

MARQUIS VENTURES INC.

Marquis Announces Update to Proposed Qualifying Transaction and Upsize of Private Placement

VANCOUVER, BC -- (February 1, 2018) – **Marquis Ventures Inc.** (TSX-V: MQV.H), ("**Marquis**" or the "**Company**") a capital pool company pursuant to Policy 2.4 of the TSX Venture Exchange (the "**TSX-V**"), is pleased to provide an update regarding its Qualifying Transaction (the "**Qualifying Transaction**") with PowerBand Global Dealer Services Inc. ("**PowerBand**") as previously announced on December 20, 2016 and October 10, 2017, and as reflected in the filing statement of the Company dated September 29, 2017 (the "**Filing Statement**").

Concurrent Financing

Marquis is pleased to announce that PowerBand has engaged Mackie Research Capital Corporation ("**MRCC**" or the "**Agent**") to act as agent in connection with the previously announced concurrent private placement financing. Pursuant to negotiations between PowerBand and the Agent, the private placement to be completed concurrently with closing of the Qualifying Transaction will now be comprised of up to 100,000,000 units ("**Units**") at a price of \$0.075 per unit, for initial proceeds of up to \$7,500,000 (the "**Brokered Offering**"), an increase of \$3,500,000 from the previously announced offering. Each Unit is comprised of one common share of PowerBand (a "**PowerBand Share**") and one-half of one common share purchase warrant, with each whole warrant (a "**PowerBand Warrant**") entitling the holder to one share for \$0.15 for three (3) years. In addition, the Company has granted MRCC the option (the "**Over-Allotment Option**") to solicit subscriptions for, or arrange for the purchase of, an additional 10,000,000 Units (equaling 10% of the Offering). Moreover, PowerBand will offer up to 4,677,477 Units on a non-brokered basis for aggregate gross proceeds of \$350,810.77 (the "**Non-Brokered Offering**" and together with the Brokered Offering, the "**Offering**").

Prior to the Offering, PowerBand issued 17,663,925 Units for gross aggregate proceeds of \$1,324,794.73 in connection with the Qualifying Transaction. As a result, there are currently 96,830,592 common shares and 8,831,963 share purchase warrants of PowerBand issued and outstanding as of the date hereof.

MRCC will be entitled to receive a cash commission of ten percent (10%) of the gross proceeds raised in the Brokered Offering including with respect to the exercise of the Over-Allotment Option (the "**Commission**"). As additional consideration, MRCC will be granted non-transferable broker warrants (the "**PowerBand Broker Unit Warrants**") entitling MRCC to purchase 10% of the aggregate number of Units sold in the Brokered Offering including those purchased pursuant to the Over-Allotment Option, exercisable at the Offering price of \$0.075 per Unit, for a period of twenty-four (24) months from the date of closing of the Offering. MRCC will also be entitled to 500,000 Units in partial payment of corporate finance fees ("**Fee Units**").

Definitive Agreement

The amalgamation agreement in respect of the acquisition by Marquis of all of the issued and outstanding shares of PowerBand dated December 20, 2016, as amended (the "**Agreement**"), has been further amended to address certain non-material inconsistencies that have resulted in the passage of time since the Agreement was first executed, including providing for the amalgamation of Marquis' wholly-owned subsidiary and PowerBand to occur pursuant to the *Canada Business Corporations Act*, as opposed to the *Business Corporations Act* (Ontario) as previously disclosed. Pursuant to the Agreement, the Units and other securities issued under the Offering and all previously issued securities of PowerBand will be replaced with new securities of Marquis (including the PowerBand Broker Unit Warrants), on substantially the same terms and conditions. Assuming the Offering is fully subscribed, and the Over-Allotment is exercised, Marquis will issue an aggregate of 114,677,477 common shares in the capital of Marquis ("**Common Shares**") and 57,338,739 common share purchase warrants ("**Warrants**") to PowerBand shareholders as a result Offering, and a further 96,839,592 Common Shares and 8,831,963 Warrants to the holders of previously issued PowerBand securities (as opposed to the

previously announced 92,723,959 Common Shares as set forth in the Filing Statement).

At closing of the Qualifying Transaction, Marquis intends to issue options to acquire a total of 11,724,000 Common Shares pursuant to its shareholder approved stock option plan (the "**Stock Option Plan**"). Of this total, options to acquire an aggregate of 7,005,000 Common Shares will be issued to the resulting issuer's officers and directors, and the balance will be issued to employees and consultants of the Company. Each option will entitle the holder to acquire one Common Share for \$0.075 per share for a period expiring five years from the date of the Final Exchange Bulletin. Following such grant of options, and closing of the Qualifying Transaction and approval of the TSX-V, Marquis will have 218,358,069 Common Shares, 66,420,702 Warrants, 11,000,000 broker unit warrants (in replacement of the PowerBand Broker Unit Warrants) and 12,324,000 options issued and outstanding (including 600,000 previously issued Marquis options).

Available Funds and Principal Purposes

The following table sets forth the funds available to the issuer resulting from the closing of the Qualifying Transaction (the "**Resulting Issuer**") after giving effect to the Offering and Qualifying Transaction as at December 31, 2017.

