

**CALGARY, AB / ACCESSWIRE / October 3, 2022** / Starrex International, Ltd ("Starrex" or the "Company") (CSE:STX)(OTCQB:STXMF) announced today that it has entered into a definitive agreement (the "Agreement") with affiliates of StoicLane, Inc. a long-term growth platform making strategic acquisitions to support digitizing Finance, Insurance & Real Estate verticals ("StoicLane"), pursuant to which StoicLane has agreed to acquire Starrex's real estate appraisal management business conducted by Property Interlink, LLC and its real estate appraisal business conducted by Reliable Valuation Service, LLC, and substantially all of the related assets (collectively, the "Business") for a cash purchase price of US\$9.8 million on a cash free, debt free basis. The purchase price is subject to working capital and other adjustments in accordance with the Agreement. The Agreement stems from an unsolicited offer and is a result of arm's length negotiations conducted between representatives of Starrex, StoicLane and their respective advisors.

### **Unanimous Approval of the Board**

The transaction has been approved unanimously by Starrex's board of directors, which has determined that the transaction is in the best interests of Starrex and its shareholders and recommends that shareholders vote in favour of approving the transaction at the annual general and special meeting of shareholders, which is expected to be held November 3, 2022 (the "Meeting").

### **Shareholder Approval and Other Conditions**

The transaction must be approved by shareholders holding at least 66% of shares voted in person or by proxy at the Meeting. In addition, the completion of this proposed transaction is subject to several conditions including, among others: certain of the Company's shareholders, which collectively hold approximately 68% of the outstanding common shares of Starrex, entering into a voting support agreement with StoicLane pursuant to which they will agree to vote their respective common shares in favour of approving the transaction; receipt of the above-referenced shareholder approval; Starrex obtaining certain third party consents required for the assignment and transfer of assets and contracts; there not being in force on the closing date any order or decree restraining or enjoining consummation of the transaction; the absence of any material adverse effect with respect to the Business; and there being no claim pending by any governmental authority in respect of competition or other regulatory matters that would reasonably be expected to prevent the consummation of the transaction.

The Agreement includes covenants that the assets being acquired will be maintained and the Business will be operated in the ordinary course prior to closing and non-solicitation provisions. The Agreement does not allow Starrex to enter into an agreement with respect to an alternative transaction.

The terms and conditions of the transaction, as well as details of the expected distributions to shareholders, will be disclosed in more detail in Starrex's information circular (the "Information Circular") that is anticipated to be mailed to shareholders as of the record date of October 4, 2022. In the event of a postal strike that prevents mailing, Starrex intends to discuss other options with its regulators and issue a further news release as necessary. If shareholder and other approvals are obtained, it is anticipated that the proposed transaction will be completed on or about November 4, 2022, and in any event no later than November 30, 2022.

Copies of the Agreement and of the Information Circular for the Meeting will be filed with Canadian securities regulators and will be available on the SEDAR profile of Starrex at [www.sedar.com](http://www.sedar.com). In addition, investors and shareholders may obtain free copies of the documents Starrex files with Canadian securities regulators by directing a written request to Starrex, 1250, 639 - 5 Avenue SW, Calgary, AB T2P 0M9, Attention: Corporate Secretary or to [sreeves@tinglemerrett.com](mailto:sreeves@tinglemerrett.com). Investors and shareholders of Starrex are urged to read the Information Circular and the other relevant materials when they become available because such materials will contain important information about the transaction.

Following completion of the sale transaction, Starrex intends to focus on other opportunities in the commercial and residential real estate market, which it believes to be in the best interests of Starrex and with a view to maximizing Shareholder value.

Matthew D. Hill, President and Chief Executive Officer of Starrex stated, "We are extremely excited to enter into this transaction to sell Property Interlink and Reliable Valuation Service. We have been very impressed with the team at StoicLane and feel confident that our clients, vendors and beloved employees are in good hands going forward. The monetization of these assets will allow Starrex the ability to focus on acquisition opportunities in the commercial and residential real estate sector."

