

**ALLIANCE CREATIVE GROUP, INC.  
COMPLETES THE SETTLEMENT AGREEMENT AND THE PURCHASE  
AGREEMENT WITH GOLDEN GATE AND TWO INVESTORS WITH THE  
INVESTORS ENTERING INTO THE EXCHANGE AGREEMENT TO  
EXCHANGE THE DEBENTURE AND THE WARRANT ACQUIRED FROM  
GOLDEN GATE TO ACQUIRE 225,000 SHARES OF THE COMPANY'S  
SERIES H PREFERRED STOCK**

On September 11, 2017 Alliance Creative Group, Inc., a Nevada corporation (the "**Company**") entered into the following agreements (collectively as the "**Agreements**"):

- (a) that certain Settlement Agreement dated September 11, 2017 (the "**Settlement Agreement**"); and
- (b) that certain Debenture Purchase and Assignment Agreement dated September 11, 2017 (the "**Purchase Agreement**").

Under the terms of the Settlement Agreement, as entered into between the Company and Golden Gate Investors, Inc. ("**Golden Gate**"), the Company and Golden Gate fully and finally settled and released all claims, both known and unknown, that each has against the other.

Under the Purchase Agreement, as entered into between the Company, Golden Gate, and two investors who jointly have had a pre-existing relationship with the Company (the "**Investors**"), the Investors purchased that certain Convertible Debenture (the "**Debenture**") and that certain Warrant to Purchase Shares of the Company's Common Stock (the "**Warrant**") from Golden Gate in exchange for their payment of the sum of \$225,000.00 as delivered to Golden Gate in payment of the purchase price.

Following the closing of the Settlement Agreement and the Purchase Agreement and on September 25, 2017, the Company and the Investors entered into that certain Exchange Agreement, dated September 25, 2017 (the "**Exchange Agreement**") wherein the Investors surrendered and exchanged the Debenture and the Warrant that they acquired in the Purchase Agreement for an aggregate of Two Hundred Twenty-Five Thousand (225,000) shares of the Company's Series H Preferred Stock (the "**Series H Preferred Shares**"). The Exchange Agreement was undertaken in accordance with the exemption as provided by Section 3(a)(9) of the *Securities Act of 1933*, as amended (the "**1933 Act**") and each of the Investors received, prior to the Purchase Agreement, such disclosures and information regarding the Company and its corporate and financial affairs as would ensure that they could make an informed investment decision free from any material misstatement or omission of material fact.

Each of the Series H Preferred Shares are convertible into the Company's Common Stock at a price that is equal to 70% of the three lowest closing prices of the Company's Common Stock in the ten days immediately preceding the date at which the Investors submit the Notice of Conversion to the Company. The conversion rights of any holder of the Company's Series H Preferred Shares is limited by a maximum conversion limitation provision to ensure that the holder does not become an "affiliate" of the Company as that term is defined in Rule 144(a)(1) of the 1933 Act.

The Settlement Agreement, the Purchase Agreement, and the Exchange Agreement were each duly approved by the Company's Board of Directors and the Company believes the agreements serve the interests of the Company and its stockholders.

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