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For Immediate Release

TSXV / NEX: FSC.H

**FITCH STREET CAPITAL CORP. ENTERS INTO LETTER OF INTENT WITH TWO
CANNABIS EXTRACTION COMPANIES FOR PROPOSED QUALIFYING
TRANSACTION**

October 30, 2018 – Vancouver, British Columbia – Fitch Street Capital Corp. (“**Fitch**”), a capital pool company, is pleased to announce that it has entered into a Letter of Intent (the “**LOI**”) dated October 2, 2018 with two arm’s length companies (“**Targetcos**”) manufacturing and selling extraction equipment in the Cannabis and non-Cannabis industries. The proposed transaction is intended to constitute Fitch’s “Qualifying Transaction” under TSX Venture Exchange (“**TSX-V**”) Policy 2.4 – *Capital Pool Companies* and is subject to regulatory approval.

Proposed Transaction

Pursuant to the LOI, Fitch will acquire all of the issued and outstanding shares of the Targetcos (the “**Proposed Transaction**”) in consideration for common shares of Fitch (the “**Fitch Shares**”). The definitive agreement would provide that on closing, Fitch will issue to the Targetcos’ shareholders an aggregate of 3,000,000 Fitch Shares at a deemed price of \$0.165 per Fitch Share (the “**Consideration Shares**”). The number of Consideration Shares to be issued to the Targetcos’ shareholders may be subject to change to reflect any financings undertaken by Targetcos prior to the completion of the Proposed Transaction. Some or all of the Consideration Shares issued as part of the Proposed Transaction will be subject to escrow provisions pursuant to TSX-V Policies. Subject to TSX-V approval, Fitch will issue an additional 1,000,000 Fitch Shares (the “**Performance Shares**”) if the Targetcos achieve cumulative revenues of \$2,000,000 within 18 months of the signing date of the Definitive Agreement. Under the terms of the LOI, the parties have agreed to use commercially reasonable efforts to negotiate and settle a definitive agreement by November 17, 2018 (the “**Definitive Agreement**”). Since Fitch and the Targetcos are arm’s length to each other, Fitch is not required to obtain shareholder approval for the Proposed Transaction.

Upon completion of the Proposed Transaction, Fitch will continue on with the business of the Targetcos as its wholly-owned operating subsidiaries (Fitch after the Proposed Transaction being referred to herein as the “**Resulting Issuer**”).

The Targetcos are engaged in the business of manufacturing and selling extraction equipment in the legal Cannabis market in Canada and in jurisdictions outside of Canada excluding the United States. In addition, the Targetcos manufacture and sell extraction equipment for non-Cannabis applications. The Targetcos are both private issuers located in BC. They are non-arm’s length to each other, but both are arm’s length to Fitch.

The Company will issue a further clarifying news release to comply with CPC Policy 2.4 section 12.2 once it receives additional information.

Conditions to the Proposed Transaction

Prior to the completion of the Proposed Transaction (and as conditions of closing, among other things):

- all requisite regulatory approvals relating to the Proposed Transaction, including, without limitation, TSX-V approval, will have been obtained; and
- Targetcos will obtain the requisite shareholder approvals for the Proposed Transaction.

Proposed Concurrent Financing

Concurrent with the closing of the Proposed Transaction, Fitch intends to complete a concurrent financing to raise up to \$2,000,000 (the “**Concurrent Financing**”) through the issuance of up to 14,814,815 units (each a “**Unit**”) at \$0.135 per unit. Each Unit will consist of one common share and one-half of a share purchase warrant, with each whole warrant entitling the holder to purchase one common share of Fitch at \$0.60 per share for two years from closing, with an expiry acceleration clause to be determined.

The net proceeds of the Financing will be used to fund the acquisition of the Targetcos’, costs associated with the Qualifying Transaction and to provide general working capital.

Finders’ Fee and Consulting Fee

Fitch anticipates issuing an aggregate of 400,000 common shares to certain arm’s length third parties as finders’ fees and consulting fees payable in connection with the Proposed Transaction in accordance with TSX-V policies.

The Resulting Issuer

Upon closing of the Proposed Transaction, Fitch anticipates being listed as a “Tier 2” Industrial issuer. Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the Qualifying Transaction, any information released or received with respect to the Qualifying 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-V has in no way passed upon the merits of the Proposed Transaction and has neither approved nor disapproved the contents of this press release.

Sponsorship

Sponsorship of a qualifying transaction of a capital pool company is required by the TSX-V unless an exemption from the sponsorship requirement is available. Fitch will be seeking a waiver of any requirement for a sponsor.

Trading in the common shares of Fitch will remain halted pending the release of further disclosure regarding this Qualifying Transaction and the satisfaction of the initial filing requirements of the TSX-V and a preliminary review by the TSX-V.

On behalf of the Board of Directors

FITCH STREET CAPITAL CORP.

“Balraj Mann”

Balraj Mann, C.E.O.

“Completion of the transaction is subject to a number of 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 Inc. has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.”

Neither the 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.