



SHARC International Announces Closing of Private Placement of Convertible Debentures and Exercise of its Over-Allotment Option

VANCOUVER, British Columbia, Feb. 14, 2020 -- **SHARC International Systems Inc. (CSE:SHRC) (FSE:IWIA) (OTCQB:INTWF) (the “Company” or “SHARC”)** announced today that, further to its news release dated February 12, 2020, it closed a non-brokered private placement of convertible debenture units (“**Units**”) for gross proceeds of \$1,764,000 (the “**Offering**”). Each Unit consists of: (i) \$1,000 principal amount of 2.0% unsecured convertible debentures (the “**Debentures**”); and (ii) 5,000 warrants (the “**Warrants**”). The Company will use the net proceeds of the Offering for the investment in sales and marketing activity for the Piranha system with a focus on developing Western North America and general working capital purposes. The Company has exercised its option to increase the Offering to \$1,955,000 (the “**Greenshoe**”) and it intends to close on the Greenshoe within 30 days.

The Debentures will bear interest from their issue date at 2.0% per annum calculated and payable semi-annually in arrears on June 30 and December 31 of each year commencing on June 30, 2020 and will mature three years following the closing of the Offering (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 February 13, 2021 and prior to the close of business on the last business day prior to the Maturity Date at a conversion price of \$0.10 per Common Share.

Each Warrant will be exercisable to acquire one Common Share (a “**Warrant Share**”) at an exercise price of \$0.20 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.

In connection with the Offering, the Company paid eligible finders an aggregate cash fee of \$88,200 and issued 176 compensation warrants to eligible finders (the “**Compensation Warrants**”). Each Compensation Warrant entitles the holder thereof to purchase one Unit of the Company at an exercise price of \$1,000 for a period of three years following the date of issuance. The Units issuable upon exercise of the Compensation Warrants are on the same terms as the Units sold under the Offering.

The Debentures and the Warrants comprising each Unit, and any Common Shares issuable upon conversion or exercise thereof, are subject to a statutory four month and one day hold period until June 14, 2020.

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 waste water heat recovery. For commercial, residential and industrial buildings, SHARC products recycle thermal energy, generating one of the most efficient and economical methods for heating, cooling & preheating water. 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 or under our profile on SEDAR at 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.