

April 27, 2017

MMJ COMPLETES SALE OF SATIPHARM AND UNITED GREENERIES; ACQUIRES INTEREST IN HARVEST ONE CANNABIS INC.

MMJ PhytoTech Limited (ASX: MMJ) ("MMJ" or the "Company") today confirms that it has closed its previously announced sale of 100% of the issued and outstanding shares of United Greeneries Holdings Ltd. ("**United Greeneries**") and Satipharm AG ("**Satipharm**") (the "**Purchased Shares**") from PhytoTechMedical (UK) Pty Ltd. ("**Phyto UK**"), a wholly owned subsidiary of MMJ (the "**Acquisition**").

Pursuant to a share exchange agreement dated December 7, 2016, as amended, the Company acquired from Phyto UK all of the Purchased Shares. In consideration for the Purchased Shares, Phyto UK received \$33,180,997 payable by way of a combination of \$2,000,000 in cash and issuance of 41,574,662 Common Shares at \$0.75 per Common Share (the "**Phyto UK Share Consideration**"). In consideration for the assumption by Harvest of certain intercorporate debts of United Greeneries and Satipharm owed to MMJ, MMJ received \$8,819,003 payable to MMJ by way of the issuance 11,758,671 Common Shares (the "**MMJ Share Consideration**", and together with the Phyto UK Share Consideration, the "**Share Consideration**").

As a result of the acquisition of the Share Consideration, MMJ beneficially owns approximately 59.9% of the issued and outstanding Common Shares after giving effect to the Offering and the Acquisition, with approximately 13.2% held directly as a result of the MMJ Share Consideration, and approximately 46.7% held beneficially through Phyto UK, its wholly-owned subsidiary, as a result of the Phyto UK Share Consideration.

The Share Consideration was acquired for investment purposes. MMJ may increase or decrease its beneficial ownership in the Company in the future, depending on, among other factors, market conditions and other factors relevant to MMJ's investment decisions. Other than the Purchased Shares, MMJ has no current intention to increase its beneficial ownership of, or control or direction over, additional securities of the Company.

The Share Consideration held by MMJ is subject to a TSX Venture Exchange Tier 1 Value Security Escrow Agreement.

For media and investor inquiries please contact:

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About MMJ PhytoTech Limited

MMJ PhytoTech Limited (ASX. MMJ) is focused on becoming a large-scale cannabis producer, targeting direct supply to the growing Canadian medical and recreational markets which will have an estimated combined value of C\$8-9 billion by 2024.

The TSX Venture Exchange (the "Exchange") has in no way passed upon the merits of the Acquisition and has neither approved nor disapproved the contents of this press release.

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

The statements used in this press release may contain forward-looking statements, and are based on the opinions and estimates of management, or on opinions and estimates provided to, and accepted by, management. These opinions and estimates are used by management, and speak only as of the date of this press release. Forward-looking statements in this press release include, but are not limited to, future investment decisions by MMJ. Forward-looking statements involve significant known and unknown risks, uncertainties and assumptions. Forward-looking statements are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ, possibly significantly. Although the Company believes that its expectations reflected in these forward-looking statements are reasonable, such statements involve risks and uncertainties and no assurance can be given that actual events or results will be consistent with these forward-looking statements. Except as required by applicable law, the Company does not undertake, and specifically disclaims, any obligation to update or revise any forward-looking information, whether as a result of new information, future developments or otherwise. Readers are therefore cautioned not to place undue reliance on any forward-looking statements.

EARLY WARNING REPORT

Filed pursuant to National Instrument 62-103 – The Early Warning System and Related Take-Over Bid and Insider Reporting Issues

1. Security and Reporting Issuer

1.1 *Designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.*

Harvest One Cannabis Inc. (the "**Issuer**")
Suite 704, 595 Howe Street
Vancouver, British Columbia V6C 2T5

This report relates to common shares of the Issuer.

1.2 *Name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.*

Not applicable. The transaction that triggered the requirement to file this report was an acquisition of common shares of the Issuer ("**Common Shares**") by way of a private issuance of the Issuer.

2. Identity of the Acquiror

2.1 *State the name and address of the acquiror.*

MMJ PhytoTech Limited ("**MMJ**")
Suite 5 CPC
145 Stirling Highway
Nedlands WA 6009 Australia

2.2 *Date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence*

On April 26, 2017, pursuant to a share exchange agreement dated December 7, 2016, as amended, the Issuer acquired the issued and outstanding shares of United Greeneries Holdings Ltd. ("**United Greeneries**") and Satipharm AG ("**Satipharm**") (the "**Purchased Shares**") from PhytoTechMedical (UK) Pty Ltd. ("**Phyto UK**"), a wholly owned subsidiary of MMJ (the "**Acquisition**").

