



# Press Release

**This news release is intended for distribution in Canada only and is not intended for distribution to United States newswire services or dissemination in the United States.**

## **CRITICAL OUTCOME TECHNOLOGIES ANNOUNCES ENGAGEMENT OF MAXIM GROUP LLC**

**London, Ontario (February 5, 2014): Critical Outcome Technologies Inc. (“COTI” or the “Company”) (TSXV: COT),** the bioinformatics and accelerated drug discovery company, is pleased to announce that it has entered into an Engagement Agreement (the “Agreement”) with New York City based Maxim Group LLC (“Maxim”) whereby Maxim will: (i) render certain services as a strategic advisor to the Company; and (ii) act as the Company's exclusive placement agent for a proposed best efforts private placement of securities of the Company. The terms of the proposed offering will be determined within the context of the market and will be negotiated between the Company and Maxim. The initial term of the Agreement is four months.

“This engagement and the funding to be realized upon its success will enable us to move COTI-2 into clinical trials and provide the human data validation sought by many interested licensing partners,” said John Drake, Chairman of COTI. “The timing for such funding should enable us to meet our objective of having COTI-2 enter the clinic this year.”

Under the terms of the Agreement, the Company has agreed to a compensation package with Maxim comprised of a strategic advisory fee, a monthly work fee, a financing placement fee consisting of cash commission and common share placement warrants, and the reimbursement of expenses, subject to compliance with TSX Venture Exchange policies. The terms of compensation and the terms of any proposed offering are subject to the final approval of the TSX Venture Exchange.

The Company intends to use the net proceeds received from the financing to support further development of its lead oncology compound, COTI-2, including: the completion of 28-day two-species toxicity studies, the preparation and filing of its investigational new drug application with the U.S. Food and Drug Administration, and the execution of a Phase 1 clinical trial. Proceeds will also be used to support the completion of three current research and development collaborations, new product development, and for working capital and general corporate purposes.

**The securities referred to in this news release have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons absent U.S. registration or an applicable exemption from the U.S. registration requirements. This news release does not constitute an offer for sale of securities or a solicitation for offers to buy any securities. Any public offering of securities in**

**the United States must be made by means of a prospectus containing detailed information about the company and management, as well as financial statements.**

**About Maxim Group ([www.maximgrp.com](http://www.maximgrp.com))**

Maxim Group is a U.S. based leading investment banking, securities and investment management firm that provides an array of financial services including: investment banking, equity research, private wealth management, structured products, and global institutional equity, fixed-income and derivative sales & trading to a diverse range of corporate clients, institutional investors and high net worth individuals.

Maxim Group is registered as a broker-dealer with the U.S. Securities and Exchange Commission and is a member of the following: Financial Industry Regulatory Authority (FINRA); Municipal Securities Rulemaking Board (MSRB); Securities Insurance Protection Corporation (SIPC); NASDAQ Stock Market; and NYSE Arca, Inc.

**About Critical Outcome Technologies Inc.**

COTI is a leading-edge technology company specializing in accelerating the discovery and development of small molecules – dramatically reducing the time and cost to bring new drugs to market. COTI'S proprietary artificial intelligence system, CHEMSAS®, utilizes a series of predictive computer models to identify compounds with a high probability of being successfully developed from disease specific drug discovery through chemical optimization and preclinical testing. These compounds are targeted for a variety of diseases, particularly those for which current treatments are either lacking or ineffective.

For more information, visit [www.criticaloutcome.com](http://www.criticaloutcome.com) or contact:

Critical Outcome Technologies Inc.  
Dr. Wayne Danter  
President & CEO  
Tel: 519-858-5157  
Email: [wdanter@criticaloutcome.com](mailto:wdanter@criticaloutcome.com)

Heisler Communications  
Trevor Heisler  
Investor Relations  
Tel: 416-500-8061  
Email: [trevor@heislercommunications.com](mailto:trevor@heislercommunications.com)

Follow @CriticalOutcome on Twitter at <http://twitter.com/CriticalOutcome>

**Notice to Readers**

Information contained in this press release may contain certain statements, which constitute “forward-looking statements” within the meaning of the Securities Act (Ontario) and applicable securities laws. For example, the statement “... to support further development of its lead oncology compound, COTI-2, including: the completion of 28-day two-species toxicity studies, the preparation and filing of its investigational new drug application with the U.S. Food and Drug Administration, and the execution of a Phase 1 clinical trial” and “Proceeds will also be used to support the completion of three current research and development collaborations, new product development, and for working capital and general corporate purposes” and “...the funding to be realized upon its success will enable us to move COTI-2 into clinical trials and provide the human data validation sought by many interested licensing partners” and “... should enable us to meet our objective of having COTI-2 enter the clinic this year” are forward-looking statements. Forward-looking statements by their nature are not guarantees of future performance and are based upon management’s current expectations, estimates, projections and

assumptions. COTI operates in a highly competitive environment that involves significant risks and uncertainties, which could cause actual results to differ materially from those anticipated in these forward-looking statements. Management of COTI considers the assumptions on which these forward-looking statements are based to be reasonable, but as a result of the many risk factors, cautions the reader that actual results could differ materially from those expressed or implied in these forward-looking statements. Information in this press release should be considered accurate only as of the date of the release and may be superseded by more recent information disclosed in later press releases, filings with the securities regulatory authorities or otherwise.

*Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.*