



## SHARC International Announces \$4 Million Private Placement of Convertible Debenture Units

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VANCOUVER, British Columbia, Jan. 28, 2019 -- **SharC International Systems Inc. (CSE: SHRC) (FSE: IWIA) (OTCQB: INTWF) ("SHARC" or "the Company")** announced today that it has entered into an agreement for a brokered private placement led by Echelon Wealth Partners Inc. ("**Echelon**" or the "**Agent**"), as lead agent and sole bookrunner for the sale of up to 4,000 convertible debenture units (the "**Units**") at a price of \$1,000 per Unit for aggregate gross proceeds of up to \$4,000,000 (the "**Offering**"). Each Unit will consist of: (i) \$1,000 principal amount of 8.0% unsecured convertible debentures (the "**Debentures**"); and (ii) 1,563 warrants (each a "**Warrant**"). The Company will use the net proceeds of the Offering for development of the Company's projects in the United Kingdom, and for general and working capital purposes.

The Company has granted to the Agent an option, exercisable in whole or in part at any time until 48 hours before the closing of the Offering, for the purchase of up to an additional 600 Units for aggregate gross proceeds of up to \$4,600,000, if the Agent's option is exercised in full.

The Debentures will bear interest from their issue date at 8.0% per annum, payable semi-annually in arrears on June 30, 2019, and thereafter semi-annually on the last day of June and December in each year and will mature three years following the Closing Date (the "**Maturity Date**"). The Debentures are unsecured and will rank pari passu in right of payment of principal and interest with all the existing and future unsecured indebtedness of the Company.

The Debentures, (including any accrued and unpaid interest) will be convertible at the option of the holder into common shares of the Company (the "**Common Shares**") at any time after the first anniversary of the Closing Date and prior to the close of business on the last business day prior to the Maturity Date at a conversion price of \$0.32 per Common Share (the "**Conversion Price**"). If after the first anniversary of the Closing Date the closing price of the Common Shares on the Canadian Securities Exchange (the "**CSE**") is \$0.64 or greater for 20 consecutive trading days, the Company may, at its option, convert the Debentures (including any accrued and unpaid interest) into Common Shares by disseminating a press release, in which case the Debentures shall be converted into Common Shares on the second business day after dissemination of such press release.

Each Warrant will be exercisable to acquire one Common Share (a "**Warrant Share**") at an exercise price of \$0.40 per Warrant Share for a period of three years following the Closing Date.

The Units will be eligible for RRSP, RESP, RRIF, TFSA and DPSP accounts. The Debentures and the Warrants comprising each Unit, and any Common Shares issuable upon conversion or exercise thereof, will be subject to a statutory hold period lasting four months and one day following the issue date of the applicable Unit.

Closing of the Offering is expected to occur on or about February 20, 2019 (the "**Closing Date**"). The Offering is subject to certain conditions including, but not limited to, the receipt of all necessary regulatory and stock exchange approvals, including the approval of the CSE.

The securities being offered have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons absent registration or an applicable exemption from the registration requirements. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

### About SHARC International Systems

SHARC International Systems Inc. is a world leader in thermal heat recovery. SHARC™ technology systems recycle thermal energy from wastewater, generating one of the most energy efficient and economical systems for heating, cooling & hot water preheating for commercial, residential and industrial buildings. SHARC is publicly traded in Canada (CSE: SHRC), the United States (OTCQB: INTWF) and Germany (Frankfurt: IWIA).

Further information about the Company is available on our website at [www.sharcenergy.com](http://www.sharcenergy.com) or under our profile on SEDAR at [www.sedar.com](http://www.sedar.com).

### ON BEHALF OF THE BOARD

"Lynn Mueller"

Chairman and Chief Executive Officer

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*Neither the Canadian Securities Exchange nor its Regulation Services Provider (as that term is defined in policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release.*

### **Forward-Looking Statements**

*Certain statements contained in this news release may constitute forward-looking information. Forward-looking information is often, but not always, identified by the use of words such as "anticipate", "plan", "estimate", "expect", "may", "will", "intend", "should", and similar expressions. Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information. SHARC's actual results could differ materially from those anticipated in this forward-looking information as a result of regulatory decisions, competitive factors in the industries in which the Company operates, prevailing economic conditions, and other factors, many of which are beyond the control of the Company. SHARC believes that the expectations reflected in the forward-looking information are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking information should not be unduly relied upon. Any forward-looking information contained in this news release represents the Company's expectations as of the date hereof, and is subject to change after such date. The Company disclaims any intention or obligation to update or revise any forward-looking information whether as a result of new information, future events or otherwise, except as required by applicable securities legislation.*