii) Extending the term of outstanding out-of-the-money Agent’s options to five years from two years;
- (iii) Amending escrow terms to track those permitted under the New Policy;
- (iv) Permitting payment of a finder’s fee to a Non-Arm’s Length Party to the Company; and
- (v) Allowing the adoption a 10% rolling stock option plan;

Pursuant to section 15.2 of the New Policy, the Company is required to have its shareholders approve each Policy Amendment by way of separate resolution. Accordingly, the Company is asking its shareholders to approve, as a separate resolution, the above items (i), (iii) and (iv). The Company has elected not to seek shareholder approval for above items (ii) and (v).

Each of the Policy Amendments being sought for shareholder approval are set forth in detail below:

**1. Removing the consequences of failing to complete Qualifying Transaction within 24 months of listing, such as requiring the transfer to the NEX Board and cancelling certain seed shares.**

Under the previous capital pool company policy, if the Company failed to complete a Qualifying Transaction within 24 months of listing, the following would occur:

- (i) if the Company failed to obtain disinterested shareholder approval, the Company would be delisted from the TSX-V and all seed shares (being shares issued at a price less than the initial public offering price) held by seed shareholders would cancelled; or
- (ii) if the Company obtained disinterested shareholder approval, the Company would be transferred to the NEX Board of the TSX-V and one-half of the seed shares held by the seed shareholders would be cancelled.

Under the New Policy and provided the Company obtains disinterested shareholder approval, the Company will not be transferred to the NEX Board of the TSX-V and none of the 2,000,001 seed shares held by the persons set forth below will be cancelled.

<b>Name</b>	<b>Number of Common Shares</b>	<b>Percentage of Shares After Giving Effect to the Offering</b>
Neil MacRae	400,001	7.1%
Robert McMorran	400,000	7.1%
Mark Wright	600,000	10.7%
Konstantine Tsakumis	400,000	7.1%
JLHLC Holdings Inc.	200,000	3.6%

Under the New Policy of the TSX-V, the Company may seek disinterested shareholder approval to remove the consequences of failing to complete Qualifying Transaction within 24 months of listing, such as requiring the transfer to the NEX Board and cancelling certain seed shares (“Removal of 24 Month Consequences”). Therefore at the Meeting disinterested shareholders will be asked to pass an ordinary resolution in the following form:

“BE IT RESOLVED that:

- (1) the Company approve and ratify, subject to regulatory approval, the Removal of 24 Month Consequences; and
- (2) any one officer or director of the Company is hereby authorized to execute and deliver all such documents and do all such acts and things as may be deemed advisable in such individual’s discretion for the purpose of giving effect to this resolution.”

Votes attached to shares of the Company held by non-arm’s length parties to the Company who own seed shares and their associates and affiliates are excluded from the calculation of any such approval of the above resolution. Accordingly, a total of 2,000,001 shares will be excluded from the vote of the above resolution.

Management of the Company recommends that the disinterested shareholders of the Meeting vote in favour of the above resolution.

**2. *Amending escrow terms to track those permitted under the New Policy.***

Under the previous capital pool company policy, the 2,000,001 escrowed shares referenced above would release in the following order:

<b>Release Dates</b>	<b>Percentage of Total Escrowed Securities to be Released</b>
Date of Final Exchange Bulletin	10%
Date of Final Exchange Bulletin plus six months	15%
Date of Final Exchange Bulletin plus twelve months	15%
Date of Final Exchange Bulletin plus eighteen months	15%
Date of Final Exchange Bulletin plus twenty four months	15%
Date of Final Exchange Bulletin plus thirty months	15%
Date of Final Exchange Bulletin plus thirty six months	15%
<b>TOTAL</b>	<b>100%</b>

Under the New Policy, the 2,000,001 escrowed shares referenced above would release in the following order:

<b>Release Dates</b>	<b>Percentage of Total Escrowed Securities to be Released</b>
Date of Final Exchange Bulletin	25%
Date of Final Exchange Bulletin plus six months	25%
Date of Final Exchange Bulletin plus twelve months	25%
Date of Final Exchange Bulletin plus eighteen months	25%
<b>TOTAL</b>	<b>100%</b>

Under the New Policy of the TSX-V, the Company may seek disinterested shareholder approval to approve the amended escrow terms as set forth above (“Amended CPC Escrow Terms”). Therefore at the Meeting disinterested shareholders will be asked to pass an ordinary resolution in the following form:

“BE IT RESOLVED that:

- (1) the Company approve and ratify, subject to regulatory approval, the Amended CPC Escrow Terms; and
- (2) any one officer or director of the Company is hereby authorized to execute and deliver all such documents and do all such acts and things as may be deemed advisable in such individual’s discretion for the purpose of giving effect to this resolution.”

Votes attached to shares of the Company held by shareholders how are parties to the CPC escrow agreement and their associates and affiliates are excluded from the calculation of any such approval of the above resolution. Accordingly, a total of 2,000,001 shares will be excluded from the vote of the above resolution.

Management of the Company recommends that the disinterested shareholders of the Meeting vote in favour of the above resolution.

### ***3. Permitting payment of a finder’s fee to a Non-Arm’s Length Party to the Company.***

Under the previous capital pool company policy, a finders fee could not be paid to a Non-Arm’s Length Party to the Company.

Under the New Policy, a finders fee may be paid to a Non-Arm’s Length Party to the Company, provided:

- (a) the Qualifying Transaction is not a Non-Arm’s Length Qualifying Transaction;
- (b) the Qualifying Transaction is not a transaction between the Company and an existing public company;
- (c) the finder’s fee is payable in the form of cash, listed Shares and/or warrants only;
- (d) the amount of any concurrent financing is not included in the value of the measurable benefit used to calculate the finder’s fee; and
- (e) Shareholder approval of the finder’s fee is obtained by ordinary resolution at a meeting of Shareholders.

Under the New Policy of the TSX-V, the Company may seek disinterested shareholder approval to permit payment of a finder’s fee to a non-arm’s length party to the Company (“Non-Arm’s Length Finders Fees”). Therefore at the Meeting disinterested shareholders will be asked to pass an ordinary resolution in the following form:

“BE IT RESOLVED that:

- (1) the Company approve and ratify, subject to regulatory approval, Non-Arm’s Length Finders Fees; and

- (2) any one officer or director of the Company is hereby authorized to execute and deliver all such documents and do all such acts and things as may be deemed advisable in such individual's discretion for the purpose of giving effect to this resolution.”

Votes attached to shares of the Company held by non-arm's length parties to the Company and their associates and affiliates are excluded from the calculation of any such approval of the above resolution. Accordingly, a total of 2,000,001 shares will be excluded from the vote of the above resolution.

Management of the Company recommends that the disinterested shareholders of the Meeting vote in favour of the above resolution.

#### **BOARD APPROVAL**

The contents of this Circular have been approved and its mailing authorized by the directors of the Company.

DATED at Vancouver, British Columbia, the 19th day of January 2021.

#### **ON BEHALF OF THE BOARD**

Konstantine Tsakumis  
Konstantine Tsakumis  
Chief Executive Officer