



Rebecca Capital Inc. Announces Entering Into New Agreement For Qualifying Transaction With Arius3D Inc.

Monday, 21 Sep 2009 04:28pm EDT

Rebecca Capital Inc. announced, further to its announcements dated October 5, 2007, March 7, 2008 and July 29, 2009, that it has terminated its original agreement with Arius3D Inc. (Arius) and entered into a new agreement to acquire all of the issued and outstanding shares and securities of Arius which transaction constitutes the Company's qualifying transaction (the Qualifying Transaction) pursuant to the policies of the TSX Venture Exchange (the Exchange). Under the original agreement, the parties agreed that each of the options issued by Arius (Arius Options) would be exchanged for options to acquire common shares of the Resulting Issuer on a one-for-one basis, each such option being exercisable at a price of CAD0.20 per common share and otherwise with substantially the same terms as the Arius Options. The policies of the Exchange limit the available number of shares reserved for issuance under a stock option plan to 20% of the issued shares as at the date of shareholder approval of such stock option plan. Assuming the completion of the Qualified Transaction in accordance with the terms and conditions of the original agreement, the number of issued and outstanding Arius Options together with the number of options issued by the Company currently outstanding would exceed the available number of shares of the Resulting Issuer reserved for issuance as prescribed by the policies of the Exchange.