

ASX RELEASE

30 June 2020

Embark Health – Investment Update

MMJ Group Holdings Limited (ASX:MMJ) ("MMJ"), is an Australian-listed company that specialises in managing a portfolio of investments along the cannabis value-chain in Australia, Canada and Europe.

Embark Health Update

In the attached release Embark Health Inc. ("Embark" or the "Company") announced that they have entered into a binding letter of intent dated June 29, 2020 with Mesa Exploration Corp. (TSXV: MSA) ("Mesa" or the "Company"), pursuant to which Mesa and Embark intend to complete a business combination or other similarly structured transaction which will constitute a reverse take-over of Mesa (the "Transaction"). A comprehensive news release will be issued by Mesa and Embark setting out the terms of the Transaction, which shall include information about Mesa upon closing of the Transaction and the proposed financing of Embark in connection with the Transaction (the "Concurrent Financing").

MMJ has a minority holding in Embark (refer below).

MMJ will update its investors as additional information regarding the Transaction is released to Embark shareholders.

Further detail on the operations of Embark Health may be found on the MMJ website www.mmjgh.com.au/portfolio/.

MMJ's investment in Embark Health

MMJ was a foundation investor in Embark Health in July 2018 – the investment now comprises:

- i. 3.425m ordinary shares (approximately 12.7% shareholding) in Embark Health with a book value of CAD2.40 per share.
- ii. Warrants that provide the option for MMJ to acquire a further 1.0m shares at CAD1.75 each up with maturity date of two years after a Liquidity Event¹.
- iii. Warrants that provide the option for MMJ to acquire a further 1.2m shares at CAD1.20² each up with maturity date of two years after a Liquidity Event.
- iv. Warrants that provide the option for MMJ to acquire a further 1.125m shares at CAD4.80 each up with maturity date of two years after a Liquidity Event.
- v. MMJ had generated a total return³ of 2 times on its investment.

Investor and Media Enquiries

Announcement authorised for release to ASX by:
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¹ A Liquidity event is an initial public offering or a material sale event

² Exercise price has based on MMJ book value of CAD2.40 per share

³ The return comprises all cash income, sale proceeds, accrued income and fair value of investment at date of calculation

About MMJ

MMJ is a global cannabis investment company (ABN 91 601 236 417). 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.mmjgh.com.au/investors/>

Important Notice

This announcement contains reference to certain intentions, expectations, future plans, strategy and prospects of MMJ. Those intentions, expectations, future plans, strategy and prospects may or may not be achieved. They are based on certain assumptions, which may not be met or on which views may differ and may be affected by known and unknown risks. The performance and operations of MMJ may be influenced by a number of factors, many of which are outside the control of MMJ. No representation or warranty, express or implied, is made by MMJ, or any of its directors, officers, employees, advisers or agents that any intentions, expectations or plans will be achieved either totally or partially or that any particular rate of return will be achieved. Given the risks and uncertainties that may cause MMJ's actual future results, performance or achievements to be materially different from those expected, planned or intended, recipients should not place undue reliance on these intentions, expectations, future plans, strategy and prospects. MMJ does not warrant or represent that the actual results, performance or achievements will be as expected, planned or intended. Nothing in this material should be construed as either an offer to sell or a solicitation of an offer to buy or sell securities. It does not include all available information and should not be used in isolation as a basis to invest in MMJ. This document does not constitute any part of any offer to sell, or the solicitation of an offer to buy, any securities in the United States or to, or for the account or benefit of any "US person" as defined in Regulation S under the US Securities Act of 1993 ("Securities Act"). MMJ's shares have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold in the United States or to any US person without being so registered or pursuant to an exemption from registration including an exemption for qualified institutional buyers.

Glossary

ABBREVIATION	Definition
AUD	means Australian dollars.
AASB	Australian Accounting Standards Board.
ACMPR	means Access to Cannabis for Medical Purposes Regulations.
ASX	means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.
ASX Listing Rules	means the Listing Rules of ASX.
B2B	Business to business
CAD	means Canadian dollars.
CBD	means Cannabidiol (CBD) is a crystalline, nonintoxicating cannabinoid in cannabis and hemp.
CBG	means Cannabigerol is the non-acidic form of cannabigerolic acid, the parent molecule from which other cannabinoids are synthesized.
Company or MMJ	means MMJ Group Holdings Limited (ACN 601 236 417).
EBITDA	means Earnings before Interest, Tax, Depreciation and Amortisation.
GMP	GMP stands for Good Manufacturing Practices and refers to a system of manufacturing that guarantees reproducibility of product quality to set specifications.
LPs	Canada's Licensed Producers of Cannabis Products
M	means million
MMPR	means Marihuana for Medical Purposes Regulation
MOIC	means multiple on invested capital
NTA	means net tangible assets.
Option	means an option to acquire a Share usually at predetermined price.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a registered holder of a Share.
THC	means THC is the principal psychoactive constituent of cannabis
TSXV	Toronto Stock Exchange Venture
Warrant	means an option to acquire a Share usually at predetermined price.
WST	means Western Standard Time as observed in Perth, Western Australia.

FOR IMMEDIATE RELEASE
JUNE 29, 2020

Mesa Exploration and Embark Health Announce Proposed Reverse Takeover and Provide General Corporate Update

Toronto, Ontario — (June 29, 2020) – Mesa Exploration Corp. (“Mesa” or the “Company”) and Embark Health Inc. (“Embark”) are pleased to announce that they have entered into a binding letter of intent dated June 29, 2020, pursuant to which Mesa and Embark intend to complete a business combination or other similarly structured transaction which will constitute a reverse take-over of Mesa (the “Transaction”).

