

## MARQUIS VENTURES INC. ANNOUNCES CLOSING OF QUALIFYING TRANSACTION

**Vancouver, British Columbia: February 8, 2018** – Marquis Ventures Inc. (NEX-MQV.H) ("**Marquis**" or the "**Company**") is pleased to announce that it has closed its previously announced qualifying transaction (the "**Qualifying Transaction**") under TSX Venture Exchange (the "**Exchange**") Policy 2.4 - *Capital Pool Companies* with PowerBand Global Dealer Services Inc. ("**PowerBand**"). Effective February 2, 2018, the Company changed its name to "PowerBand Solutions Inc." and the Company will resume trading on the Exchange under the symbol "PBX" upon final Exchange acceptance of the Qualifying Transaction, or shortly thereafter.

In connection with the Qualifying Transaction, PowerBand engaged Mackie Research Capital Corporation ("**MRCC**" or the "**Agent**") to act as agent in connection with a private placement comprised of 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**"). Each Unit was comprised of one common share of PowerBand (each a "**Share**") and one-half of one (1/2) common share purchase warrant, (the "**Warrant**"), with each whole Warrant entitling the holder to acquire one Share for \$0.15 for three (3) years. In addition, PowerBand granted MRCC the option, subject to the approval of the Exchange, (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). The Over-Allotment Option was fully exercised by MRCC, such that PowerBand raised a total of \$8,250,000.

MRCC and its sub-agents were paid a cash commission of ten percent (10%) of the gross proceeds raised in the Brokered Offering (the "**Commission**"). As additional consideration, MRCC and its sub-agents were granted non-transferable broker warrants (the "**Broker Warrants**") entitling them to purchase 10% of the aggregate number of Units sold under the Brokered Offering and 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. The Agent also received 500,000 Units in partial payment of a corporate finance fee.

PowerBand also completed a non-brokered private placement of 5,300,810 Units at a price of \$0.075 per Unit, for aggregate gross of proceeds of \$397,560 concurrently with the Brokered Offering (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.

The Exchange provided amended conditional approval for PowerBand to be acquired by Marquis (the "**Transaction**") on January 15, 2018. The Qualifying Transaction resulted in the reverse takeover of Marquis by the securityholders of PowerBand, who now own the majority of the common shares of Marquis ("**Common Shares**") and have taken over management and control of the Company. Pursuant to the Qualifying Transaction, a wholly-owned subsidiary of the Company amalgamated with PowerBand and the Company issued 96,830,592 Common Shares and 8,831,963 Common Share purchase warrants ("**New Warrants**") to the securityholders of PowerBand. All other outstanding securities of PowerBand (including the Broker Warrants and other securities issued pursuant to the Offering) have been exchanged for securities of the Company having the same terms and conditions as were applicable to such PowerBand securities. The Company also issued 1,600,000 Common Shares to certain finders in connection with the closing of the Qualifying Transaction.

The final Exchange approval of the Qualifying Transaction is subject to standard conditions, including satisfaction of the listing requirements of the Exchange. Refer to the Marquis' filing statement which is available at Marquis' profile at [www.sedar.com](http://www.sedar.com).

The Company intends to use the net proceeds of the Offering to fund the development work of the Company's PowerBand Solutions Platform, marketing and investor relations efforts (subject to regulatory approval), the costs related to the Qualifying Transaction and the Offering including selling concessions and fees, and unallocated working capital.

Following completion of the Qualifying Transaction, the Company has 218,981,402 Common Shares issued and outstanding. Assuming conversion of all outstanding options (including those issued pursuant to the closing of the Qualifying Transaction as previously announced on February 1, 2018), new Broker Warrants and New Warrants, 313,908,895 Common Shares would be outstanding on a fully diluted basis.

Pursuant to the terms of a value security escrow agreement dated February 8, 2018 among the Company, Computershare Trust Company of Canada (as escrow agent) and escrowed shareholders of the Company, an aggregate of 77,063,198 Common Shares have been placed in escrow, whereby 10% of such securities will be released upon the issuance of the Final Exchange Bulletin and the balance of such securities will be released in equal tranches of 15% every six months thereafter.

The Company intends to call an Extraordinary General Meeting at its earliest convenience to seek shareholder approval to the adoption of new Articles of Incorporation better suited to a public company as well as up to a four (4) old for one (1) new share consolidation of all its current issued and outstanding Common Shares. The Board of Directors and principal shareholders are of the view that such changes are in the best interests of the Company.

As a result of closing of the Qualifying Transaction, the directors and officers of the Company are now:

Kelly Jennings	Chairman, Chief Executive Officer, secretary and Director
Barry McMillan	President and Director
Jing Peng	Chief Financial Officer
Sean Severin	Chief Technology Officer
Frank Ciaramella	Director
Derek Wasson	Director

The Company wishes to thank the outgoing board and management team comprised of Mr. Dale Andrews, Mr. Thomas Brown and Mr. Peter Shandro for their support and efforts during the last year.

Further details regarding the Qualifying Transaction and Offering are set out in the Company's filing statement dated September 29, 2017 and news release dated February 1, 2018, available under the Company's profile at [www.sedar.com](http://www.sedar.com).

#### **About PowerBand Solutions Inc.**

PowerBand Solutions Inc. is a technology provider developing solutions for automotive and other industries that drive efficiency and transparency in the marketplace. PowerBand has developed and commercialized a leading-edge Software-as-a-Service auction and finance portal platform that increases revenues and profit margins for its' automotive dealership, Original Equipment Manufacturer, commercial fleet and rental company customers. PowerBand's auction platform, the PowerBand Exchange, incorporates the industry's latest auction technologies, market intelligence, and appraisal processes to increase its' customer's control and productivity.

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*Investors are cautioned that, except as disclosed in the filing statement to be prepared in connection with the Qualifying Transaction, any information released or received with respect to the Qualifying 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 TSXV has in no way passed upon the merits of the Qualifying Transaction and has neither approved nor disapproved the contents of this news 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 news release.***

#### **Cautionary Note Regarding Forward-Looking Statements**

*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 PowerBand. The words “will”, “may”, “anticipate”, “intend”, “plan” and similar words and expressions are used to identify forward-looking information. These statements include that the Transaction will receive final Exchange approval and will constitute the Marquis’ Qualifying Transaction. 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 PowerBand’s 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, PowerBand’s 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 PowerBand. PowerBand disclaims any obligation to update information contained in any forward-looking statement unless required by applicable securities laws..*