

FORM 9

NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES

(or securities convertible or exchangeable into listed securities¹)

Name of Listed Issuer:

Symbol(s):

STARREX INTERNATIONAL LTD. (the "Issuer").	STX
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Date: **March 17, 2023**

Is this an updating or amending Notice: ☐ Yes ☒ No

If yes provide date(s) of prior Notices: **N/A**

Issued and Outstanding Securities of Issuer Prior to Issuance: **16,296,113**

Pricing

Date of news release announcing proposed issuance: **N/A**

Date of confidential request for price protection: **N/A**

Closing Market Price on Day Preceding the news release: or

Day preceding request for price protection: **N/A**

Closing

Number of securities to be issued: **250,000 on Closing; up to 1,291,866 upon potential conversion of principal amount of US\$2.7 million of convertible debentures; and up to 485,998 upon conversion of interest over 36 months.**

Issued and outstanding securities following issuance: **16,546,113 and up to 18,323,977 if all amounts converted in connection with of convertible debentures.**

Instructions:

1. For private placements (including debt settlement), complete tables 1A and 1B in Part 1 of this form.
2. Complete Table 1A – Summary for all purchasers, excluding those identified in Item 8.
3. Complete Table 1B – Related Persons only for Related Persons
4. If shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition) please proceed to Part 2 of this form.
5. An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10 – Notice of Proposed Transaction

6. Post the completed Form 9 to the CSE website in accordance with *Policy 6 – Distributions*. In addition, the completed form must be delivered to listings@thecse.com with an appendix that includes the information in Table 1B for ALL placees.

Part 1. Private Placement

Table 1A – Summary

Each jurisdiction in which purchasers reside	Number of Purchasers	Price per Security	Total dollar value (CDN\$) raised in the jurisdiction
United States	1	US\$1.20	N/A
Total number of purchasers:	1		
Total dollar value of distribution in all jurisdictions:			N/A

Table 1B – Related Persons

Full Name & Municipality of Residence of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable) (CDN\$)	Prospectus Exemption	Total Securities Previously Owned, Controlled or Directed	Payment Date(1)	Describe relationship to Issuer (2)

¹An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

- Total amount of funds to be raised: NA.
- Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material.

N/A.

3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: The shares are being issued a third party as compensation for services rendered in connection with the acquisition of interest in companies operating a real estate title business. See below.
4. If securities are issued in forgiveness of indebtedness, provide details of the debt agreement(s) or and the agreement to exchange the debt for securities.
5. Description of securities to be issued:
- (a) Class common shares
 - (b) Number 250,000
 - (c) Price per security US\$1.20
 - (d) Voting rights One vote per common share
6. Provide the following information if warrants, (options) or other convertible securities are to be issued:
- (a) Number 300,000 stock options to numerous employees
 - (b) Number of securities eligible to be purchased on exercise of warrants (or options) 300,000 common shares
 - (c) Exercise price C\$1.64 (US\$1.20)
 - (d) Expiry date March 17, 2028
7. Provide the following information if debt securities are to be issued:
- (a) Aggregate principal amount _____
 - (b) Maturity date See details under Part 2 – Acquisition
 - (c) Interest rate _____
 - (d) Conversion terms _____
 - (e) Default provisions _____
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.):

- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, and if a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): N/A .
- (b) Cash _____ .
- (c) Securities _____ .
- (d) Other _____ .
- (e) Expiry date of any options, warrants etc. _____ .
- (f) Exercise price of any options, warrants etc. _____ .
9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship N/A
_____ .
10. Describe any unusual particulars of the transaction (i.e. tax “flow through” shares, etc.).
N/A _____ .
11. State whether the private placement will result in a change of control.
N/A _____ .
12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders. No

_____ .
13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by National Instrument 45-102 Resale of Securities. YES .

Part 2. Acquisition

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material:

The Issuer entered into a number of agreements dated March 17, 2023 (the "Purchase Agreements") whereby it acquired several U.S. entities which operate a real estate title business in Minnesota and Wisconsin (collectively, the "Title Business"). The aggregate consideration for the Title Business was US\$9.0 million on a cash free, debt free basis, consisting of a combination of cash and promissory notes, subject to adjustment in accordance with the Purchase Agreements. The Title Business was founded in 1999 in Minnesota by Mr. Kevin Webb with a vision to provide superior customer service and a "value added" approach to the title closing transaction. In 2004 Kevin Gartland joined All American Title as a principal partner. Today, All American Title operates out of 10 offices and currently employs 57 employees providing title and escrow services to both Minnesota and Wisconsin.

