

BAY TALENT GROUP TO COMBINE WITH RSI INTERNATIONAL SYSTEMS INC.

Toronto, Ontario, February 21, 2020 – Bay Talent Group Inc. (TSXV: HIRE) (“**Bay Talent**” or the “**Company**”) and RSI International Systems Inc. (NEX: RSY.H) (“**RSI**”) are pleased to jointly announce a binding letter of intent (the “**LOI**”) pursuant to which the Company and RSI have agreed to amalgamate or otherwise combine (the “**Combination**”), with the combined entity continuing operations under the name of the Company.

Mr. Allan Hartley, Bay Talent Group’s CEO, said “Joining forces with RSI will allow us to significantly accelerate our acquisition strategy and provide additional resources for achieving our 2020 goals. RSI’s financial resources and management team are an excellent fit in our development cycle and we look forward to the start of this partnership.” Mr. David Keys, Chairman of RSI and a representative for the Ernest W. Moody Revocable Trust, which holds 44.4% of RSI’s outstanding shares added, “We are very excited about Bay Talent’s business and potential going forward and believe this is an excellent opportunity for RSI shareholders to get involved in a great opportunity at a very attractive valuation”.

Bay Talent and RSI are at arm’s length. It is currently anticipated that the Company will acquire all of the issued and outstanding shares of RSI by way of a plan of arrangement or an amalgamation between RSI and a newly formed subsidiary of the Company, with the amalgamated entity becoming a direct, wholly-owned subsidiary of the Company. In consideration, the securityholders of RSI will receive securities of the Company. However, it is agreed by both parties that the proposed transaction structure may be revised to accommodate tax considerations, accounting treatments and applicable legal and regulatory requirements. Upon completion of the Combination, it is expected that RSI’s common shares will be de-listed from the Exchange.

As of the date hereof, the number of common shares of the Company to be issued to shareholders of RSI remains subject to the final valuation of the Company. At this stage, the parties agree that the valuation of RSI shall be \$7 million and the valuation of the Company shall be calculated based on its 14-day volume weighted average closing share price immediately prior to the execution of the definitive agreement in respect of the Combination (the “**Definitive Agreement**”) multiplied by 0.875 (the final result being the “**BTG Valuation Price**”), subject to a minimum and maximum BTG Valuation Price for said calculation of \$0.32 and \$0.35, respectively. Unless otherwise agreed between the parties or required by the TSX Venture Exchange, the Definitive Agreement shall provide for each RSI common share and right to acquire a RSI common share to be exchanged for, respectively, such number of common shares of the Company and right to acquire common shares of the Company in accordance with an exchange ratio to be calculated based on the foregoing valuation.

Closing of the Combination is subject to satisfaction of a number of conditions precedent, including, but not limited to: (i) RSI retaining a minimum working capital of Cdn\$5,000,000 immediately prior to the completion of the Combination; (ii) the BTG Valuation Price being not less than \$0.32; (iii) RSI shareholders entering into support agreements which, in the aggregate, represent not less than 50% of the issued and outstanding common shares of RSI; (iv) execution of one-year lock-up agreements by certain RSI option holders and shareholders; (v) appointment of a nominee to the Company’s board of directors by Ernest W. Moody Revocable Trust; (vi) completion and satisfaction of mutual due diligence by the parties; and (vi) receipt of all requisite approvals and consents for the Combination. In connection with the Combination, RSI may complete shares for debt settlements by issuing up to a maximum of two million shares at a price of not less than \$0.15 per share.

The Company and RSI will issue additional press releases related to the Combination and other material information as it becomes available.

About RSI

RSI currently does not have any operating assets. The common shares of RSI are listed on the NEX Board of TSX Venture Exchange following its sale of all of its operating assets in 2019 for US\$4.6 million.

About Bay Talent Group Inc.

The Company' strategy is to complete accretive acquisitions or staffing, information technology, and consulting firms that meet the Company's valuation, expertise, geographic, and operational criteria. The Company proposes to create value by providing diversified vertical and cross-selling opportunities to target firms, realizing savings from consolidating operations and leveraging a centralized back-office structure.

The Company's two wholly-owned operating subsidiaries, Provision IT Resources Ltd. and PTC Accounting and Financing Inc., are boutique consulting firms that offer a range of professional staffing services for accounting, finance, information technology, office administration and human resources. Their clients include large organizations in the financial, government, insurance, and pension fund sectors, as well as small and medium sized business across a broad range of industries.

For more information, please contact:

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION: This news release includes certain "forward-looking statements" under applicable Canadian securities legislation. Forward-looking statements include, but are not limited to, statements with respect to the Company's strategy and operations, the structure, terms and conditions of the proposed Combination and the completion of the Combination. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties, and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking statements. Such factors include, but are not limited to: general business, economic, competitive, political and social uncertainties; delay or failure to receive board, shareholder or regulatory approvals for the proposed Combination; fluctuation of the share price of the Company and the results of operations. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

Neither the Exchange nor its Regulation Services Provider (as that term is defined in the policies of the Exchange) accepts responsibility for the adequacy or accuracy of this Press release.