

NTG Clarity Networks Inc. Announces Shares for Debt Private Placement Closing

Toronto, Ontario. December 29, 2017 - NTG Clarity Networks Inc. (the “Company”) (TSX-VEN: NCI) a leader in delivering network, IT and infrastructure solutions, today announced that it has closed the previously announced private placement of 6 million common shares of the Company at a deemed price of \$0.06 per share to settle indebtedness of \$360,000 owed to employees, senior officers, directors and consultants of the Company. The transaction will help NTG reduce its debts and improve its balance sheet.

The shares for debt transaction was a related party transaction within the meaning of applicable Canadian securities laws as the subscribers included directors and officers of the Company that subscribed for an aggregate of 1,900,000 common shares in settlement of indebtedness of \$114,000. The Board of Directors of the Company (excluding the interested parties) approved the transaction. The transaction was exempt from valuation and minority approval requirements applicable to related party transactions on the basis that the value of the transaction was less than 25 percent of the Company’s market capitalization.

The Company was not in a position to file a material change report more than 21 days in advance of closing as the creditors had not confirmed their participation at that time.

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