

MOMENTOUS CAPITAL CORP.

NEWS RELEASE

MOMENTOUS CAPITAL RECEIVES CONDITIONAL APPROVAL FOR AND PROVIDES UPDATE ON QUALIFYING TRANSACTION WITH ASTRA EXPLORATION

VANCOUVER, BC – November 17, 2021 – Momentous Capital Corp. (**TSX-V:MCC.P**) (“**Momentous**” or the “**Company**”) is pleased to announce that it has received conditional acceptance from the TSX Venture Exchange (the “**TSXV**”) for its proposed qualifying transaction with Astra Exploration Limited (“**Astra**”) (the “**Transaction**”). Pursuant to the Transaction, Momentous will acquire all of the issued and outstanding shares of Astra pursuant to a three-cornered amalgamation.

The completion of the Transaction is subject to a number of conditions, including, but not limited to, receipt of all required regulatory approvals, including final TSXV acceptance, approval of the Transaction by Astra shareholders, and satisfaction of other customary closing conditions. Assuming all conditions are satisfied, closing of the Transaction is expected to occur in the fourth quarter of 2021. The trading symbol of the Company post-closing of the Transaction will be “**ASTR**”. Upon completion of the Transaction, the Company is expected to meet all of the minimum listing requirements of the TSXV for a Tier 2 Mining issuer. Sponsorship of the Transaction has been waived by the TSXV.

In connection with the Transaction, Astra will conduct a private placement of a minimum of 1,666,667 common shares in the capital of Astra (each, an “**Astra Share**”) and a maximum of 6,666,667 Astra Shares at a price of \$0.30 per Astra Share for gross proceeds of a minimum of \$500,000 and maximum of \$2,000,000 (the “**Astra Financing**”). The Astra Financing is expected to close on or around November 19, 2021.

A filing statement (the “**Filing Statement**”) in respect of the Transaction has been prepared in accordance with the requirements of the TSXV and will be filed under Momentous’ issuer profile on SEDAR at www.sedar.com. Trading of the common shares of Momentous will remain halted until completion of the Transaction.

Further details regarding the Transaction are set out in the Company’s news releases dated June 7, 2021 and July 8, 2021.

Additional Information

This release does not constitute an offer to sell and is not a solicitation of an offer to buy any securities in the United States. The securities of the Company and Astra have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”) or any state securities laws and may not be offered or sold within the United States or to U.S. persons unless registered under the U.S. Securities Act and applicable state securities laws unless pursuant to an exemption from such registration.

Unless otherwise indicated, all references to “\$” or “dollars” refer to Canadian Dollars.

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Cautionary Statement Regarding Forward-Looking Information

This press release contains statements which constitute "forward-looking statements" and "forward-looking information" within the meaning of applicable securities laws (collectively, "forward-looking statements"), including statements regarding the plans, intentions, beliefs and current expectations of Momentous and Astra with respect to future business activities and operating performance. Forward-looking statements are often identified by the words "may", "would", "could", "should", "will", "intend", "plan", "anticipate", "believe", "estimate", "expect" or similar expressions and includes information regarding: (a) expectations regarding whether the Transaction will be consummated including whether the conditions to the consummation of the Transaction will be satisfied; (b) the timing for completing the Transaction, if at all, and the conditions to such transaction; (c) completion of the Astra Financing and that additional proceeds will be raised pursuant to the Astra Financing; and (d) expectations for other economic, business, and/or competitive factors.

Investors are cautioned that forward-looking statements are not based on historical facts but instead reflect Momentous' and Astra's respective management's expectations, estimates or projections concerning future results or events based on the opinions, assumptions and estimates of management considered reasonable at the date the statements are made. Although Momentous and Astra believe that the expectations reflected in such forward-looking statements are reasonable, such statements involve risks and uncertainties, and undue reliance should not be placed thereon, as unknown or unpredictable factors could have material adverse effects on future results, performance or achievements of Momentous, Astra or the resulting issuer of the Transaction. Among the key factors that could cause actual results to differ materially from those projected in the forward-looking statements are the following: the ability to close the Astra Financing and to consummate the Transaction; the ability to obtain requisite regulatory and shareholder approvals (including but not limited to the approval of the Astra shareholders of the Transaction) and the satisfaction of other conditions to the consummation of the Transaction on the proposed terms and schedule; the potential impact of the announcement or consummation of the Transaction on relationships, including with regulatory bodies, employees, suppliers, customers and competitors; changes in general economic, business and political conditions, including changes in the financial markets; changes in applicable laws and regulations both locally and in foreign jurisdictions; compliance with extensive government regulation; the risks and uncertainties associated with foreign markets; and the diversion of management time on the Transaction. These forward-looking statements may be affected by risks and uncertainties in the business of Momentous and Astra and general market conditions, including COVID-19. Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected. Although Momentous and Astra have attempted to identify important risks, uncertainties and factors which could cause actual results to differ materially, there may be others that cause results not to be as anticipated, estimated or intended and such changes could be material. Momentous and Astra do not intend, and do not assume any obligation, to update the forward-looking statements except as otherwise required by applicable law.

Investors are cautioned that, except as disclosed in the Filing Statement prepared in connection with the Transaction, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of Momentous and the resulting issuer of the Transaction should be considered highly speculative.

The TSXV has in no way passed upon the merits of the Transaction and has neither approved nor disapproved the contents of this press release. Neither the TSXV nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this release.