About Embark Health

Embark is an emerging leader in cannabis extraction, with a focus on unleashing the full potential of the cannabis plant through scientific approaches to extraction and the production of quality products to enhance everyday life. It is Embark's mandate to pursue the best production processes throughout product innovation and development, manufacturing and take to market lifecycles. The result is premium commercial and consumer extraction products. For more information, please visit www.embarkhealthinc.com.

Mesa Exploration

Mesa was incorporated under the Business Corporations Act (British Columbia) on December 16, 1965. Immediately prior to the closing of the Transaction, it is expected that Mesa will have no commercial operations and no assets other than cash.

The Transaction

There are no relationships between any non-arm's length party of Mesa and Embark or its assets and the Transaction will be an arm's length transaction.

A comprehensive news release will be issued by Mesa and Embark setting out the terms of the Transaction, which shall include information about Mesa upon closing of the Transaction and the proposed financing of Embark in connection with the Transaction (the “Concurrent Financing”).

To provide additional working capital to Mesa to facilitate the Transaction, Mesa intends to complete a non-brokered private placement offering of up to 6,000,000 common shares in the capital of Mesa (the “Mesa Shares”) at a price of \$0.05 per Mesa Share for aggregate gross proceeds of up to \$300,000 (the “Private Placement”).

Change in Officers

Mesa also announces that effective May 21, 2020 Joe Chan, Chief Financial Officer and Corporate Secretary of the Company, has resigned from his positions with the Company to pursue other opportunities. Mesa wishes to thank Mr. Chan for his contributions and efforts and wishes him well in his future endeavours. Mesa is pleased to announce that effective May 28, 2020 the appointment of Don Coons as Chief Financial Officer and Corporate Secretary, to fill the vacancies created by Mr. Chan's resignation.

CAUTIONARY NOTE REGARDING FORWARD LOOKING INFORMATION

This press release contains statements that constitute “forward-looking information” (“forward-looking information”) within the meaning of the applicable Canadian securities legislation. All statements, other than statements of historical fact, are forward-looking information and are based on expectations, estimates and projections as at the date of this news release. Any statement that discusses predictions, expectations, beliefs, plans, projections, objectives, assumptions, future events or performance (often but not always using phrases such as “expects”, or “does not expect”, “is expected”, “anticipates” or “does not anticipate”, “plans”, “budget”, “scheduled”, “forecasts”, “estimates”, “believes” or “intends” or variations of such words and phrases or stating that certain actions, events or results “may” or “could”, “would”, “might” or “will” be taken to occur or be achieved) are not statements of historical fact and may be forward-looking information. In disclosing the forward-looking information contained in this press release, the Company has made certain assumptions, including that: the Transaction, Concurrent Financing and Private Placement will be completed on acceptable terms or at all; all applicable shareholder, and regulatory approvals for the Transaction will be received. Although the Company believes that the expectations reflected in such forward-looking information are reasonable, it can give no assurance that the expectations of any forward-looking information will prove to be correct. 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 information. Such factors include, but are not limited to: availability of financing; delay or failure to receive board, shareholder or regulatory approvals; and general business, economic, competitive, political and social uncertainties. Accordingly, readers should not place undue reliance on the forward-looking information contained in this press release. Except as required by law, the Company disclaims any intention and assumes no obligation to update or revise any forward-looking information to reflect actual results, whether as a result of new information, future events, changes in assumptions, changes in factors affecting such forward-looking information or otherwise.

For Further Information Contact

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Not for distribution to United States newswire services or for dissemination in the United States. This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

All information provided in this press release relating to Embark has been provided by management of Embark and has not been independently verified by management of the Company. As the date of this press release, the Company has not entered into a definitive agreement with Embark with respect to the Transaction (the "Definitive Agreement"), and readers are cautioned that there can be no assurances that a Definitive Agreement will be executed.

Completion of the Transaction is subject to a number of conditions, including but not limited to, regulatory and shareholder approval. There can be no assurance that the Transaction will be completed as proposed or at all.

embarkhealthinc.com

FORWARD LOOKING STATEMENTS

This news release contains "forward-looking information" within the meaning of applicable securities laws including statements regarding the benefits of the Co-Production Agreement to each of Embark and Volero and the ability to produce cannabis 2.0 products for the Canadian market, the pipeline of Volero product offerings, the ability for Volero to maintain a leading brand position, the ability for Embark to leverage its operations, the ability for Embark and Volero to complete their respective business objectives, the ability for the parties to successfully launch brands and other future developments. Although Embark believes in light of the estimates by management, current conditions and expected future developments and other factors, that the expectations reflected in this forward-looking information are reasonable, undue reliance should not be placed on them. Accordingly, Embark can give no

assurance that they will prove to be correct. Actual results and developments may differ materially from those contemplated by these statements depending on, among other things, changes in economic conditions or financial markets; regulatory delays; increases in costs; litigation; legislative, environmental and other judicial, regulatory, political and competitive developments; and technological or operational difficulties. This list is not exhaustive of the factors that may affect our forward-looking information. The statements in this press release are made as of the date of this release. The Company assumes no obligation to update the forward-looking statements, or to update the reasons why actual results could differ from those reflected in the forward-looking statements unless and until required by securities laws applicable to the Company.