	Previously Disclosed in Filing Statement as at August 31, 2017	As at December 31, 2017
Working Capital of PowerBand	\$(539,280)	\$(402,423)
Working Capital of Marquis	\$28,621	\$12,781
Gross Proceeds of Offering	\$4,000,000	\$9,925,606
Less Working Capital Deficit	\$(510,659)	\$(389,642)
Less previously raised capital	\$(1,016,797)	\$(1,324,795)
Less Offering Expenses	\$(77,755)	\$(137,755)
Net proceeds of Offering	\$2,394,789	\$8,073,413
Add funds from Operations	\$239,694	\$239,694
Funds Available to Resulting Issuer	\$2,634,483	\$8,313,107

The Company intends to use the net proceeds of the Offering to fund the development work of the PowerBand Solutions Platform, marketing efforts, the costs related to the Qualifying Transaction and the Offering including selling concessions and fees, and unallocated working capital.

Principal Purpose of Funds	Previously Disclosed in Filing Statement	As at December 31, 2017
Partner Revenue Share	\$0	\$0
Payroll	\$1,398,210	\$1,898,210
Investor Relations/Shareholder Communications	\$123,000	\$1,050,000
Marketing	nil	\$811,000
Database/Hosting/Computers/Software License fees	\$121,500	\$121,500
Office/Insurance/Vehicle/Telephone/Bank Charges	\$70,500	\$70,500
Legal/Audit/Consulting	\$89,795	\$225,000
Rent	\$49,539	\$100,000
Travel & Promotion	\$95,500	\$250,000
Private Placement Finder's fee	\$119,328	\$840,000
Shareholder Bridge Loan Repayment	\$289,500	\$735,100
Unallocated Capital	\$277,611	\$2,211,797
Total Use of Funds	\$2,634,483	\$8,313,107

Pro Forma Consolidated Capitalization

The following table sets out the expected pro forma consolidated capitalization of Marquis following closing of the Offering and the Qualifying Transaction, and sets forth the changes from the information presented in the Filing Statement.

Type of Security	Marquis as at April 30, 2017	PowerBand as at June 30, 2017	PowerBand as at December 31, 2017 ⁽³⁾	Resulting Issuer Pro Forma as at December 31, 2017 ⁽³⁾
Common Shares ⁽¹⁾	4,750,000	79,166,667	96,830,592	101,580,592
Warrants ⁽¹⁾	nil	nil	8,831,963	8,831,963
Stock Options	600,000	nil	nil	12,324,000
Offering Common Shares ⁽²⁾	nil	nil	114,677,477	114,677,477
Offering Warrants ⁽²⁾	nil	nil	57,338,739	57,338,739
Broker Unit Warrant Common Shares	nil	nil	11,000,000	11,000,000
Broker Unit Warrant warrants	nil	nil	5,500,000	5,500,000
Fee Unit Common Shares	nil	nil	500,000	500,000
Fee Unit Warrants	nil	nil	250,000	250,000
Finders Common Shares ⁽⁴⁾	nil	nil	nil	1,600,000
Total Diluted				313,602,771

Notes:

- (1) Issued prior to the date hereof.
- (2) Including to be issued pursuant to the Over-Allotment Option.
- (3) Assuming closing of the Offering.
- (4) To be issued in connection with the Qualifying Transaction, as previously disclosed in the Filing Statement.

Selected Financial and Pro Forma Financial Information

The following table sets out selected pro forma financial information as at September 30, 2017, assuming completion of the Offering and the Qualifying Transaction. All of the financial information presented below has been prepared by management in accordance with International Financial Reporting Standards.

Item	Marquis as at July 31, 2017 (unaudited)	PowerBand as at September 30, 2017 (unaudited)	Pro Forma Consolidated as at September 30, 2017 (unaudited)
Assets			
Current	\$44,951	\$109,242	\$8,627,004
Total Assets	\$44,951	\$1,054,937	\$9,572,699
Liabilities			
Current	\$19,630	\$1,017,953	\$1,037,583
Equity			
Share Capital	\$384,878	\$3,567,747	\$12,305,871
Contributed Surplus	\$111,849	\$764,693	\$764,693
Deficit	\$(471,406)	\$(4,620,055)	\$(4,860,048)
Total Liabilities and Equity	\$44,951	\$1,054,937	\$9,572,698

The following table sets out selected financial information for PowerBand for the period and as at the dates indicated. All of the financial information presented below has been prepared by management in accordance with International Financial Reporting Standards.

Item	For the nine-month period ended September 30, 2017 (unaudited)	For the year ended December 31, 2016 (audited)
Total Revenue	\$158,281	\$112,813
Net Loss	\$(1,726,112)	\$(1,056,334)
Net Loss Per Share	\$0.01	\$0.01
Assets		
Current	\$109,242	\$130,149
Total Assets	\$1,054,937	\$1,289,758

Liabilities		
Current	\$1,017,953	\$4,108,374
Total Liabilities	\$1,342,552	\$4,183,374
Equity		
Share Capital	\$3,567,746	\$200
Deficit	\$(4,620,055)	\$(2,893,743)
Total Liabilities and Deficiency	\$1,054,937	1,289,758

Following completion of the Qualifying Transaction and subject to TSX-V approval, Marquis expects to change its name and carry on business as "PowerBand Solutions Inc." and be classified as a Tier 2 technology issuer under the policies of the TSX-V.

