



## HIGH HAMPTON ANNOUNCES ACQUISITION OF COACHELLAGRO CORP. AND \$5 MILLION CONCURRENT FINANCING

*\*THIS NEWS RELEASE IS NOT FOR DISSEMINATION IN THE UNITED STATES\**

**Vancouver, British Columbia** – February 6, 2017 – High Hampton Holdings Corp. (CSE: HC) (“**High Hampton**” or the “**Company**”) is pleased to announce it has entered into a letter of intent (“**LOI**”), effective January 25, 2017, with CoachellaGro Corp. (“**CoachellaGro**”) which contemplates an acquisition of all of the common shares of CoachellaGro in exchange for the issuance of common shares of the Company, as described below (the “**Acquisition**”). Completion of the Acquisition would result in a fundamental change under the policies of the Canadian Securities Exchange (the “**Exchange**”).

CoachellaGro is a California corporation focused on the development of its 10.8 acre property (the “**Property**”) situated in the proposed cannabis industrial park located in Coachella, California, USA. Coachellagro is in the process of receiving a conditional use permit for development of a full-service production facility in order to serve third party state licensed medical marijuana operators. The City of Coachella has been progressive in setting up city ordinance that sets aside 90 acres within which will be a legal framework for the cultivation, production, extraction and transportation of cannabis. The complex is intended to contain all the necessary; security, infrastructure, equipment, labour and skilled management, supplies and ancillary services for a closed loop production process flow.

In consideration for all of the issued shares of Coachellagro, the shareholders will receive 6,000,000 shares in the capital of High Hampton (the “**High Hampton Shares**”) at a deemed price of \$0.50 per share (the “**Share Exchange**”) on a pro rata and post-consolidated basis. High Hampton will complete a consolidation on a ratio of 5:1 immediately prior closing the (“**Consolidation**”) resulting in there being 9,232,648 Shares issued and outstanding.

In connection with the signing of the LOI, High Hampton shall extend to Coachellagro a secured loan or series of loans, bearing interest at 1% per annum compounded monthly, in the amount of US\$1,900,000 or equivalent value in Canadian funds (the “**Loan**”), of which US\$1,030,000 has been advanced to date on a secured basis. All outstanding obligations under the Loan will mature and be due and payable on the date that is 6 months from the initial closing of the Loan, unless accelerated due to termination of the LOI. The security for the Loan will be a general security interest against all present and future-acquired assets of Coachellagro and a priority Deed of Trust in the Property, which Deed of Trust shall be duly recorded in the applicable land records office in the appropriate county located in the State of California.

In connection with the transaction, High Hampton will undertake a concurrent financing (the “**Concurrent Financing**”) of units for gross proceeds of \$5,000,000 at a price of \$0.50 per unit following the Consolidation. High Hampton intends to use the proceeds of the Concurrent Financing to finance the acquisition of the Property and further development within the Coachella business park and to fund general working capital expenses. Any securities issued in connection with the Concurrent Financing will be subject to a four-month-and-one-day statutory hold period pursuant to applicable securities laws.

On closing of the Acquisition, it is anticipated that, among other changes:

- The board of directors of High Hampton will be reconstituted such that it will be comprised of five members, two of whom shall be designated by CoachellaGro, and the other three directors shall be designated by High Hampton. The chairman of the Board will be designated by High Hampton.
- The following individuals will become management of High Hampton:
  - Richard Polanco to act as CEO and Director;
  - Rukie Liyanage to act as CFO;
  - David Bernard to act as VP Business Development; and

The completion of the Acquisition is subject to a number of conditions, including, but not limited to, the execution of a definitive agreement; completion of satisfactory due diligence, including the delivery and satisfactory review of the audited financial statements of CoachellaGro; completion of the Concurrent Financing; and the approval of the transaction by the Exchange, and the boards of directors of each of High Hampton and CoachellaGro.

In connection with the successful completion of the Acquisition, a finder's fee will be paid to an arm's-length party subject to the approval of the Exchange. There can be no assurance that the Acquisition will be completed as proposed, or at all.

#### ***About CoachellaGro Corp.***

Headed by Richard Polanco, former California State Senate Majority Leader, CoachellaGro intends to capitalize on the increased State level regulation of the medical marijuana and cannabis cultivation industries and leverage the progressive ordinances of the City of Coachella. CoachellaGro will utilize a leaseback model whereby successful applications will execute a lease agreement with CoachellaGro with a revenue share calculated as percentage of all revenue generated from the unit, and charged to the user as a monthly service usage fee. Type 3A licensed operators (cultivators – which represent 95% of the total available occupancy space), will pay CoachellaGro Corp. with monthly rent for each 10,000 sq ft facility as a base rate. As an added service fee, each Type 3A licensed tenant will be charged a processing fee for the mandatory use of environmental controlled product curation rooms and the vaulted storage in the unit. This processing fee will be calculated as a flat rate in the unit and will be charged to the tenant as a monthly management service fee.

On behalf of the Board of Directors,

#### **HIGH HAMPTON HOLDINGS CORP.**

Brendan Purdy  
CEO, Director

*Completion of the transaction is subject to a number of conditions, including due diligence; execution of definitive documentation, including a definitive agreement; regulatory approval, including exchange acceptance; and disinterested shareholder approval. The transaction cannot close until the required regulatory and shareholder approvals are obtained. There can be no assurance that the transaction will be completed as proposed or at all.*

*Investors are cautioned that, except as disclosed in the disclosure document to be prepared in connection with the transaction, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon. Trading in the securities of the company should be considered highly speculative.*

*The Canadian Securities Exchange has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.*