

SoftLab9 Software Solutions Inc. Enters into Exclusivity Agreement

Vancouver, British Columbia--(Newsfile Corp. - June 5, 2019) - SoftLab9 Software Solutions Inc. (CSE: SOFT) (FSE: APO1) (the "Company" or "SoftLab9"), is pleased to announce that it has entered into an exclusivity agreement (the "**Exclusivity Agreement**") with A&R development Ltd. ("**A&R**") whereby the Company will have until July 15th, 2019 to conduct due diligence on A&R, with a view to negotiating the terms of a letter of intent and, if applicable, a definitive agreement in order to complete the acquisition of all of the outstanding securities of A&R (the "**Proposed Transaction**").

About A&R development Ltd.

A&R is a Canadian company that is building out their cannabis cultivation assets in Jamaica. A&R has a late stage Tier 3 cultivation license application, which allows for the cultivation of cannabis plants on land over 5 acres, which is applied to their 17 Acres parcel of prime flat property near a prime tourist area which is approximately a 1.5 hour drive from a major airport. The property boasts excellent quality of mineralize well water on site as well as convenient road access.

Plans for the 17 Acre property include:

- 10,000 sq/ft green house for cultivation,
- 10,000 sq/ft extraction laboratory
- 5 Acres of outdoor grow which will be primarily used for extraction

Costs to complete the project as described above is estimated at USD \$1.0 million based on A&R management costing with a proposed timeline of 4-6 months from the time the financing arrives.

There is significant market advantage to cultivating in Jamaica. The consistent weather allows for ideal growing climate for Cannabis, these conditions allow for minimum 5 grow cycles per year coming out of Greenhouse GMP Facility at a fraction of the cost compared to traditional hydroponic grow operations.

Further Information

Further details will be provided in a future news release, if and when the Company and A&R execute a letter of intent and/or definitive agreement in respect of the Proposed Transaction.

The Proposed Transaction is subject to, among other things, the completion of due diligence, the execution of a mutually satisfactory definitive agreement and obtaining all necessary regulatory approvals, including the Canadian Securities Exchange (the "**CSE**"), if applicable.

Private Placement Financing

The Company further announces that it intends to carry out a non-brokered private placement (the "**Private Placement**") of up to 20,000,000 units (the "**Units**") at a price of \$0.05 per Unit for aggregate gross proceeds of up to \$1,000,000.

Each Unit will consist of one common share of the Company (a "**Share**") and one transferrable common share purchase warrant (a "**Warrant**"). Each Warrant will entitle the holder to purchase one additional Share (a "**Warrant Share**") at a price of \$0.08 per Warrant Share for a period of twenty-four (24) months from the date of issuance.

The proceeds from the Private Placement will be used for general corporate and working capital purposes, payment of outstanding payables, payment of outstanding debt, payment of outstanding salaries and Due Diligence costs related to the Proposed Transaction.

The Company may also pay finders' fees in connection with the Private Placement in accordance with the policies of the CSE. All of the securities to be issued under the Private Placement will be subject to a four-month resale restriction. The Private Placement remains subject to the approval of the CSE.

About SoftLab9 Software Solutions Inc.

SoftLab9 is engaged in software development for advertising, Fintech, RegTech, data aggregation, and compliance in today's new, data-driven business landscape. We strive to be industry leaders, creating innovations engineered from the ground up by our diverse culture of talent. SoftLab9 delivers sustained value by strategically producing next generation software and services to address our clients' immediate and long-term needs, helping them reach their goals on a global scale.

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FORWARD-LOOKING STATEMENTS

This news release may contain forward-looking statements including but not limited to the Proposed Transaction, the execution of a letter of intent and/or definitive agreement and the Private Placement. Forward-looking statements address future events and conditions and therefore involve inherent risks and uncertainties. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Such information can generally be identified by the use of forwarding-looking wording such as "may", "expect", "estimate", "will", "anticipate", "intend", "believe" and "continue" or the negative thereof or similar variations. Actual results may differ materially from those currently anticipated in such statements and the Company undertakes no obligation to update such statements, except as required by law. The reader is cautioned not to place undue reliance on any forward-looking information. There can be no assurance that the Proposed Transaction will be completed or, if completed, will be successful.

Completion of the Proposed Transaction is subject to a number of conditions, including but not limited to, if applicable, CSE acceptance. There can also be no assurance that the Private Placement will be completed as proposed or at all.

Forward-looking statements are subject to a variety of risks and uncertainties, which could cause actual events, level of activity, performance or results to differ materially from those reflected in the forward-looking statements, including, without limitation: that laws and regulations may become more onerous; the ability of the Company to obtain necessary financing; the economy generally; the future growth, results of operations, performance and business prospects and opportunities; changes in laws and regulations; changes in and the effect of government policies; demand for products and services; competition; anticipated and unanticipated costs; reliance on management; claims and legal proceedings; conflicts of interest; and market price and volatility of the common shares of the Company. Factors that could cause actual results to differ materially from those in forward-looking statements include, but are not limited to, continued availability of capital and financing and general economic, market or business conditions, changes in laws, negative sentiment towards the industry in which the Company operates, increase in operating costs, the loss of key directors, employees, advisors or consultants, technology failures, litigation, failure to develop new and innovative products, failure of counterparties to perform their contractual obligations and fees charged by service providers. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement. Investors are cautioned that forward-looking statements are not guarantees of future performance or events and, accordingly are cautioned not to put undue reliance on forward-looking statements due to the inherent uncertainty of such statements.

The forward-looking statements contained in this news release are made as of the date of this news release. Except as required by law, the Company disclaims any intention and assumes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Additionally, the Company undertakes no obligation to comment on the expectations of, or statements made by, third parties in respect of the matters discussed above.

The CSE has not reviewed, nor approved the contents of this news release.

To view the source version of this press release, please visit <https://www.newsfilecorp.com/release/45291>