

Callidus Announces Shareholder Approval of Arrangement with Braslyn Ltd.

TORONTO, Oct. 31, 2019 /CNW/ - Callidus Capital Corporation (TSX: CBL) ("Callidus" or the "Company") today announced the voting results of its special meeting (the "Meeting") of holders of common shares (the "Shareholders") held on October 31, 2019. At the Meeting, Shareholders passed a special resolution (the "Arrangement Resolution") approving a statutory plan of arrangement (the "Arrangement") under section 182 of the *Business Corporations Act* (Ontario) as contemplated by an arrangement agreement dated August 15, 2019 between Callidus and Braslyn Ltd. (the "Purchaser") involving, among other things, the acquisition by the Purchaser of all of the issued and outstanding common shares in the capital of the Company (the "Shares") other than Shares held by the Purchaser, certain investment funds managed by The Catalyst Capital Group Inc., FigCorp Ltd. (a company controlled by Newton Glassman) and James Riley.

The Arrangement Resolution required the approval of: (i) at least two-thirds of the votes cast by Shareholders; and (ii) at least a simple majority of the votes cast by Shareholders, excluding the votes cast by certain persons whose votes were required to be excluded pursuant to Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("MI 61-101").

Shareholders approved the Arrangement Resolution with approximately 99.07% of the votes cast at the Meeting in favour of the Arrangement (78.65% excluding the votes of certain persons in accordance with MI 61-101).

Callidus will be seeking a final order from the Ontario Superior Court of Justice (Commercial List) with respect to the Arrangement on November 4, 2019 and the Arrangement is expected to be completed on or around November 5, 2019.

About Callidus Capital Corporation

Established in 2003, Callidus Capital Corporation is a Canadian company that specializes in innovative and creative financing solutions for companies that are unable to obtain adequate financing from conventional lending institutions. Unlike conventional lending institutions who demand a long list of covenants and make credit decisions based on cash flow and projections, Callidus credit facilities have few, if any, covenants and are based on the value of the borrower's assets, its enterprise value and borrowing needs. Further information is available on our website, www.calliduscapital.ca.

Forward-Looking Statements

This press release contains forward-looking information within the meaning of applicable securities laws ("forward-looking statements"), including forward-looking statements relating to receipt of the final order from the Ontario Superior Court of Justice (Commercial List) and the completion of the Arrangement. Such forward-looking statements involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements to differ materially from the anticipated results, performance or achievements or developments expressed or implied by such forward-looking statements. Such factors include, but are not limited to the risks, factors and assumptions discussed in the section entitled, "Risk Factors" in the Annual Information Form of the Company dated April 1, 2019 and in the section entitled "Risk Factors" in the amended and restated management information circular of the Company dated September 17, 2019 and other documents filed by the Company with the Ontario Securities Commission and other securities regulators across Canada. If any such risks actually occur, they could impact the potential for discussion, agreement or completion of the Arrangement and/or materially adversely affect the Company's business, financial condition or results of operations. In that case, the trading price of the Company's common shares could decline, perhaps materially. Readers are cautioned not to place undue reliance upon any such forward-looking statements, which speak only as of the date made. Forward-looking statements are provided for the purposes of providing information about management's current expectations and plans relating to the future. Readers are cautioned that such information may not be appropriate for other purposes. The Company does not undertake or accept any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements to reflect any change in the Company's expectations or any change in events, conditions or circumstances on which any such statement is based, except as required by law.

SOURCE Callidus Capital Corporation

For further information: Investor Relations | (416) 945-3240 | investor@calliduscapital.ca

<http://www.calliduscapital.ca/2019-10-31-Callidus-Announces-Shareholder-Approval-of-Arrangement-with-Braslyn-Ltd>