



## NEWS RELEASE

### HERITAGE COMPLETES ACQUISITION OF CANNACURE CORPORATION

**VANCOUVER, BC, November 5, 2018** – Heritage Cannabis Holdings Corp. (“**Heritage**” or the “**Company**”) (CSE: CANN), is pleased to announce that further to its news release of October 19, 2018, the Company has completed the acquisition (the “**Acquisition**”) of all of the issued and outstanding shares of Cannacure Corporation (“**Cannacure**”), a private Ontario corporation, pursuant to the terms of a definitive agreement dated October 18, 2018, as amended by an amending agreement dated October 25, 2018 and an amalgamation agreement (the “**Definitive Agreement**”).

Pursuant to the Definitive Agreement and in consideration for the Acquisition, as of the date hereof the Company issued 133,333,326 common shares in the capital of Heritage (the “**Payment Shares**”) to the holders of Cannacure shares at a deemed price of \$0.30 per Payment Share.

In connection with the Acquisition, the Company also issued 4,000,000 common shares to an arm’s length third party at a deemed price of \$0.30 per common share as an advisory fee. These shares are subject to a statutory hold period of four months plus a day in accordance with applicable legislation ending on March 6, 2019.

*None of the securities issued pursuant to the Acquisition have been or will be registered under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”), or any state securities laws, and any securities issued pursuant to the Acquisition were issued in reliance upon available exemptions from such registration requirements pursuant to Rule 506(b) of Regulation D and/or Section 4(a)(2) of the U.S. Securities Act and applicable exemptions under state securities laws. In addition, the securities issued under an exemption from the registration requirements of the U.S. Securities Act are “restricted securities” as defined under Rule 144(a)(3) of the U.S. Securities Act and contain the appropriate restrictive legend as required under the U.S. Securities Act.*

#### **About Cannacure Corporation**

CannaCure, based in Fort Erie, Ontario, is a license holder under the Cannabis Act Regulations. It has a 122,000 square foot, former GMP facility, and has completed a 24,260 square foot Phase one build out. CannaCure also has an option to acquire an operational greenhouse with a footprint of 3.4 million square feet. Heritage will continue the conversion of the indoor facility in a multi-phase approach to accommodate the expected growth in the Company’s extraction business and to meet the demands of the consumables market when approved by Health Canada.

## **About Heritage Cannabis Holdings Corp**

The Company is focused on becoming a vertically integrated cannabis provider that currently has two Health Canada approved licensed producers, through its subsidiaries PhyeinMed Inc. and CannaCure Corp. both regulated under the Cannabis Act Regulations. Heritage is focused on advancing its scale and technology footprint to compete both domestically and internationally.

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

Clint Sharples  
Chairman and Interim CEO

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***The CSE has in no way passed upon the merits of the Acquisition and has neither approved nor disapproved the contents of this news release.***

### **Forward-Looking Information Statement**

*This news release contains statements and information that, to the extent that they are not historical fact, constitute "forward-looking information" within the meaning of applicable securities legislation, including statements relating to Heritage's investment plans. Forward-looking information is based on the reasonable assumptions, estimates, analysis and opinions of management made in light of its experience and its perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date that such statements are made, but which may prove to be incorrect.*

*Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Company to differ materially from any future results, performance or achievements expressed or implied by the forward-looking information. Accordingly, readers should not place undue reliance on any such forward-looking information. Further, any forward-looking statement speaks only as of the date on which such statement is made. New factors emerge from time to time, and it is not possible for the Company's management to predict all of such factors and to assess in advance the impact of each such factor on the Company's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. The Company does not undertake any obligation to update any forward-looking information to reflect information, events, results, circumstances or otherwise after the date hereof or to reflect the occurrence of unanticipated events, except as required by law including securities laws.*