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ASX RELEASE

20 September 2018

Fire & Flower proposes to list on the TSX-V

MMJ PhytoTech Limited (ASX: MMJ) ("MMJ") is pleased to note the attached announcement confirming that Fire & Flower Inc. ("Fire & Flower") proposes to list on the TSX Venture Exchange ("TSX-V") by way of a reverse takeover transaction.

MMJ has CAD\$1 million invested in Fire & Flower.

Investor and Media Enquiries

Jason Conroy
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About MMJ

MMJ is a global cannabis investment company. MMJ owns a portfolio of minority investments and aims to invest across the full range of emerging cannabis-related sectors including healthcare, technology, infrastructure, logistics, processing, cultivation, equipment and retail. For MMJ's latest investor presentation and news, please visit: <https://www.mmjphytotech.com.au/investors/>

CINAPORT ACQUISITION CORP. II ANNOUNCES PROPOSED QUALIFYING TRANSACTION WITH FIRE & FLOWER INC.

Toronto, Ontario, September 13, 2018 – Cinaport Acquisition Corp. II (CPQ.P: TSX-V) (the “**Company**”), a capital pool company listed on the NEX board of the TSX Venture Exchange (the “**Exchange**”), is pleased to announce that it has entered into a binding letter of intent (the “**LOI**”) dated September 12, 2018 with Fire & Flower Inc. (“**Fire & Flower**”), a corporation existing under the laws of Canada and an independent cannabis retail company that will operate in provinces in which private retail of cannabis will be permitted on October 17, 2018. The LOI outlines the principal terms and conditions pursuant to which the Company and Fire & Flower intend to complete a transaction that will result in a reverse takeover of the Company by the shareholders of Fire & Flower. The transaction will constitute the Company’s Qualifying Transaction (the “**Qualifying Transaction**”) under the policies of the Exchange.

In connection with the announcement of the LOI, which is deemed an Agreement in Principle for the Qualifying Transaction, trading in the common shares of the Company has been halted pursuant to the policies of the Exchange. Trading will remain halted until, among other things, the Company completes certain regulatory filings in connection with the Qualifying Transaction with the Exchange and the Exchange has completed any preliminary background searches on the proposed new insiders of the Company it considers necessary or advisable.

Terms of the Qualifying Transaction

Pursuant to the terms of the LOI, the Company will acquire all of the issued and outstanding shares of Fire & Flower by way of an amalgamation between Fire & Flower and a subsidiary of the Company to be formed, with the amalgamated entity becoming a direct, wholly-owned subsidiary of the Company. In consideration, the shareholders of Fire & Flower will receive common shares in the capital of the Company. However, it is agreed by both parties that the proposed structure may be revised to accommodate tax considerations, accounting treatments and applicable legal and regulatory requirements.

As of the date hereof, the number of common shares of the Company to be issued to shareholders of Fire & Flower remains subject to the final valuation of Fire & Flower, which is expected to be based on a private placement to be undertaken by Fire & Flower concurrently with the Qualifying Transaction. The parties have agreed on the valuation of the Company for the purposes of the Qualifying Transaction and the ownership ratio for the respective shareholders of the Company and Fire & Flower upon closing of the Qualifying Transaction will be subject to the final valuation of Fire & Flower.

Closing of the Qualifying Transaction is subject to completion and execution of all definitive transaction documents (including accuracy of representations and warranties, compliance of covenants and satisfaction of customary conditions) and receipt of all requisite approvals and consents for the Qualifying Transaction including (i) approval by the Exchange for the Qualifying Transaction and the proposed new insiders of the Company, (ii) approval by the board of directors of each of Fire & Flower and the Company, and (iii) approval by the shareholders of Fire & Flower.

About Fire & Flower Inc.

Fire & Flower is an independent retail chain that will offer cannabis products and accessories to the adult-use market in provinces where retail cannabis is legal upon the coming into force of Bill

C-45 *An Act respecting cannabis and to amend the Controlled Drugs and Substances Act, the Criminal Code and other Acts* (the “**Cannabis Act**”) which is expected on October 17, 2018. Fire & Flower was founded by leading legal cannabis entrepreneurs in Canada, with over 60 years of combined experience in launching premium, successful business with extensive experience in the legal cannabis space.

