



News Release

For Immediate Release

Clarocity Corporation Signs Letter of Intent to Acquire Intellectual Property Assets

Calgary, Alberta – April 5, 2017 – Clarocity Corporation (TSXV: CLY) (the “**Company**” or “**Clarocity**”) today announced that it has signed a non-binding letter of intent, dated April 4, 2017, pursuant to which the Company will acquire certain intellectual property assets (the “**Proposed Acquisition**”) from Ernie Durbin and Steve Ferguson (collectively, the “**Vendors**”) for an aggregate purchase price of US\$1,600,000 (“**Purchase Price**”).

“The acquisition provides proprietary statistical methods that bolster the accuracy our platform-driven valuation solutions. As traditional lenders adopt these alternative solutions, it’s our intent to not only lead the way in data science and analytics, but also provide unparalleled transparency to our lender clients,” said Shane Copeland, CEO of Clarocity. “The IP was developed by Mr. Durbin and Mr. Ferguson and leverages their tremendous understanding of the residential valuation industry. During the initial discovery phase, we’ve uncovered and identified vast demand for appraisal analytics from lending clients. As a result, we’ve identified strategic lender partners that have actively expressed interest in piloting these new statistical-driven solutions into their lending workflow.”

“Our product and technology roadmap includes robust inclusion of advanced analytics,” said Bill Mohler, Chief Product Officer of Clarocity. “This acquisition greatly shortens our path to viable product release, as we unlock the potential of powerful regression tools in our products. Our experience in delivering superior user-experiences, will set the stage for our continued disruption of traditional appraisal products. These tools are so powerful, that we’ve also identified revenue potential from appraisers looking to subscribe for these tools for their traditional appraisals.”

The Purchase Price will be satisfied through: (a) the issuance of non-interest bearing promissory notes in an aggregate amount of US\$100,000, repayable by Clarocity on or before March 31, 2018; and (b) payment of approximately US\$1,500,000 through the issuance of 11,520,000 common shares in the capital of Clarocity (“**Common Shares**”), which Common Shares are to be issued at a deemed price per Common Share of CDN

\$0.175 and will be subject to contractual escrow restrictions. No finder's fees are payable as a result of the Proposed Acquisition.

Completion of the transaction is subject to a number of conditions including, but not limited to completion of satisfactory due diligence, the negotiation and execution of a definitive agreement and the receipt of applicable regulatory approvals, including the approval of the TSX Venture Exchange. There can be no assurance that a definitive agreement will be negotiated or that the transaction will be completed as proposed, if at all. The Proposed Acquisition is anticipated to close on or before May 1, 2017.

Mr. Ferguson is an arm's length party to the Company. However, as Mr. Durbin is an officer of a wholly-owned subsidiary of the Company, the Proposed Acquisition constitutes a "related party transaction" under Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). The Company is relying on exemptions from the formal valuation and minority approval requirements of MI 61-101 based on a determination that the securities of Clarocity are listed on the TSX Venture Exchange and that neither the fair market value of the subject matter of, nor the fair market value of the consideration for, the Proposed Acquisition, insofar as it involves interested parties, exceeds 25% of the market capitalization of the Company.

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About Clarocity Corporation

Clarocity Corporation provides real estate valuation solutions and platform technologies designed to address today's dynamic housing market. Our innovative platform is driving the next-generation of valuation solutions such as MarketValue Pro (MVP) and BPOMerge and setting new standards in real estate valuation quality and reliability.

Every day GSE, banking, and investor clients rely on our proprietary solutions to value assets, fund loans, and securitize portfolios. As a fully integrated technology and valuation services company, Clarocity provides a full spectrum of appraisal and alternative valuation solutions. For more information, visit www.clarocity.com.

Neither 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.

Forward-Looking Information

This news release contains forward-looking statements which may include financial and business prospects, as well as statements regarding the Company's future plans, objectives or economic performance, financial outlook, the purchase price payable in respect of the Proposed Acquisition, the negotiation of a definitive agreement in respect of the Proposed Acquisition, the expected closing date of the Proposed Acquisition and the receipt of applicable regulatory approvals including TSX Venture Exchange approval. Such statements are subject to risk factors associated with the real estate industry, the overall economy in both Canada and the United States. The Company believes that the expectations reflected in this news release are reasonable but actual results may be affected by a variety of variables and may be materially different from the results or events predicted in the forward-looking statements. Readers are therefore cautioned not to place undue reliance on these forward-looking statements. In evaluating forward-looking statements readers should consider the risk factors which could cause actual results or events to differ materially from those indicated by such forward-looking statements. These forward-looking statements are made as of the date hereof, and unless otherwise required by applicable securities laws, the Company does not intend nor does it undertake any obligation to update or revise any forward-looking statements.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities of the Company will not be registered under the United States Securities Act of 1933, as amended (the U.S. Securities Act, and may not be offered or sold within the United States or to, or for the account or benefit of U.S. persons except in certain transactions exempt from the registration requirements of the U.S. Securities Act)