



---

November 3, 2014

For Immediate Release

---

**TEMPUS CAPITAL ANNOUNCES CONVERSION OF DEBT,  
REFINANCING OF MORTGAGE AND UPDATE ON LOI  
WITH PANDA CAPITAL**

(Burlington, ON) Tempus Capital Inc. (“Tempus” or the “Company”) is pleased to announce the following:

**Debt Conversion**

The Company has strengthened its balance sheet by issuing 1,181,062 common shares, including 721,794 common shares to a related party, at \$0.08 per common share in exchange for promissory notes with a face value of \$90,000 plus accrued interest of \$4,562.

**Mortgage Re-financing**

Tempus has re-financed a second mortgage on its Strathroy property with a loan payable interest only, bearing interest at 11% per annum and maturing one year from the date of disbursement. In addition, a principal payment in the amount of \$37,500 is payable six months from the date of disbursement. The re-financing transaction resulted in an additional \$100,000 to be used for tenant improvements on the Strathroy property which is now 100% leased.

**Letter of Intent with Panda**

Tempus is continuing with its previously announced Letter of Intent dated December 5, 2013 with Panda Capital Inc. (“Panda”) whereby Panda will acquire all of Tempus’ common shares in exchange for Panda common shares (the “Proposed Transaction”). Panda is a Capital Pool Company whose shares are currently listed on the NEX division of the TSXV. The Proposed Transaction is intended to be Panda’s Qualifying Transaction pursuant to TSXV policies, is subject to regulatory approval and is expected to close in Q1 2015. Concurrent with the closing of the transaction Panda will change its name to Tempus Capital Inc.

**Resignation of Director**

Tempus also announces that it has accepted the resignation of Peter M. Clausi from the Board of Directors and as Vice President Corporate Affairs of the Company. The Board thanks Mr. Clausi for his contributions to the Company.

**About Tempus**



Tempus is a real estate operating company and a reporting issuer in British Columbia, Ontario and Alberta. None of Tempus' securities trade through any stock exchange or quotation facility.

On behalf of the board of directors  
**Tempus Capital Inc.**

*“Russell Tanz”*

President and CEO  
1-416-446-7898

*This press release may contain certain forward-looking statements, which reflect Management's expectations regarding the Company's completion of the proposed Portfolio acquisition and the anticipated closing date thereof constitute forward-looking statements. Whenever possible, words such as "may", "will", "should", "could", "expect", "plan", "intend", "anticipate", "believe", "estimate", "predict" or "potential" or the negative or other variations of these words, or similar words or phrases, have been used to identify these forward-looking statements. These statements reflect Management's current beliefs and are based on information currently available to management as at the date hereof. Forward-looking statements involve significant risk, uncertainties and assumptions. Many factors could cause actual results, performance or achievements to differ materially from the results discussed or implied in the forward-looking statements. These factors should be considered carefully and readers should not place undue reliance on the forward-looking statements. Although the forward-looking statements contained in this press release are based upon what management believes to be reasonable assumptions, Tempus cannot assure readers that actual results will be consistent with these forward-looking statements. These forward-looking statements are made as of the date of this press release, and Tempus assumes no obligation to update or revise them to reflect new events or circumstances, except as required by law. Many factors could cause Tempus' actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. No regulator nor any Regulation Services accepts responsibility for the adequacy or accuracy of this press release. This press release is not, and is not to be construed in any way as, an offer to buy or sell securities in the United States.*