# CCT CAPITAL LTD.

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NEWS RELEASE TSX.V: CCW

# **CCT Capital Signs RTO Letter of Intent**

**December 12, 2013**: CCT Capital Ltd. (the "Company") is pleased to announce that it has entered into a non-binding Letter of Intent ("LOI") dated December 12, 2013 to acquire 3 Tier Logic ("3 Tier"), a British Columbia corporation and the developer and owner of a cloud-based proprietary consumer marketing, data mining and rewards platform - Platform<sup>3</sup> - that connects with Facebook, Twitter and Instagram.

Under the terms of the LOI, the Company will acquire 100% of 3 Tier via a Reverse Take-Over ("RTO")(the "Acquisition") through the purchase of all of the outstanding shares of 3 Tier in exchange for common shares of the Company, based upon an enterprise valuation for 3 Tier of a minimum \$4,000,000.

The Acquisition is subject to a number of conditions precedent, including the following:

- a consolidation of its current issued and outstanding common shares on the basis of one new share for every six outstanding common shares. There are presently 12,130,000 common shares outstanding trading at \$0.005 per share;
- the settlement of \$69,720 of liabilities via the issuance of an aggregate 93,800 post-consolidated common shares;
- a non-brokered private placement to raise at least \$2,000,000, net of commissions and expenses, through the sale of post-consolidated common shares units (the "Units") at \$0.10 per Unit (the "Placement"). Each Unit will be comprised of one post-consolidated common share and one half of one share purchase warrant. Each full share purchase warrant will entitle the holder thereof to purchase one additional post-consolidated common share at a price of \$0.25 for a period of two years. Finder's fees may be paid in connection with this offering. Global Securities Corporation is being engaged to act as the book runner in connection with the Placement;
- the Company will have positive working capital including cash on hand of not less than \$250,000 prior to any financings concurrent with the RTO, such funds to be used to pay for the legal, accounting and investment banker/sponsor expenses associated with the RTO. Global Securities Corporation is being engaged to act as sponsor to the Company;
- provision by the Company of \$500,000 to 3 Tier, by way of a secured loan, on or before January 15, 2014;
- the tendering of resignations of certain of the Company's current directors and the appointment of 3 Tier's replacement representatives to the Company's board of directors; and,
- the Company obtaining the approval of the TSX Venture Exchange to the Acquisition.

There can be no assurance that the conditions will be met or that the transaction will be completed as proposed or at all.

#### **About 3 Tier**

3 Tier was founded in 2008 and is the developer of proprietary digital marketing applications for web and mobile use, connecting with Facebook, Twitter and Instagram. 3 Tier has 5 years of success working with some of the most exciting brands in the world, developing cutting edge technology.

In 2012, 3 Tier began development of Platform<sup>3</sup> - a proprietary social media marketing, data mining and reward platform. Platform<sup>3</sup> captures data on consumers that share information about specific brands to family and friends using social media, providing detailed consumer profiles including demographics (name, address, age, genders, etc.), influence (how many Friends and Followers they have) and key behaviors (how often they share about the brand). Platform<sup>3</sup> stores these consumer profiles on a database for clients (brands). Brands can connect directly with their consumers, growing their businesses and driving revenues.

# **Changes in Management and Board**

The Management and Board of the Resulting Issuer will be comprised of current members of Management and the Board as well as new members. It is proposed that Robert Craig, Carlos Yong and David Raffa will be appointed to the Company's board of directors upon closing of the Acquisition and concurrent with the resignations of Jeffrey Lightfoot and Len Dennis. Ms. Kim Evans has agreed to continue to act as the CFO and director of the Company, and Mr. Laurie Sadler will continue as a director.

The following provides information regarding new members of the Company's proposed board of directors and new executives:

### Robert Craig

CEO and Director

Robert Craig is the founder of and visionary behind 3Tier Logic, leveraging his experience as an advertising & technology executive connected to global leaders in Advertising, Marketing, Technology and Investment. He was a co-founder of Stratford Internet, at one point one the largest software development firms in Vancouver, and ActiveStream. Robert is a frequent speaker at technology, marketing and advertising events.

# Carlos Yong

CTO and Director

Carlos Yong, an experienced tech-industry executive, is the co-founder of 3Tier Logic. He has created innovative solutions to complex problems as the lead architect for Bingo.com, Virtually Dating, Web of Care and icollector PLC. Carlos was the CTO of ActiveStream and Stratford Internet. He holds a B.Sc. in Computer Science from UBC.

#### David Raffa

Director

David Raffa has been active in the tech space for over thirty years as a scientist, corporate finance lawyer, venture capitalist and board member. He currently provides corporate finance advisory services to a portfolio of young technology companies. David has been involved with numerous successful exits including Parasun Technologies (acquired by Uniserve), ActiveState (acquired by Sophos), Wolf Medical (acquired by Telus), RFind (acquired by Constellation Software) and TSC Software (acquired by Stardyne). Before retiring from the practice of law, David was legal counsel to Flickr (acquired by Yahoo), Layer 7 Technologies (acquired by CA) and Avigilon (TSE:AVO). David has a BSc from Simon Fraser University and an LLB from Osgoode Hall Law School.

#### **Trading Halt**

In accordance with Exchange policy, the Company's shares are currently halted from trading. A follow-up news release providing information regarding the major shareholders and insiders of 3 Tier, financial information of 3 Tier, and the Company's sponsorship arrangements will be issued prior to any resumption in trading. Trading will resume upon the Company having made adequate filing with the Exchange.

## **About CCT Capital Ltd.**

CCT Capital Ltd. is currently a Canadian based exploration stage company. To date, the principal business of the Company has been the acquisition and exploration of mineral properties. The completion of the Acquisition will result in a change of business and, subsequently, the Company's operations will be technology based.

#### ON BEHALF OF THE BOARD

Laurie Sadler

#### President & CEO

Completion of this transaction is subject to a number of conditions, including Exchange acceptance and disinterested Shareholder approval. The transaction cannot close until the required Shareholder approval is obtained and all other conditions are met. 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 or Management Information Circular to be prepared in connection with the transaction, any information released or received with respect to the reverse take-over and change of business may not be accurate or complete and should not be relied upon. Trading in the securities of CCT Capital Ltd. should be considered highly speculative.

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