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Monday, July 23, 2018

NEWS RELEASE

**Heritage Cannabis Holdings subsidiary PhyeinMed receives Cannabis Cultivation License from Health Canada and Heritage signs Letter of Intent to Acquire CannaCure Corporation**

Vancouver, B.C., Monday, July 23, 2018 – HERITAGE CANNABIS HOLDINGS CORPORATION (CSE: CANN) (“Heritage” or Company”) is pleased to announce that its subsidiary PhyeinMed Inc. (“PhyeinMed”) has been granted by Health Canada a licence to cultivate cannabis, pursuant to the Access to Cannabis for Medical Purposes Regulations (ACMPR).

“Receiving our cultivation license is a significant milestone for Heritage and Phyeinmed” states Jag Bal, chief executive officer of Heritage”. “We will continue the expedited growth of our company and are thankful to everyone who has played a role in getting us to this stage”.

Heritage is also pleased to announce that it has entered into a Letter of Intent (“LOI”), effective July 20, 2018 whereby the company intends to acquire all of the issued and outstanding shares of CannaCure Corporation (“CannaCure”) in an all-share transaction.

CannaCure, based in Fort Erie, Ontario, is a Health Canada late stage applicant (Evidence Package submitted) under the ACMPR (Access to Cannabis for Medical Purposes Regulations), and has completed phase one of its three phase build-out plan. The constructed phase one facility is a state-of-the-art 24,260 square foot area, complete with four grow rooms, a fully constructed level 10 vault, propagating rooms and much more. Once completed, all three phases combined will comprise of 122,000 square feet, giving many options for CannaCure in the future. Additionally, included in this transaction is CannaCure’s option to purchase 3.4 million square feet of existing and operating greenhouse space in Leamington, Ontario.

“This transaction is another step in Heritage’s goal to becoming a significant participant in the cannabis industry in Canada.” states Clint Sharples, Chairman of Heritage “We believe that by adding a quality company like CannaCure, it will continue to build on an already strong team, in addition to being accretive to current Heritage shareholders.”

Under the terms of the agreement, shareholders of CannaCure will receive 100 million shares of Heritage with an additional 33 million units subject to an escrow release upon certain milestones in exchange for 100% ownership of CannaCure to Heritage. The transaction is scheduled to close on or before September 28, 2018, and is subject to several conditions including the completion of due diligence, a definitive agreement, regulatory approval, as well as Heritage obtaining a minimum of \$7.5 million for expansion purposes.

Upon completion of this transaction, the board of directors of Heritage will be increased to five members, with CannaCure naming two people (to be determined) to the board.

Patrick Gagne, Co-founder and Director of CannaCure says “The team at CannaCure is very excited about our future with Heritage, and we are especially looking forward working with the team at PhyeinMed to shares ideas and contribute to developing best practices.”

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A finders and advisory fee will be paid, representing up to 3% of the transaction.

Also, the Company wishes to advise the acceleration of the expiry date of the share purchase warrants dated August 30, 2017.

The share purchase warrants were issued in connection with a private placement of units, with each share purchase warrant being exercisable into one additional common share of the Company at a price of \$0.10 per share until August 30, 2019 (the "Warrants").

The Warrants were subject to the right of the Company to accelerate the expiry date of the Warrants if the Company's common Shares trade at a price equal to or greater than \$0.20 on the Canadian Securities Exchange (the "CSE") (or such other market as the Shares may trade from time to time) for ten (10) consecutive trading days, the Company shall have the right to accelerate the expiry of these Warrants to the date which is 30 days following the day on which written notice is given by the Company to the Holder of such acceleration. The Warrants may be exercised by the Holder during the 30 day period between the notice and the expiration of the Warrants.

The expiry date of the Warrants has now been accelerated to August 27, 2018.

In order to exercise your Warrants, you are required to complete and submit the Notice of Exercise attached to your respective warrant certificate on or before 5:00 pm on August 27, 2018. For detailed exercise requirements, please refer to your Warrant Certificate.

Should you have any questions, please contact the Company at 604-628-1767.

#### About Heritage Cannabis Holdings Corporation

The Company is currently listed as a marijuana issuer. The Company has a 75% interest in PhyeinMed Inc, a Health Canada license holder under the ACMPR (Access to Cannabis for Medical Purposes Regulations). It is a parent and Development Company with strategic plans to continue to acquire Cannabis related companies.

#### **ON BEHALF OF THE BOARD OF DIRECTORS OF HERITAGE CANNABIS HOLDINGS CORPORATION**

*"Jag Bal"*

Jagdip Bal  
President and CEO

***The Canadian Stock Exchange does not accept responsibility for the adequacy or accuracy of this release.***

This news release contains forward-looking information, which involves known and unknown risks, uncertainties and other factors that may cause actual events to differ materially from current expectation. Important factors - including the availability of funds, the results of financing efforts, the results of exploration activities -- that could cause actual results to differ materially from the Company's expectations are disclosed in the Company's documents filed from time to time on SEDAR (see [www.sedar.com](http://www.sedar.com)). Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this press release. The company disclaims any intention or obligation, except to the extent required by law, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.