#### **About Starrex International, Ltd.**

Starrex is a national provider of real estate appraisal and credit reporting services to mortgage lenders and brokers in the US whose leading-edge technology platform and specialized business model provides a streamlined approach for our clients, resulting in faster turnaround times. We are committed to investing in our employees, delivering value to our customers, ethically managing our suppliers and professional networks, and supporting the outside communities within which we work.

Our business is driven by subsidiaries that operate across various segments of the mortgage value chain, including appraisals and credit services, and are committed to delivering value and growth to Starrex shareholders. MFI Credit Solutions, LLC provides consumer credit reports to mortgage lenders, mortgage brokers, and credit unions for homebuyers or refinancees in all states, along with risk mitigation, flood and verification services. Property Interlink, LLC provides innovative and comprehensive valuation and commercial appraisal management services to the mortgage industry, while Reliable Valuation Service, LLC provides objective and comprehensive valuations of residential real estate to appraisal management companies using an employee-appraiser model that provides a level of quality, control and consistency unmatched in the industry.

Starrex shares are traded on the Canadian Securities Exchange <http://thecse.com>, symbol "STX", and on the OTC QB market <http://www.otcmarkets.com/home> in the United States symbol "STXMF".

**For further information please contact Scott Koyich, Investor Relations, Brisco Capital Partners, (403) 619-2200 | scott@briscocapital.com.**

#### **Additional Information**

Additional information relating to Starrex and other public filings, is available on SEDAR at [www.sedar.com](http://www.sedar.com).

#### **About StoicLane**

StoicLane is a Chicago-based long-term growth platform making strategic acquisitions to support digitizing Finance, Insurance & Real Estate. The firm works closely with its portfolio companies to harness the power of data and technology to bring better service and quality to consumers. To learn more about StoicLane, visit [stoiclane.com](http://stoiclane.com).

#### **Forward Looking Statements**

*This news release contains forward-looking statements relating to the timing and completion of the future operations of the Company and other statements that are not historical facts. Forward-looking statements are often identified by terms such as "will", "may", "should", "anticipate", "expects" and similar expressions. All statements other than statements of historical fact, included in this release.*

*Forward-looking information reflects current expectations of management regarding future events and operating performance as of the date of this news release. Such information involves significant risks and uncertainties, should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether or not such results will be achieved. A number of factors could cause actual results to differ materially from the results discussed in the forward-looking information, including, without limitation: the risk that the transaction with StoicLane will not be completed within the time frame contemplated, on terms previously announced, or at all; the risk that conditions precedent to the closing of the transaction, including the receipt of shareholder approval and any applicable regulatory approval and third party consents, may not be satisfied or waived; the risk that Starrex will not be permitted to terminate the Agreement by its terms if a superior alternative transaction arises; the risk that there are material negative purchase price adjustments under the terms of the Agreement; and the risk that the net proceeds of the transaction will be less than previously disclosed*

*and expenses of Starrex will exceed the amount estimated by Starrex. Should any of the foregoing risks materialize, or should assumptions underlying the forward-looking information prove incorrect, actual results, performance, activities or achievements could vary materially from those expressed or implied by any forward-looking information contained in this news release. Readers are cautioned that the foregoing list of risks is not exhaustive. Starrex encourages all shareholders to read the Information Circular, once available, as it will include a more detailed discussion of the material risks and uncertainties with respect to the proposed transaction with StoicLane. The forward-looking information contained herein is expressly qualified in its entirety by this cautionary statement. Forward-looking information reflects management's current beliefs and is based on information currently available to Starrex. The forward-looking information is made as of the date of this news release and Starrex assumes no obligation to update or revise such information to reflect new events or circumstances, except as may be required by applicable law.*

**Neither the Canadian Securities Exchange nor its regulation services provider accepts responsibility for the adequacy or accuracy of this release.**

**SOURCE:** Starrex International, Ltd