



AcuityAds Announces Closing of \$3 Million Public Offering

TORONTO, Ont. – May 19, 2015 – AcuityAds Holdings Inc. (“AcuityAds”, or the “Company”) (TSX-V:AT), is pleased to announce the closing of its short form prospectus offering (the “Offering”) of common shares of the capital of the Company (the “Offered Shares”). Pursuant to the Offering, the Company issued 4,288,100 Offered Shares, at a price of \$0.70 per Offered Share (the “Offering Price”), for gross proceeds of approximately \$3 million. The Offering was co-led by Paradigm Capital Inc. and Beacon Securities Limited (together, the “Agents”).

Pursuant to an agency agreement entered into among the Agents and AcuityAds in connection with the Offering, the Company has granted the Agents the option, exercisable in whole or in part, to arrange for additional purchasers to purchase additional common shares in the capital of the Company in an amount equal to 15% of the Offered Shares sold pursuant to the Offering at the Offering Price for a period of 30 days following closing of the Offering in order to satisfy over-allotments and for market stabilization purposes.

The net proceeds from the Offering are expected to be used by the Company for general working capital purposes, including for research and development, sales, operations and business development and product marketing.

In connection with the Offering, the Agents were paid a cash commission equal to 7% of the gross proceeds, excluding subscriptions by insiders of the Company. The Agents also received compensation options entitling the Agents to subscribe for such number of common shares in the capital of the Company that is equal to 7% of the aggregate number of Offered Shares under the Offering (the “Agents’ Options”). The Agents’ Options will be exercisable for a period of 24 months following closing of the Offering at a purchase price per share equal to the Common Share issue price.

This news release does not constitute an offer to sell or a solicitation of an offer to buy securities in the United States. The securities referenced herein have not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”) or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

Following the completion of the Offering, the total number of the Company’s common shares issued and outstanding is 25,090,518.



About AcuityAds:

AcuityAds Holdings Inc. has developed a programmatic marketing platform powered by proprietary machine learning technology that allows advertisers to target and connect intelligently with their audiences across online display, video, social and mobile campaigns. With operations in New York, Toronto, Los Angeles, Montreal, and Boston, AcuityAds' customers include both large Fortune 500 enterprises and small to mid-sized businesses. For more information, visit www.acuityads.com. Acuityads has been growing rapidly and in 2014, was named as the 8th fastest growing company in Canada and 26th in North America in the *Deloitte Technology Fast 500TM*.

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Forward-looking Statements

Certain statements included herein constitute "forward-looking statements" within the meaning of applicable securities laws. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by management at this time, are inherently subject to significant business, economic and competitive uncertainties and contingencies. Investors are cautioned not to put undue reliance on forward-looking statements. In particular, but without limitation, statements contained in this release concerning the expected use of the net proceeds from the Offering are inherently uncertain and subject to prevailing market conditions. Except as required by law, AcuityAds does not intend, and undertakes no obligation, to update any forward-looking statements to reflect, in particular, new information or future events.

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.