In connection with the Agreement, trading in the common shares of the Company has been halted pursuant to TSX-V policies. Trading will remain halted until, among other things, the Company completes certain regulatory filings in connection with the proposed Qualifying Transaction with the TSX-V. The TSX-V has advised Marquis that its application for a waiver from the sponsorship requirement has been approved. The Qualifying Transaction is expected to close on or about February 2, 2018.

Investor Relations and Corporate Advisory Engagements

In connection with closing of the Qualifying Transaction, the Resulting Issuer plans to engage 727 Capital ("**727 Capital**") which has agreed to provide corporate development and advisory services, including introducing the Resulting Issuer to its network of third party service providers and newsletter writers, as well as strategizing the use of in-house marketing and awareness services. The agreement has a term of 24 months commencing upon closing of the Qualifying Transaction. 727 Capital will be paid a fee of \$450,000 for the term of the agreement. 727 Capital expects to incur marketing disbursements of USD\$235,000 (disclosed in Canadian currency in the Use of Proceeds under Marketing). Upon closing of the Offering and Qualifying Transaction, 727 Capital will hold 3,000,000 Common Shares, and 1,500,000 Warrants.

The Resulting Issuer also expects to engage Advanced Media Solutions ("**Advanced Media**") which has agreed to develop a public awareness campaign for the Resulting Issuer and will produce and distribute several articles and newsletters outlining the Resulting Issuer's business opportunities. The agreement has a term of 12 months commencing upon closing of the Qualifying Transaction. Advanced Media will be paid a fee of \$450,000 for the term of the agreement. Advanced Media expects to incur marketing disbursements USD\$450,000 (disclosed in Canadian currency in Use of Proceeds under Marketing). Upon the closing of the Offering and Qualifying Transaction, Advanced Media will hold 3,000,000 Common Shares, and 1,500,000 Warrants.

The Resulting Issuer also plans to engage Howe Street Media ("**Howe Street**") to provide an advertising program for the Resulting Issuer that will include banner ads with links to PowerBandSolutions.com, news flag alerts posted for 72 hours on banner ads to signify news releases, corporate communications, lead generation forms, 30 second audio commercials for airing on This Week in Money and online Podcasts, as well as audio interviews. The agreement has a term of 18 months commencing upon closing of the Qualifying Transaction. Howe Street will be paid a fee of \$22,500 for the term of the agreement. Upon the closing of the Offering and Qualifying Transaction, Tom Allen, owner of Howe Street, will hold 500,000 Common Shares and 250,000 Warrants.

The Resulting Issuer also expects to engage 558396 BC Ltd. ("**558396**") to provide advice, support and assistance for the Resulting Issuer's business development activities. The agreement has a term of 6 months commencing upon closing of the Qualifying Transaction. 558396 will be paid a fee of \$150,000 for the term of the agreement. Upon the closing of the Offering and Qualifying Transaction, 558396 will hold 4,000,000 Common Shares and 2,000,000 Warrants.

Certain of the above investor relations and corporate advisory arrangements are subject to TSX-V review and approval and the submission of customary documentation required in such circumstances.

About Marquis

Marquis is incorporated under the laws of British Columbia with its registered and head office in Vancouver. Marquis is a “reporting issuer” in the provinces of British Columbia and Alberta.

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

Completion of the transaction is subject to a number of conditions, including but not limited to, TSX-V acceptance pursuant to TSX-V requirements, and PowerBand shareholder approval. There can be no assurance that the transaction will be completed as proposed or at all. 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 a capital pool company should be considered highly speculative.

The TSX Venture Exchange Inc. has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.

FORWARD LOOKING INFORMATION

The statements made in this press release may contain certain forward-looking statements concerning potential developments affecting the business, prospects, financial condition and other aspects of Marquis and PowerBand. The words “will”, “may”, “anticipate”, “intend”, “plan” and similar words and expressions are used to identify forward-looking information. These statements include that (a) the transaction will constitute the Company’s Qualifying Transaction, (b) the Company will list its common shares on the TSX-V as a Tier 2 technology issuer upon completion of the Qualifying Transaction, (c) Marquis will acquire PowerBand and do so in accordance with the described terms, (d) that the Offering will be fully subscribed and will close, (e) that the issuance of securities referred to herein will be approved for listing by the TSX-V, and (f) the engagement and approval of the investor relations and corporate advisory service providers. The actual results of the specific items described in this release, and the Company’s operations generally, may differ materially from what is projected in such forward-looking statements. Although such statements are based upon the best judgments of Marquis’ management as of the date of this release, significant deviations in magnitude, timing and other factors may result from business risks and uncertainties including, without limitation, Marquis’ dependence on third parties, general market and economic conditions, technical factors, the availability of outside capital, receipt of revenues and other factors, many of which are beyond the control of Marquis. Marquis disclaims any obligation to update information contained in any forward-looking statement.