



NEWS RELEASE

HERITAGE ANNOUNCES RECEIPT FOR FINAL SHORT FORM PROSPECTUS AND DEEMED EXERCISE OF SPECIAL WARRANTS

VANCOUVER, BC, February 1, 2019 – Heritage Cannabis Holdings Corp. (“**Heritage**” or the “**Company**”) (CSE: CANN), is pleased to announce that it has filed a final short form prospectus dated January 30, 2019 (the “**Prospectus**”) and obtained a receipt (the “**Receipt**”) from the securities regulatory authorities in the provinces of British Columbia, Alberta, Ontario and Nova Scotia to qualify the distribution of 33,000,000 units of the Company issuable upon the deemed exercise of special warrants (the “**Special Warrants**”) issued by the Company on November 7, 2018. As a result of obtaining the Receipt the Special Warrants will be deemed exercised no later than February 6, 2019.

In accordance with the terms of a special warrant indenture dated November 7, 2018 between the Company and Computershare Trust Company of Canada, each Special Warrant entitles the holder to receive 1.1 common shares of the Company (a “**Share**”) and 1.1 common share purchase warrants (each whole warrant, a “**Warrant**”). Each Warrant is exercisable for one Share on a date that is the earlier of (i) May 7, 2021 and (ii) the date specified in any warrant acceleration notice, at an exercise price of \$0.35 per Share. For further information on the Special Warrants, please see the Company’s news releases dated October 18, 2018 and November 7, 2018, copies of which are available on SEDAR (www.sedar.com).

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 for sale, nor a solicitation for offers to buy any securities.

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 transaction 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 the deemed exercise of the Special Warrants. 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. See the risk factors in the Prospectus. 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.