In consideration for the Purchased Shares, Phyto UK, a wholly-owned subsidiary of MMJ, received \$33,180,997 payable by way of a combination of \$2,000,000 in cash and issuance of 41,574,662 Common Shares at \$0.75 per Common Share (the "**Phyto UK Share Consideration**"). In consideration for the assumption by Harvest of certain intercorporate debts of United Greeneries and Satipharm owed to MMJ, MMJ received \$8,819,003 payable to MMJ by way of the issuance 11,758,671 Common Shares (the "**MMJ Share Consideration**", and together with the Phyto UK Share Consideration, the "**Share Consideration**").

As a result of this transaction, MMJ, directly and through its wholly-owned subsidiary, Phyto UK, acquired beneficial ownership of, or control and direction over, common shares of the Issuer

in an amount that constitutes more than 10% of the outstanding common shares of the Issuer, thereby triggering the requirement to file this report under National Instrument 62-104 – *Take-Over Bids and Issuer Bids* and National Instrument 61-103 – *The Early Warning System and Related take-Over Bid and Insider Reporting Issues*.

The Share Consideration held by MMJ is subject to a TSX Venture Exchange Tier 1 Value Security Escrow Agreement.

2.3 State the names of any joint actors

See Item 2.2 above.

3. Interest in Securities of the Reporting Issuer

3.1 Designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file the report and the change in the acquirer's securityholding percentage in the class of securities

Immediately prior to the acquisition of the Purchased Shares that triggered the requirement to file this report, neither MMJ nor its wholly-owned subsidiary Phyto UK, had beneficial ownership of, or control and direction over, any Common Shares.

Immediately following the acquisition of the Purchased Shares: (i) MMJ directly acquired 11,758,671 Common Shares, representing 13.2% of the issued and outstanding Common Shares (being 88,953,992 Common Shares); and (ii) MMJ, through its wholly-owned subsidiary Phyto UK, acquired beneficial ownership of, or control and direction over, 41,574,662 Common Shares, representing approximately 46.7% of the issued and outstanding Common Shares.

3.2 State whether the acquirer acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file the report

MMJ, both directly and through its wholly-owned subsidiary Phyto UK, acquired beneficial ownership of, or control and direction over, 53,333,333 Common Shares, thereby triggering the requirement to file this report. See Item 2.2 and Item 3.1 above.

3.3 If the transaction involved a securities lending arrangement, state that fact

Not applicable.

3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report

Immediately prior to the acquisition of the Purchased Shares that triggered the requirement to file this report, neither MMJ nor its wholly-owned subsidiary Phyto UK, had beneficial ownership of, or control and direction over, any Common Shares.

Immediately following the acquisition of the Purchased Shares: (i) MMJ directly acquired 11,758,671 Common Shares, representing 13.2% of the issued and outstanding Common Shares (being 88,953,992 Common Shares); and (ii) MMJ, through its wholly-owned subsidiary Phyto

UK, acquired beneficial ownership of, or control and direction over, 41,574,662 Common Shares, representing approximately 46.7% of the issued and outstanding Common Shares.

3.5 *Designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which*

(a) *the offeror, either alone or together with any joint actors, has ownership and control;*

See Item 2.2 and Item 2.3 above.

(b) *the offeror, either alone or together with any joint actors, has ownership but control is held by other persons or companies other than the offeror or any joint actor;*

Not applicable.

(c) *the offeror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.*

Not applicable.

3.6 *If the acquirer or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.*

Not applicable.

3.7 *If the acquirer or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.*

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

3.8 *If the acquirer or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquirer's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.*

Not applicable.

4. *Consideration Paid*

4.1 *The value, in Canadian dollars, or any consideration paid or received per security and in total*

See Item 2.2 above.

- 4.2 *In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that representing a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or required by the acquiror*

See Item 1.2 and Item 2.2 above.

- 4.3 *If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition*

Not applicable.

5. Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer

MMJ acquired the Share Consideration for investment purposes. MMJ has no current intention of increasing its ownership of, or control or direction over, additional securities of the Issuer. MMJ reviews its holdings from time to time and may increase or decrease its position as future circumstances may dictate.

6. Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

General nature and the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Not applicable.

7. Change in Material Fact

Description of any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities

Not applicable.

8. Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable.

9. Certification

I, as the acquiror, certify, or I, as the agent filing the report on behalf of an acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.