2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material:

Through its wholly owned Nevada subsidiary All American Title Company LLC, Starrex acquired the Title Business as operated through All American Title Co., Inc., Ameripine, L.L.C., AmeriFirst Title, LLC, AAT Holdings, LLC and Amcap Title, LLC. The US\$9.0 million consideration (the "**Purchase Price**") consisted of payment of the following amounts with key terms as follows:

(a) payment of US\$1.8 million cash _____;

(b) the issuance of secured non-interest bearing promissory notes for an aggregate of US\$4.5 million (the "**Initial Notes**") due twelve months from the closing date. The Initial Notes are secured by the pledge of a pro rata portion of the Title Business acquired and repayment has been guaranteed by Starrex;

(c) the issuance of secured convertible notes for an aggregate of US\$2.7 million (the "**Convertible Notes**") bearing interest at 6% per annum, which are due thirty six months from the closing date (the "**Maturity Date**"), subject to annual lump sum prepayments of up to an aggregate of US\$900,000 each year in the event certain EBITDA targets are met for the Title Business. The Convertible Notes are convertible into common shares of Starrex ("**Starrex**

Shares”) at USD\$2.09 per share (the “**Conversion Price**”). Interest on the Convertible Notes is payable semi-annually commencing six months following the closing date. At the election of the holder, interest on the Convertible Notes is payable through the issuance of common shares of Starrex (“**Starrex Shares**”) at the closing price for the Starrex Shares on the trading day prior to the date of the election by the holder, less the maximum discount allowable by the Canadian Securities Exchange. In addition, if the average trading closing price of the Starrex Shares is equal to or greater than USD\$2.61 for a period which is thirty (30) consecutive trading days at any time prior to the Maturity Date, the Convertible Notes are subject to a mandatory conversion right by the Company to issue, at the Company’s option, Starrex Shares at the Conversion Price (USD\$2.09), equal to up to 100% of the principal amount then owing. The Convertible Notes are prepayable at any time by repaying the amount owing and any accrued interest up to the date of prepayment. The Convertible Notes are secured by the pledge of a pro rata portion of the Title Business acquired and repayment has been guaranteed by Starrex;

(d) in the event that certain EBITDA targets for the Title Business are met, the Purchase Agreements provide that the holders of Convertible Debentures shall be entitled to an annual prepayment of up to one-third of the amount owing (US\$900,000) on or before April 30 in each year;

(e) the Purchase Agreements provide for the downward adjustment to the Purchase Price for up to 100% of the principal amount (US\$2.7 million) if by the Maturity Date certain EBITDA targets for the Title Business have not been met;

(f) to the extent a holder of a Convertible Notes acquires through the conversion of one or more Convertible Notes it holds, an aggregate of 100,000 Starrex Shares or greater number (the “**Lock-up Trigger Date**”), such Starrex Shares shall be subject to the following restrictions on transfer over a thirty-six (36) month period: (a) fifteen percent (15%) following the date which is eighteen (18) months after the Lock-up Trigger Date, (b) an additional fifteen percent (15%) on each of the following five (5) three (3) month periods, and (c) the final ten percent (10%) thirty six (36) months after the Lock-up Trigger Date;

(g) the Purchase Agreement require Starrex’s subsidiary All American Title Company LLC to provide US\$1 million in working capital for the Title Business;

(h) the Purchase Agreements require two key employees to remain employed by the All American Title for a minimum of one year and typical representations, provisions and covenants; and

(i) Starrex has agreed to issue options to purchase 300,000 Starrex Shares at a price of USD\$1.20 to several key employees who manage All American Title. The options will vest as to 1/3 annually on the first, second and third anniversaries of the date of grant.

