



CBI² Capital Announces Details of Rights Offering and Annual and Special Meeting of Shareholders

April 10, 2018 - Calgary, Alberta – Target Capital Inc. d.b.a. CBI² Capital (“**CBI²**” or the “**Corporation**”) is pleased to announce that it has set May 25, 2018 (the “**Record Date**”) as the record date for the previously announced rights offering (the “**Rights Offering**”) to the holders (“**Shareholders**”) of common shares of CBI² (“**Common Shares**”). CBI² is also pleased to announce its 2018 annual general and special meeting of Shareholders (the “**Meeting**”) will be held on June 7, 2018.

The Corporation is not aware of any material facts or changes in respect of the business of the Corporation which would result in a significant change in the trading price of the Common Shares.

Rights Offering

Pursuant to the Rights Offering, each holder of Common Shares on the Record Date will receive one transferable right (a “**Right**”) for every Common Share held. Every four Rights will entitle the holder thereof to purchase one unit (“**Unit**”) at a price of \$0.06 until the Rights expire at 4:00 p.m. (Calgary time) on June 22, 2018 (the “**Expiry Date**”). Each Unit will be comprised of one Common Share and one half of one Common Share purchase warrant (a “**Warrant**”). Each Warrant will entitle the holder thereof to purchase one Common Share at a price of \$0.10 until June 22, 2023. There is no additional subscription privilege and no standby commitment in respect of the Rights Offering. The completion of the Rights Offering is not subject to CBI² receiving any minimum amount of subscriptions from Shareholders.

The Rights Offering will be made in each of the provinces and territories of Canada (other than Québec) (the “**Eligible Jurisdictions**”) and in such other jurisdictions where CBI² is eligible to make such offering. Details of the Rights Offering are described in the rights offering circular (the “**Rights Offering Circular**”), which will be mailed to Shareholders in connection with the Rights Offering as soon as practicable following the Record Date.

The Corporation has applied to receive conditional approval from the TSX Venture Exchange (the “**TSXV**”) and the Canadian Securities Exchange (the “**CSE**”) for posting and listing the Rights and the Common Shares issuable thereunder, subject to the Corporation satisfying certain conditions pursuant to the policies of the TSXV and the CSE. The Warrants will not be listed on the facilities of the TSXV or the CSE.

Subject to the receipt of approval from the TSXV and the CSE, the Common Shares are expected to commence trading on the TSXV and the CSE on an ex-Rights basis at the opening of business on May 23, 2018. This means that Common Shares purchased on or following May 23, 2018 will not be entitled to receive Rights under the Rights Offering. At that time, the Rights are expected to be posted for trading on a “when issued” basis on the TSXV and the CSE under the symbol “TCI.RT”. Trading of the Rights is expected to continue until 10:00 a.m. (Calgary time) on the Expiry Date.

All Shareholders of the Corporation as of the Record Date will be offered Rights, including Shareholders who subscribed in the previously announced non-brokered private placement that closed on December 15, 2017 (the “**Private Placement**”). Accordingly, up to 23,879,635 Units will be subscribed for under the Rights Offering, comprised of up to 23,879,635 Common Shares and up to 11,939,817 Warrants. The Corporation will raise gross proceeds of up to \$1,432,778 pursuant to the sale of Units under the Rights Offering and up to an additional \$1,193,982 pursuant to the exercise of

Warrants under the Rights Offering. CBI² will use the proceeds of the Rights Offering to execute on its cannabis-focused investment strategy and for working capital and general corporate purposes.

The Rights Offering Circular and related materials will be delivered to all Shareholders of the Corporation as of the Record Date. Only holders of Common Shares who are resident in one of the Eligible Jurisdictions will be issued and forwarded certificates representing the number of Rights they are entitled to ("**Rights Certificates**").

Registered Shareholders wishing to exercise their Rights must forward the completed Rights Certificates along with the applicable funds to the depository for the Rights Offering, AST Trust Company (Canada) (the "**Depository**"), by 4:00 p.m. on the Expiry Date. Shareholders who own their Common Shares through an intermediary, such as a bank, trust company, securities dealer or broker, will receive materials and instructions from their intermediary.

Rights Certificates will not be issued and forwarded to holders of Common Shares not resident in the Eligible Jurisdictions. Instead, Rights otherwise issuable to such holders will be issued to and held, as agent, by the Depository, which will use its reasonable commercial efforts to sell the Rights on behalf of all such holders prior to the Expiry Date and then forward the net proceeds *pro rata* to such holders.

Completion of the Rights Offering is subject to receiving all necessary regulatory approvals, including, but not limited to, approval from the TSXV and the CSE.

Annual General and Special Meeting

CBI² is pleased to announce that the Meeting will be held on June 7, 2018 at 2:00 p.m. at the offices of McCarthy Tétrault LLP, the Corporation's legal counsel, Suite 4000, 421 - 7th Avenue S.W., Calgary, Alberta. At the Meeting, Shareholders will be asked to approve, among other things, the change of the Corporation's name to "CBI² Capital Corp."

A management information circular and related meeting materials will be mailed to the Corporation's registered Shareholders and will be available under the Corporation's profile on SEDAR at www.sedar.com.

About CBI² Capital

Target Capital Inc., to be renamed CBI² Capital Corp., is a Calgary, Alberta based company engaged in making strategic investments in private companies, including small start-up operations and land development corporations. The Corporation's Common Shares are listed on the TSXV and the CSE under the trading symbol "TCI". CBI² is executing on a cannabis-focused investment strategy, where it intends to develop and manage a diversified portfolio of predominantly early stage cannabis investment opportunities. CBI² will explore and invest in a number of strategic investment opportunities in the medical and recreational cannabis industry and in businesses offering ancillary supportive products and services. Upon receipt of Shareholder approval, the Corporation will change its name to "CBI² Capital Corp."

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Forward-Looking and Cautionary Statements

This news release may include forward-looking statements including opinions, assumptions, estimates, and, more particularly, statements concerning: the completion of the Rights Offering; the number of securities issued by way of the Rights Offering; the Meeting; and the Corporation's investment strategy and the ability to exercise thereon.

When used in this document, the words "will," "anticipate," "believe," "estimate," "expect," "intent," "may," "project," "should," and similar expressions are intended to be among the statements that identify forward-looking statements.

The forward-looking statements are founded on the basis of expectations and assumptions made by the Corporation which include, but are not limited to, the timing of the receipt of the required, regulatory and third party approvals, as well as the satisfaction of other conditions pertaining to the completion of the Rights Offering.

Forward-looking statements are subject to a wide range of risks and uncertainties, and although the Corporation believes that the expectations represented by such forward-looking statements are reasonable, there can be no assurance that such expectations will be realized.

Any number of important factors could cause actual results to differ materially from those in the forward-looking statements including, but not limited to: regulatory and third party approvals not being obtained in the manner or timing anticipated; the ability to implement corporate strategies; the state of domestic capital markets; the ability to obtain financing; changes in general market conditions; industry conditions and events; the size of the medical marijuana market and the recreational marijuana market; government regulations, including future legislative and regulatory developments involving medical and recreational marijuana; competition from other industry participants; and other factors more fully described from time to time in the reports and filings made by the Corporation with securities regulatory authorities.

Except as required by applicable laws, the Corporation does not undertake any obligation to publicly update or revise any forward-looking statements.

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 news release.

This press release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities described herein. The securities 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 United States Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

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