Fire & Flower was incorporated under the *Canada Business Corporation Act* on March 17, 2017 and has since built its operations in anticipation of the Cannabis Act coming into force.

Subject to receipt of all applicable permits and licences, Fire & Flower intends to operate in British Columbia, Alberta, Saskatchewan, Manitoba, Ontario and other provinces and territories that allow for the private sale of retail cannabis.

Directors, Officers and Other Insiders of the Resulting Issuer

The directors and officers of the Company upon completion of the Qualifying Transaction will be determined at a later date at which time a further news release will be issued in accordance with the policies of the Exchange.

Shareholder Approval

The proposed Qualifying Transaction is not a “Non-Arm’s Length Qualifying Transaction” within the meaning of Policy 2.4 of the Exchange and, as such, shareholder approval is not required to approve the proposed Qualifying Transaction. No Insider, promoter or Control Person (as such terms are defined in the policies of the Exchange) of the Company has any interest in Fire & Flower prior to giving effect to the Qualifying Transaction other than: Avi Grewal, the CEO and a director of the Company, currently owns 485,430 common shares of Fire & Flower, representing approximately 0.6% of the total issued and outstanding common shares of Fire & Flower (or 0.33% on a fully diluted basis); Donald Wright, the Chairman of the Company, currently owns 970,870 common shares of Fire & Flower, representing approximately 1.27% of the total issued and outstanding common shares of Fire & Flower (or 0.66% on a fully diluted basis); and John O’Sullivan, a director of the Company, currently owns 2,669,900 common shares of Fire & Flower, representing approximately 3.48% of the total issued and outstanding common shares of Fire & Flower (or 1.82% on a fully diluted basis). In addition to the foregoing, Cinaport Capital Inc., an affiliate of the Company, currently owns 173,913 warrants of Fire & Flower exercisable at a price of \$1.15 per share for a term of one year, representing 0.07% of the common shares of Fire & Flower on a fully diluted basis. Each of Mr. Grewal, Mr. Wright and Mr. O’Sullivan currently owns 33.33% of the issued and outstanding common shares of Cinaport Capital Inc. Due to Mr. Grewal, Mr. Wright and Mr. O’Sullivan’s limited involvement with Fire & Flower, they are not “Non-Arms Length Parties” or “Insiders” of Fire & Flower within the meanings of such terms under the Exchange policies and the applicable securities laws.

Notwithstanding the foregoing, the Exchange may impose conditions on its approval for the Qualifying Transaction which may require shareholder approval. Under the terms of the LOI, Fire & Flower may also require the Company to seek shareholder approval to change its name prior to closing of the Qualifying Transaction. In addition, the Company may be required to consolidate its common shares which would also require shareholder approval. Therefore, the Company intends to hold a special shareholders’ meeting to approve all such matters in connection with the Qualifying Transaction that would require shareholder approval.

Sponsorship

Sponsorship of a qualifying transaction of a Capital Pool Company is required by the Exchange unless exempt in accordance with the Exchange policies. The Company is currently reviewing the requirements for sponsorship and may apply for an exemption from the sponsorship requirements pursuant to the Exchange policies. However, there is no assurance that the Company will obtain this exemption.

The Company will issue additional press releases related to the Qualifying Transaction and other material information as it becomes available.

For more information, please contact:

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Completion of the Qualifying Transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and, if applicable, pursuant to Exchange requirements, majority of the minority shareholder approval. Where applicable, the Qualifying Transaction cannot close until the required approval is obtained. There can be no assurance that the Qualifying Transaction will be completed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the Qualifying Transaction, any information released or received with respect to the Qualifying Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.

The TSX Venture Exchange Inc. has in no way passed upon the merits of the proposed Qualifying Transaction and has neither approved nor disapproved the contents of this press release.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION: This news release includes certain "forward-looking statements" under applicable Canadian securities legislation. Forward-looking statements include, but are not limited to, statements with respect to: the terms and conditions of the proposed Qualifying Transaction; the terms and conditions of the proposed Private Placement; use of funds; and the business and operations of the Resulting Issuer after completion of the proposed Qualifying Transaction. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties, and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking statements. Such factors include, but are not limited to: general business, economic, competitive, political and social uncertainties; delay or failure to receive board, shareholder or regulatory approvals; and the results of operations. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Company and Fire & Flower disclaim any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

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