3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:

(a) Total aggregate consideration in Canadian dollars: US\$ 9.0 million

(b) Cash: US\$1.8 million

(c) Securities (including options, warrants etc.) and dollar value:

(d) Other: US\$4.5 million secured promissory notes due in 12months; US\$2.7 million in convertible promissory notes (see items 2(b) and 2(c) above.

(e) Expiry date of options, warrants, etc. if any: stock options to acquire 300,000 common shares were issued to employees of the Title Business

(f) Exercise price of options, warrants, etc. if any: US\$1.20

(g) Work commitments: EBITDA targets determine some compensation see item 2(d) above.

4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).

Arm's length negotiations

5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer:

None

6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (US\$)	Conversion price (if applicable) 200% of 45 day VWAP (closing price)	Prospectus Exemption	Total Securities, Previously Owned, Controlled or Directed by Party	Describe relationship to Issuer ⁽¹⁾
Gartland Holdings, Inc.(Kevin Gartland)	Convertible Debenture	561,570.85	US\$2.09	2.3	None	None
Kevin Gartland	Convertible Debenture	1,034,281.98	US\$2.09	2.3	None	None
Kevin Webb	Convertible Debenture	1,034,281.98	US\$2.09	2.3	None	None
Capital Finance, Inc. (Scott Zak)	Convertible Debenture	69,865.20	US\$2.09	2.3	None	None

(1) Indicate if Related Person

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired:

The issuer conducted business and legal due diligence.

8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.):

(a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, and if a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer):

(b) Cash _____ .

(c) Securities 250,000 common shares were issued to a party for services in connection with the acquisition .

- (d) Other _____ .
- (e) Expiry date of any options, warrants etc. _____
- (f) Exercise price of any options, warrants etc. _____ .
9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship. No.
10. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. N/A .

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.
2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
3. the Issuer has obtained the express written consent of each applicable individual to:
 - (a) the disclosure of their information to the Exchange pursuant to this Form or otherwise pursuant to this filing; and
 - (b) the collection, use and disclosure of their information by the Exchange in the manner and for the purposes described in Appendix A or as otherwise identified by the Exchange, from time to time
4. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CSE Policy 1).
5. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated March 17, 2023.

Scott Reeves
Name of Director or Senior
Officer



Signature

Director and Secretary
Official Capacity

Appendix A

PERSONAL INFORMATION COLLECTION POLICY REGARDING FORM 9

The Canadian Securities Exchange and its subsidiaries, affiliates, regulators and agents (collectively, “CSE or the “Exchange”) collect and use the information (which may include personal or other information) which has been provided in Form 9 for the following purposes:

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- To determine whether an individual is suitable to be associated with a Listed Issuer;
- To determine whether an issuer is suitable for listing;
- To determine whether allowing an issuer to be listed or allowing an individual to be associated with a Listed Issuer could give rise to investor protection concerns or could bring the Exchange into disrepute;
- To conduct enforcement proceedings;
- To ensure compliance with Exchange Requirements and applicable securities legislation; and
- To fulfil the Exchange’s obligation to regulate its marketplace.

The CSE also collects information, including personal information, from other sources, including but not limited to securities regulatory authorities, law enforcement and self-regulatory authorities, regulation service providers and their subsidiaries, affiliates, regulators and agents. The Exchange may disclose personal information to these entities or otherwise as provided by law and they may use it for their own investigations.

The Exchange may use third parties to process information or provide other administrative services. Any third party will be obliged to adhere to the security and confidentiality provisions set out in this policy.

All personal information provided to or collected by or on behalf of The Exchange and that is retained by The Exchange is kept in a secure environment. Only those employees who need to know the information for the purposes listed above are permitted access to the information or any summary thereof. Employees are instructed to keep the information confidential at all times.

Information about you that is retained by the Exchange and that you have identified as inaccurate or obsolete will be corrected or removed.

If you wish to consult your file or have any questions about this policy or our practices, please write the Chief Privacy Officer, Canadian Securities Exchange, 220 Bay Street – 9th Floor, Toronto, ON, M5J 2W4.