

KAIZEN CAPITAL CORP.
Suite 1703, 595 Burrard Street
Vancouver, British Columbia
V7X 1J1

PRESS RELEASE

**Kaizen Capital Corp. Announces Letter of Intent For Proposed Qualifying Transaction
With Tudor Holdings Ltd.**

January 14, 2016 - Vancouver, British Columbia: Kaizen Capital Corp. (the “**Corporation**” or “**Kaizen**”) (NEX: KZN.H) is pleased to announce that it has entered into a letter of intent dated January 12, 2016 (the “**Letter of Intent**”) with Tudor Holdings Ltd. (“**Tudor**”), pursuant to which, Kaizen has agreed to acquire, subject to certain conditions, the Mackie mineral property (the “**Mackie Property**”) located in northwestern British Columbia (the “**Qualifying Transaction**”).

Kaizen was incorporated under the laws of Alberta and has a head office in Vancouver, British Columbia. It is a “capital pool company” under the policies of the TSX Venture Exchange (the “**Exchange**”) and is a reporting issuer in the provinces of British Columbia, Alberta and Ontario. It is intended that the Qualifying Transaction will constitute a “Qualifying Transaction” of the Corporation, as such term is defined in the policies of the Exchange.

The Qualifying Transaction will be carried out by parties dealing at arm’s length to one another and therefore will not be considered to be a “Non-Arm’s Length Qualifying Transaction”, as such term is defined under the policies of the Exchange. As result, a meeting of the shareholders of the Corporation to approve the Qualifying Transaction is not a condition required to complete the Qualifying Transaction.

The Qualifying Transaction

Pursuant to the terms of the Letter of Intent, Kaizen and Tudor will negotiate and enter into a definitive agreement incorporating the principal terms of the contemplated transaction set forth herein and, in addition, such other terms and provisions of a more detailed nature as the parties may agree upon.

Subject to any Exchange, regulatory, shareholder, director or other approvals that may be required, the completion of satisfactory due diligence by Kaizen and Tudor, the completion of the Kaizen Financing (as described below) and the satisfaction of other conditions contained in the Letter of Intent, it is currently anticipated that the Corporation will issue Tudor 30,000,000 Kaizen Shares (as defined below) in exchange for the rights to the Mackie Property located in northwestern British Columbia in the Skeena Mining District. The Mackie Property comprises 6,992 hectares and consists of three claim groups designated Mackie East, Mackie West and Doc. The Mackie West and Doc claim groups are contiguous.

The Mackie East claims cover 1,685 hectares and are under option from Richard Mill. Tudor can earn 100% of the Mackie East claims by making the following payments:

- (a) the sum of \$10,000 as a deposit (paid);
- (b) the sum of \$40,000 on or before September 26, 2015 (paid);
- (c) the sum of \$50,000 on or before September 26, 2016;
- (d) the sum of \$50,000 on or before September 26, 2017;
- (e) the sum of \$50,000 on or before September 26, 2018; and
- (f) the sum of \$50,000 on or before September 26, 2019.

The Mackie East mineral claims are subject to a 2½% net smelter return royalty payable to Richard Mill.

The Doc claims cover 1,704 hectares and are under option from John Bot. Tudor can earn 100% of the Doc Claims by making the following payments:

- (a) the sum of \$25,000 on November 20, 2015 (paid);
- (b) the sum of \$50,000 on or before November 20, 2016;
- (c) the sum of \$50,000 on or before November 20, 2017;
- (d) the sum of \$50,000 on or before November 20, 2018; and
- (e) the sum of \$1,825,000 on or before November 20, 2019.

The Doc mineral claims are subject to a 2½% net smelter return royalty payable to John Bot.

The Mackie West claims cover 3,603 hectares and are wholly owned by Tudor.

Upon completion of the Qualifying Transaction, the resultant entity (the “**Resulting Issuer**”) will be engaged in the business of mineral exploration and the development of the Mackie Property and will assume future obligations for the claims under option described above. In addition, the Resulting Issuer may explore and develop such other properties and interests as may be subsequently acquired by the Resulting Issuer.

Proposed Financing

The terms of the Letter of Intent include that Tudor shall arrange for the completion of one or more non-brokered private placements of convertible securities comprised of subscription receipts in Kaizen (the “**Subscription Receipts**”) for minimum gross proceeds of CDN\$830,000 (the “**Kaizen Financing**”) prior to and/or concurrent with the closing of the Qualifying Transaction at an issue price of \$0.10 per Subscription Receipt. Each Subscription Receipt will be convertible into Kaizen Shares on a one for one basis upon completion of the Qualifying Transaction. In certain instances, the Corporation may pay finder’s fees to certain registrants or eligible persons exempt from registration on a portion of the Kaizen Financing. Proceeds of the Kaizen Financing will be held in escrow pending closing of the Qualifying Transaction. The net proceeds of the Kaizen Financing will be used: (a) to fund the business plan of Kaizen; (b) for Qualifying Transaction expenses; and (c) for general working capital purposes. Further information with respect to the Kaizen Financing will be disclosed in due course once available, by way of press releases.

