

OV2 and The Ledger Group Announce Brokered Subscription Receipt Financing in Connection with Proposed Qualifying Transaction

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FOR IMMEDIATE RELEASE

JANUARY 22, 2018

TORONTO, CANADA – OV2 Investment 1 Inc. (“**OV2**”) (TSXV: OVO.P), a Capital Pool Company, is pleased to announce that, in connection with the previously announced reverse takeover transaction (the “**Transaction**”) with The Ledger Group Inc. (“**The Ledger Group**”), The Ledger Group will complete a private placement of subscription receipts to raise gross proceeds of up to C\$15,000,000 (the “**Offering**”). Following the completion of the proposed Transaction, OV2 (the “**Resulting Issuer**”) will continue the business of, and operate under the name of, “The Ledger Group Inc.”. It is anticipated that the Transaction will constitute OV2’s Qualifying Transaction under the policies of the TSX Venture Exchange (the “**Exchange**”). The Transaction will not be at arm’s length as The Ledger Group is controlled by the founders of OV2. As such, OV2 will be required to obtain disinterested shareholder approval in respect of the Transaction.

PRIVATE PLACEMENT

The Offering, to be completed by Ledger Group prior to the completion of the Transaction, will consist of a private placement of subscription receipts (each, a “**Subscription Receipt**”) at a price of C\$1.50 per Subscription Receipt for gross proceeds of up to approximately C\$15,000,000. Each Subscription Receipt shall be automatically exchanged, without any further action by the holder of such Subscription Receipt, and for no additional consideration, for one common share of the Resulting Issuer upon the satisfaction of the escrow release conditions. It is anticipated that closing of the Offering will occur on or about February 28, 2018. The gross proceeds of the Offering will be held in escrow pending satisfaction of the escrow release conditions which will include, among others, the satisfaction of waiver of all conditions to the completion of the Transaction.

In connection with the Offering, The Ledger Group has engaged a syndicate of agents co-led by Echelon Wealth Partners Inc. and Canaccord Genuity Corp., and including Haywood Securities Inc. (collectively referred to as the “**Agents**”). In connection with the services to be performed by Agents in respect of the Offering, the Agent’s will receive a cash commission of 6% of the gross proceeds of the Offering (3% on proceeds raised from parties referred to by The Ledger Group (the “**President’s List**”). In addition, The Ledger Group will issue to the Agents that number of warrants to purchase common shares of The Ledger Group which is equal to 6% of the Subscription Receipts sold pursuant to the Offering (3% of securities sold to President’s List purchasers) exercisable at \$1.50 per share for a period of 12 months from closing of the Offering.

The Ledger Group intends to use the net proceeds of the Offering for investments in proposed and pending projects, building a cryptocurrency reserve, general corporate and working capital purposes.

ABOUT THE LEDGER GROUP INC.

The Ledger Group Inc. was incorporated under the laws of Canada in November, 2017 by the founders of OV2. It currently has approximately \$2,500,000 in net working capital following the closing of a Private Placement of common shares in December of \$2,605,000. The Ledger Group is engaged in blockchain enablement by identifying and investing in the equity of technology companies and transitioning them to a blockchain model in exchange for consulting fees and tokens. The Ledger Group will (i) invest in early stage and emerging technology companies; (ii) invest in blockchain companies in support of a blockchain ecosystem; and (iii) hold a portfolio of cash,

cryptocurrencies and tokens. The Ledger Group intends to actively pursue investments in these areas and intends to complete one or more initial investments prior to the completion of the Transaction.

The Management team of The Ledger Group includes Adam Adamou, a venture capitalist, investment banker and M&A specialist who will act as Chief Executive Officer of The Ledger Group Inc., and Babak Pedram, a business development specialist will head the business development efforts as Chief Operating Officer. The Board of Directors is Chaired by Sheldon Pollack, technology entrepreneur and technology investor and includes Eric Apps who also serves as General Counsel. These individuals collectively own 75% of the outstanding shares of The Ledger Group and were also involved in the formation and listing of OV2 and serve on its board of directors. Adam Adamou, the CEO of The Ledger Group, also serves as the CFO of OV2.

A comprehensive, joint press release will be issued by OV2 when a definitive agreement is finalized with The Ledger Group Inc. (www.theledger.group). For further information: Adam Adamou, CFO: adam.adamou@ov2securities.com

CAUTIONARY STATEMENT

Completion of the Transaction is subject to a number of other conditions including, but not limited to, Exchange acceptance and disinterested shareholder approval. There can be no assurances that the Transaction will be completed as proposed or at all. Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the Transaction, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of OV2 should be considered highly speculative.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this press release.

Neither the TSXV nor its Regulation Services Provider has in any way passed upon the merits of the proposed Transaction and associated transactions and neither of the foregoing entities has in any way approved or disapproved of the contents of this press release.

Forward-Looking Information

This news release contains “forward-looking information” within the meaning of applicable securities laws including statements regarding the terms and conditions of the proposed Transaction and the Offering, as well as information relating to The Ledger Group. The information about The Ledger Group contained in the press release has not been independently verified by OV2. Although OV2 believes in light of the experience of its officers and directors, current conditions and expected future developments and other factors that have been considered appropriate, that the expectations reflected in this forward-looking information are reasonable, undue reliance should not be placed on them because OV2 can give no assurance that they will prove to be correct. 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 proposed Transaction and the Offering; that the ultimate terms of the proposed Transaction and the Offering will differ from those that currently are contemplated; and that the proposed Transaction and the Offering will not be successfully completed for any reason (including the failure to obtain the required approvals or clearances from regulatory authorities). The terms and conditions of the proposed Transaction may change based on OV2’s due diligence and the receipt of tax, corporate and securities law advice for both OV2 and The Ledger Group. The statements in this press release are made as of the date of this release. OV2 undertakes no obligation to comment on analyses, expectations or statements made by third-parties in respect of OV2, The Ledger Group, their securities, or their respective financial or operating results (as applicable).