

**EARLY WARNING REPORT
PURSUANT TO NATIONAL INSTRUMENT 62-103**

1. Security and Reporting Issuer:

1.1 Designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

Added Capital Inc. (the “Issuer”)

Commerce Court North
25 King Street West, Suite 1450
Toronto, Ontario M5L 2A1

This report relates to common shares issued by the Issuer.

1.2 Name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

The transaction that triggered the requirement to file this report was an acquisition of units of the Issuer via a private placement financing.

2. Identity of the Acquiror

2.1 Name and Address of the Acquiror.

Stature Inc. (the “Acquiror”)

95 Glengowan Road
Toronto, Ontario M4N 1G5

2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence

The Acquiror acquired 4,000,000 units (“Units”) of the Issuer at a price of \$0.05 per Unit for total proceeds to the Issuer of \$200,000. Each Unit consists of one common share and one common share purchase warrant (a “Warrant”). Each Warrant is exercisable at a price of \$0.05 per share and expires on December 12, 2021. The issuance represents 23.5% of the Issuer’s total issued common shares.

A copy of the press release issued on December 12, 2016 is attached hereto as Schedule “A”.

2.3 Names of any joint actors.

The disclosure herein with respect to the holdings of securities of the Issuer includes the shares held by the Acquiror, and the shares held by Vic Alboini, Chairman and CEO of the Issuer. Mr. Alboini owns 100% of the shares of Stature Inc.

3. Interest in Securities of the Reporting Issuer:

3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror's securityholding percentage in the class of securities.

The Acquiror acquired 4,000,000 Units of the Issuer at a price of \$0.05 per Unit for total proceeds to the Issuer of \$200,000. Each Unit consists of one common share and one common share purchase Warrant. Each Warrant is exercisable at a price of \$0.05 per share and expires on December 12, 2021. The issuance represents 23.5% of the Issuer's total issued common shares. After giving effect to the transactions noted above, the Acquiror owns 10,838,672 common shares, 250,000 stock options and 5.5 million warrants of the Issuer, representing approximately 63.7% on an undiluted basis and 72.8% of the total common shares outstanding assuming the exercise of the Acquiror's warrants and options.

3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.

The Acquiror acquired ownership of the common shares and warrants of the Issuer, which triggered the requirement to file this report. See Item 2.2 and Item 3.1 above.

3.3 If the transaction involved a securities lending arrangement, state that fact.

Not applicable.

3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

Prior to the transaction, the Acquiror had ownership and control, directly or indirectly over an aggregate 6,838,672 common shares, representing approximately 54.2% on an undiluted basis of the total common shares outstanding. After giving effect to the transactions noted above, the Acquiror owns 10,838,672 common shares, 250,000 stock options and 5.5 million warrants of the Issuer, representing approximately 63.7% on an undiluted basis and 72.8% of the total common shares outstanding assuming the exercise of the Acquiror's warrants and options.

3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which

(a) the acquiror, either alone or together with any joint actors, has ownership and control,

See item 2.3 and 3.4 above.

- (b) *the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and*

Not applicable.

- (c) *the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.*

Not applicable.

- 3.6 *If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.*

Not applicable.

- 3.7 *If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.*

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

- 3.8 *If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.*

Not applicable.

4. Consideration Paid:

- 4.1 *State the value, in Canadian dollars, of any consideration paid or received per security and in total.*

See item 3.1 above.

- 4.2 *In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.*

See item 3.1 above.

- 4.3 *If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.*

See item 3.1 above.

5. Purpose of the Transaction:

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer.

The Acquiror acquired the securities for investment purposes and may make additional investments in or dispositions of securities of the Issuer in the open market, by private agreement or otherwise, depending on price, availability and general market conditions. The Acquiror does not have any plans or future intentions which relate to or would result in any of the following:

- (a) a corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries;
- (b) a sale or transfer of a material amount of the assets of the Issuer or any of its subsidiaries;
- (c) a change in the board of directors or management of the Issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;
- (d) a material change in the present capitalization or dividend policy of the reporting issuer;
- (e) a material change in the Issuer's business or corporate structure;
- (f) a change in the Issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;
- (g) a class of securities of the Issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;
- (h) the Issuer ceasing to be a reporting issuer in any jurisdiction of Canada;
- (i) a solicitation of proxies from securityholders;
- (j) an action similar to any of those enumerated above.

6. Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer:

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Not applicable.

7. Change in Material Fact:

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

Not applicable.

8. Exemption:

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable.

9. Certification:

I, as the Acquiror, certify, or I, as the agent filing this report on behalf of an acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

DATED this 13th day of December, 2016.

VIC ALBOINI

Per: (signed Vic Alboini)

SCHEDULE "A"



ADDED CAPITAL CLOSES \$220,000 PRIVATE PLACEMENT

TORONTO, ONTARIO, December 12, 2016 – Added Capital Inc. (TSX-V: AAD) (“**Added**” or the “**Company**”) today announced the closing of a non-brokered private placement financing (the “Financing”). The Company issued 4,400,000 units (“Units”) at a price of \$0.05 per Unit for gross proceeds of \$220,000. Each Unit consists of one common share and one common share purchase warrant (a “Warrant”). Each Warrant is exercisable at a price of \$0.05 per share and expires on December 12, 2021.

Proceeds of the Financing have been used to repay and settle the Company’s last interest-bearing loan of approximately \$222,000 by the payment of \$200,000 and for working capital purposes. In connection with the Financing, the Company paid commissions of \$1,600.

Vic Alboini, Chairman and CEO of Added stated: “we are pleased that the payment of \$200,000 to settle a debt of \$222,000 results in the Company not having any interest- bearing debt.”

Stature Inc. (“Stature”), a company wholly owned by Vic Alboini, acquired in the Financing 4,000,000 Units of Added. The total issued shares of the Company after completion of the Financing is 17,027,933 shares.

After completion of the Financing Stature and Vic Alboini owned 10,838,672 common shares, 250,000 stock options and 5,500,000 warrants of the Company, representing approximately 63.7% of the Company on an undiluted basis and 72.8% of the total common shares outstanding assuming the exercise of warrants and options by Stature and Vic Alboini.

Stature and Mr. Alboini may, directly or indirectly, depending on market and other conditions, acquire beneficial ownership of, control or direction over, additional common shares, through market transactions, private agreements or otherwise. Stature and Mr. Alboini may, depending on market and other conditions, sell any or all of their securities in Added.

The Financing is subject to final approval from the TSX Venture Exchange. All Units issued will be subject to a four-month hold period ending April 12, 2016.

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.

About Added Capital Inc.

Added Capital Inc. is a financial advisory firm and merchant bank, with a specialization in mergers and acquisitions, merchant banking investments, risk arbitrage merger and acquisition investments, financial restructurings, proxy solicitation and information agent services.

FOR FURTHER INFORMATION PLEASE CONTACT:

Andrew Hilton
Chief Financial Officer
416-606- 8833