Currently, the authorized share capital of the Corporation consists of an unlimited number of common shares (the “**Kaizen Shares**”) of which (i) 3,025,000 Kaizen Shares are outstanding; and (ii) 150,000 Kaizen Shares are reserved for issuance under outstanding stock options of Kaizen (the “**Kaizen Options**”). Upon the closing of the Qualifying Transaction and completion of the minimum amount of the Kaizen Financing, it is expected that there will be approximately 41,325,000 Kaizen Shares issued and outstanding.

Share Purchase

It is anticipated that certain beneficial owners of Kaizen Shares will enter into a share purchase agreement (“**Share Purchase Agreement**”) under which the owners of Kaizen Shares will sell and Tudor will purchase 1,250,000 Kaizen Shares, at a price of \$0.10 per share (the “**Share Purchase**”) concurrent with the closing of the Qualifying Transaction. It is intended and a condition of the Share Purchase Agreement, that the Share Purchase be structured as an exempt takeover bid pursuant to Section 4.2 of multilateral Instrument 62-104 - *Take-Over Bids and Issuer Bids*.

Summary Information Relating to Tudor

Tudor is a private company incorporated under the laws of British Columbia, and is focused on acquiring mineral exploration properties. Tudor has a head office in Vancouver, British Columbia.

Sponsorship of Qualifying Transaction

Sponsorship of a qualifying transaction of a capital pool company is required by the Exchange unless exempt in accordance with Exchange policies. Kaizen and Tudor are currently reviewing the Exchange requirements for sponsorship and intend to comply with the policies of the Exchange after discussions with the Exchange regarding sponsorship.

Additional Information

In accordance with the policies of the Exchange, the common shares of the Corporation are currently halted from trading and will remain halted until further notice.

Kaizen and Tudor will provide further details in respect of the Qualifying Transaction, in due course once available, by way of press releases.

All information provided in this press release related to Tudor has been provided by management of Tudor and has not been independently verified by management of Kaizen.

If and when a definitive agreement between the Corporation and Kaizen is executed, the Corporation will issue a subsequent press release in accordance with the policies of the Exchange containing details of the definitive agreement and additional terms of the Qualifying Transaction, including, but not limited to, information relating to the Mackie Property, sponsorship, summary financial information in respect of Kaizen and additional information with respect to the Kaizen

Financing and the proposed directors, officers, and insiders of the Resulting Issuer upon completion of the Qualifying Transaction.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the Qualifying Transaction, any information released or received with respect to the Qualifying Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.

For Further Information, Please Contact:

Kaizen Capital Corp.
Richard Graham, Director
Telephone: (604) 689-1428

Cautionary statements

This press release contains "forward-looking information" within the meaning of applicable securities laws relating to the proposal to complete the Qualifying Transaction and associated transactions, including statements regarding the terms and conditions of the Qualifying Transaction, the Share Purchase Agreement, the Kaizen Financing, and the use of proceeds of the Kaizen Financing. Readers are cautioned to not place undue reliance on forward-looking information. Actual results and developments may differ materially from those contemplated by these statements depending on, among other things, the risks that the parties will not proceed with the Qualifying Transaction, the Share Purchase Agreement, the Kaizen Financing and associated transactions, that the ultimate terms of the Qualifying Transaction, the Share Purchase Agreement, the Kaizen Financing and associated transactions will differ from those that currently are contemplated, and that the Qualifying Transaction, the Share Purchase Agreement, the Kaizen Financing and associated transactions will not be successfully completed for any reason (including the failure to obtain the required approvals or clearances from regulatory authorities). The statements in this press release are made as of the date of this release. The Corporation undertakes no obligation to comment on analyses, expectations or statements made by third-parties in respect of the Corporation, Tudor, their securities, or their respective financial or operating results or (as applicable).

Completion of the Qualifying Transaction is subject to a number of conditions including, but not limited to, Exchange acceptance and, if required by the Exchange policies, majority of the minority shareholder approval. Where applicable, the Qualifying Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Qualifying Transaction will be completed as proposed or at all.

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.

The TSX Venture Exchange Inc. has in no way passed upon the merits of the Qualifying Transaction and has neither approved or disapproved the contents of this press release.

Not for distribution to U.S. Newswire Services or for dissemination in the United States. Any failure to comply with this restriction may constitute a violation of U.S. Securities laws.

The common shares have not been and will not be registered under the United States Securities Act of 1933, as amended and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirement. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.