ALL IN WEST! CAPITAL CORPORATION ANNOUNCES CONDITIONAL SALE OF ECONOLODGE INN & SUITES IN HINTON, ALBERTA

Winnipeg, Manitoba (January 5, 2016) - All in West! Capital Corporation (the "**Corporation**") (TSX-V: ALW) announced today that it has conditionally agreed to sell the Econolodge Inn & Suites located in Hinton, Alberta (the "**Econolodge Hinton**") to Lexor Management Inc. ("**Lexor**") effective January 31, 2016 (the "**Effective Date**") on the terms and conditions described below (the "**Transaction**"), subject to the approval of the TSX Venture Exchange Inc. (the "**TSXV**").

The Corporation has obtained an updated independent third party appraisal of the Econolodge Hinton as at December 31, 2015, valued at $3,810,000.

The Corporation is currently in default of its obligations to pay interest on the mortgage loan (the "**Econolodge Mortgage Loan**") secured by the Econolodge Hinton. Lexor is the mortgagee under the Econolodge Mortgage Loan. The reason for the default is that the net operating income from the Econolodge Hinton is not sufficient to enable the Corporation to make the required interest payments. The Corporation has not made any payments under the Econolodge Mortgage Loan since June, 2015. As at the Effective Date, the Corporation will owe Lexor $196,875 (the "**Effective Date Interest Amount**") in unpaid interest under the Econolodge Mortgage Loan.

The Econolodge Mortgage Loan is scheduled to mature on June 30, 2017. The interest payments payable under the Econolodge Mortgage Loan are $28,125 per month, or an aggregate of $478,125 (the "**Maturity Date Interest Amount**") through the balance of the 17-month remaining term of the Econolodge Mortgage Loan. Given the current performance of the Econolodge Hinton, the financial condition of the Corporation and the lack of alternative financing sources available to the Corporation, as at the date hereof, the Corporation does not anticipate being able to make any such future interest payments.

Subject to receipt of regulatory approval, the Transaction will involve the following on the Effective Date

(a) the transfer by the Corporation to Lexor of the Econolodge Hinton;

(b) the assumption by Lexor of all accounts payable relating to the Econolodge Hinton outstanding as at the Effective Date and the assignment to Lexor of all cash and all accounts receivable relating to the Econolodge Hinton as at the Effective Date, as well as usual closing adjustments (the "**Working Capital Adjustments**"), which the Corporation estimates on the date hereof will result in a net amount assumed by

Lexor of $25,000 (such amount, as may be adjusted, the "**Working Capital Adjustment Amount**");

(c) the agreement by Lexor to pay up to $250,000 in estimated costs of the Corporation relating to the Transaction and a potential debt restructuring or other strategic transaction involving the Corporation or the shares or property thereof (the "**Restructuring Costs**"); and

(d) the termination of the Econolodge Mortgage Loan and amounts owning to Lexor thereunder or otherwise relating to the Econolodge Hinton, other than:

    (i) an aggregate amount equal to the Effective Date Interest Amount, the Working Capital Adjustment Amount and the Restructuring Costs, which amounts will continue to be secured by the guarantee of the Corporation and will confirmed through the delivery of a senior promissory note in such aggregate amount in favour of Lexor (the "**Senior Note**"); and

    (ii) an amount equal to $418,125 (which is $60,000 less than the Maturity Date Interest Amount), which amount will continue to be secured by the guarantee of the Corporation and will be confirmed through the delivery of a promissory note in such amount in favour of Lexor which will rank *pari passu* with the Series C debentures of the Corporation (the "**Series C Pari Passu Note**") and senior to the Series A and Series B debentures of the Corporation.

The principal amount of the Senior Note will be adjustable following the Effective Date to reflect any Working Capital Adjustments which are not factored in on the Effective Date. The Senior Note will also be reduced to the extent that Restructuring Costs are less than $250,000. The Senior Note will rank senior to the outstanding Series A, Series B and Series C debentures of the Corporation. The Series C Pari Passu Note will rank senior to the outstanding Series A and B debentures and will rank pari passu with the Series C debentures.

The independent directors of the Corporation have determined that the Transaction is in the best interests of the Corporation due to the financial performance of the Econolodge Hinton and the fact that the appraised value of the Econolodge Hinton is significantly less than the principal amount of the Econolodge Mortgage Loan. The net operating income from the Econolodge Hinton is less than the required debt servicing payments.

The Transaction is expected to improve the financial condition of the Corporation as a result of the Corporation being forgiven approximately $690,000 of the principal amount of the Econolodge Mortgage Loan, being the difference between the $4,500,000 principal amount thereof, less the appraised value of the Econolodge Hinton.

The Transaction was unanimously approved by the independent directors of the Corporation. Mr. Cornelius Martens, Chief Executive Officer of the Corporation, abstained from voting in respect of the approval of the Transaction due to the fact that the principal director, officer and shareholder of Lexor is Mr. Peter Schiller, his son-in-law. Lexor also manages the Corporation's hotel operations.

To the extent that the Transaction may be considered to be a "related party transaction" as defined under TSXV Policy 5.9 and Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Certain Transactions*, the Corporation will rely on the "financial hardship exemption" from the minority shareholder approval requirement as a result of the satisfaction of the following conditions:

(a) the Corporation is insolvent or in serious financial difficulty;

(b) the Transaction is designed to improve the financial position of the Corporation;

(c) the Transaction is not made pursuant to a bankruptcy proceeding;

(d) the Corporation has three independent directors in respect of the Transaction (Mr. Cornelius Martens declared a conflict of interest due to his relationship with Mr. Peter Schiller); and

(e) the board of directors of the Corporation, acting in good faith, determined, and all of the Corporation's independent directors, acting in good faith, determined, that: (i) paragraphs (a) and (b) above apply; and (ii) the terms of the Transaction are reasonable in the circumstances of the Corporation.

The Transaction is scheduled to close on the Effective Date, subject to receipt of TSXV approval and acknowledgement from the indenture trustee for the Series A, B and C debentures with respect to the priority and ranking of the Senior Note and the Series C Pari Passu Note.

The Corporation will remain in default of its other debt obligations following the closing of the Transaction, including its obligations under its outstanding Series A, Series B and Series C debentures.

The Corporation is currently in the process of developing a debt restructuring plan which will be subject to the approval of each series of its outstanding debentures and its shareholders.

For further information please contact Mr. Cornelius Martens, President and Chief Executive Officer, or Mr. Cornelius William Martens, Investor Relations, Tel: (204) 947-1200.

The TSXV has not reviewed or approved the contents of this press release.

Forward-Looking Statements

This press release contains forward-looking statements regarding the proposed transaction involving the Econolodge Hinton and a potential future debt restructuring plan. There can be no assurance that the proposed transactions will be completed on the terms described herein or at all.