

POLARIS NORTHSTAR CAPITAL CORP.

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POLARIS NORTHSTAR CAPITAL ANNOUNCES PROPOSED PRIVATE PLACEMENT OF \$500,000, SECOND CONVERSION OF CONVERTIBLE SECURITIES AND RETURN OF CONSIDERATION SHARES

April 13, 2023 – Vancouver, BC – Polaris Northstar Capital Corp. (CSE: **POLE**, FRANKFURT: **L6V2**) (the "**Company**" or "**Global Care**") a global investment company which engages in early-stage investment opportunities in private and public companies, is pleased to announce that the Company intends to complete a non-brokered private placement (the "**Offering**") for aggregate gross proceeds to the Company of \$500,000 from the sale of 10,000,000 units of the Company (the "**Units**") at a price of \$0.05 per Unit.

Each Unit will be comprised of one common share of the Company (each, a "**Unit Share**") and one common share purchase warrant (each, a "**Warrant**"). Each Warrant will entitle the holder thereof to purchase one common share of the Company (each, a "**Warrant Share**") at a price of \$0.10 for a period of 24 months following the closing date of the Offering (subject to acceleration in the event that the closing trading price of the Company's shares is at or exceeds \$0.15 for any five consecutive trading days at any time after the date that is four months and one day after the closing date of the Offering).

Commented [KN1]: Wouldn't non-consecutive be better?

The net proceeds from the sale of Units will be used for general working capital purposes. The closing of the Offering is expected to occur on or about May 3, 2023 and is subject to receipt of all necessary regulatory approvals including the Canadian Securities Exchange (the "**CSE**"). The Unit Shares, Warrant Shares and any common shares of the Company that are issuable from any finder's warrants will be subject to a hold period of four months and one day in accordance with applicable securities laws. Finder's fees will be payable in accordance with the policies of the CSE.

Further to the Company's news releases dated February 25 and August 16, 2022, that the Company has received conversion notice (the "**Conversion Notice**") from Mirabel Capital, Ltd. (the "**Investor**"), an institutional investor, to convert the amount of US\$50,000 pursuant to the terms and conditions of the convertible securities purchase agreement dated February 25, 2022 and as amended on October 19, 2022 (the "**Agreement**") between the Company and the Investor.

Pursuant to the Conversion Notice and the Agreement, the Company has issued 1,355,200 common shares (the "**Conversion Shares**") at a deemed price of \$0.05 per Conversion Share to the Investor as fully paid and non-assessable Shares. The Conversion Shares are not subject to any hold periods under applicable securities laws.

In addition, the Company announces that further to its press release of December 6, 2022, certain securities issued pursuant to the terms and conditions of a share purchase agreement dated November 29, 2022 (the "**Share Purchase Agreement**") among the Company, MK Highway Corp. ("**MK Highway**") and the shareholders of MK Highway (the "**MK Highway Shareholders**") will be returned to the Company by the MK Highway Shareholders for cancellation.

Pursuant to the terms of the Share Purchase Agreement, MK Highway was obligated to make a cash payment to the Company by March 31, 2023 to facilitate the exercise of an underlying option held by MK Highway to acquire 100% of the membership interests of Lavrium LLC. As a result of the non-payment, the MK Highway Shareholders are required to return the 216,000,000 (10,800,000 post-consolidation) common shares of the Company (the "**Consideration Shares**") and 108,000,000 (5,400,000 post-consolidation) common share purchase warrants (the "**Consideration Warrants**") that were issued to them in connection with the closing of the acquisition. The MK Highway Shareholders must return the Consideration Shares and Consideration Warrants on or before May 30, 2023. Upon receipt, the Company will return the Consideration Shares to treasury and will cancel the Consideration Warrants.

About Polaris Northstar Capital Corp.

Polaris Northstar Capital Corp. is a global investment company which specializes in providing early-stage financing to private and public companies. The Company engages in new, early-stage investment opportunities in previously underdeveloped assets and obtaining positions in early-stage investment opportunities that adequately reflect the risk profile.

POLARIS NORTHSTAR CAPITAL CORP.

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The CSE does not accept responsibility for the adequacy or accuracy of this release.

This news release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful, including any of the securities in the United States of America. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "1933 Act") or any state securities laws and may not be offered or sold within the United States or to, or for account or benefit of, U.S. Persons (as defined in Regulation S under the 1933 Act) unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration requirements is available.

Forward-Looking Information: This news release includes certain statements that may be deemed "forward-looking statements". The use of any of the words "anticipate", "continue", "estimate", "expect", "may", "will", "would", "project", "should", "believe" and similar expressions are intended to identify forward-looking statements. Although the Company believes that the expectations and assumptions on which the forward-looking statements are based are reasonable, undue reliance should not be placed on the forward-looking statements because the Company can give no assurance that they will prove to be correct. Since forward-looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties. These statements speak only as of the date of this News Release. Actual results could differ materially from those currently anticipated due to a number of factors and risks including various risk factors discussed in the Company's disclosure documents which can be found under the Company's profile on www.sedar.com.