

THIS PRESS RELEASE IS NOT FOR PUBLICATION OR DISSEMINATION IN THE UNITED STATES. FAILURE TO COMPLY WITH THIS RESTRICTION MAY CONSTITUTE A VIOLATION OF UNITED STATES SECURITIES LAW.

Cannabis One Holdings Inc. (formerly Metropolitan Energy Corp.) Announces Successful Completion of Business Combination and Commencement of Trading on the Canadian Securities Exchange on February 26, 2019 under Ticker Symbol "CBIS"

February 26, 2019

VANCOUVER, BRITISH COLUMBIA and **DENVER, COLORADO** – Cannabis One Holdings Inc. (formerly Metropolitan Energy Corp.) (TSXV: MOE.H) ("Cannabis One") is pleased to announce that it has successfully completed the business combination with Bertram Capital Finance, Inc. ("Bertram") first announced on October 17, 2018 (the "Business Combination").

In connection with the closing of the Business Combination, Cannabis One has de-listed its common shares from the NEX Board of the TSX Venture Exchange effective at the close of business on February 26, 2019, which securities shall remain halted from trading until de-listing has occurred, and anticipates commencement of trading under the ticker "CBIS" today on the Canadian Securities Exchange ("CSE") during normal market hours of its Class A subordinate voting shares ("Subordinate Voting Shares").

Pursuant to the Business Combination, Cannabis One indirectly acquired, through its wholly-owned subsidiary incorporated in the State of Colorado, all of the issued and outstanding securities of Bertram in exchange for newly created Subordinate Voting Shares or Class B super voting shares ("Super Voting Shares"), as applicable, in the capital of Cannabis One. Bertram is now a wholly-owned subsidiary of Cannabis One.

The closing of the Business Combination is expected to provide Cannabis One with greater access to capital markets so as to be in a better position to obtain the financing required to undertake the business objectives of Bertram, improve liquidity for the shareholders of Cannabis One as a result of the combined market capitalization of both Bertram and Cannabis One and to procure the assistance of a management team who has experience in the cannabis industry and significant relationships with key sector investors and analysts.

Further details of the Business Combination are included in the CSE Form 2A Listing Statement filed by Cannabis One on SEDAR at www.sedar.com. Further information about the business and operations of Cannabis One are available at the following website: www.cannabisone.life.

Further to the press release of Cannabis One dated February 22, 2019, the board of directors of Cannabis One has determined to distribute the securities issuable to former holders of common shares in the capital of Cannabis One ("Common Shares") by way of a "push-out". The holders of Common Shares of record at the close of business on February 22, 2019 shall receive from Cannabis One's transfer agent either: (i) one

Subordinate Voting Share for each one Common Share held; or (ii) one Super Voting Share for each ten Common Shares held, based on their residency.

Following closing of the Business Combination, Cannabis One granted 4,900,000 incentive stock options, exercisable at CAD\$0.60 per stock option (the "**Exercise Price**"), to board members and employees of Cannabis One. Each stock option, upon payment of the Exercise Price, shall be exercisable to receive one Subordinate Voting Share. All stock options are exercisable for a period of 5 years, subject to any earlier termination in accordance with their terms, and vest as to $\frac{1}{3}$ on the date of issuance, $\frac{1}{3}$ on the first anniversary of the date of issuance and $\frac{1}{3}$ on the second anniversary of the date of issuance.

Forward-Looking Information & Statements

Certain statements contained in this press release constitute forward-looking information. These statements relate to future events or future performance. The use of any of the words "anticipate", "could", "intend", "expect", "believe", "will", "projected", "estimated" and similar expressions and statements relating to matters that are not historical facts are intended to identify forward-looking information and are based on the parties' current belief or assumptions as to the outcome and timing of such future events. Actual future results may differ materially.

The forward-looking information contained in this release is made as of the date hereof and the parties are not obligated to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable securities laws. Because of the risks, uncertainties and assumptions contained herein, investors should not place undue reliance on forward looking information. The foregoing statements expressly qualify any forward-looking information contained herein.

This press 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. Not for distribution to U.S. Newswire Services or for dissemination in the United States. Any failure to comply with this restriction may constitute a violation of U.S. securities laws.

Unlike in Canada which has Federal legislation uniformly governing the cultivation, distribution, sale and possession of medical cannabis under the Cannabis Act (Federal), readers are cautioned that in the U.S., cannabis is largely regulated at the State level. To the knowledge of Cannabis One, there are to date a total of 33 states, plus the District of Columbia, that have legalized cannabis in some form. Notwithstanding the permissive regulatory environment of medical cannabis at the State level, cannabis continues to be categorized as a controlled substance under the Controlled Substances Act in the U.S. and as such, cannabis-related practices or activities, including without limitation, the manufacture, importation, possession, use or distribution of cannabis are illegal under U.S. Federal law. Strict compliance with State laws with respect to cannabis will neither absolve Cannabis One of liability under the U.S. Federal law, nor will it provide a defense to any Federal proceeding, which may be brought against Cannabis One. Any such proceedings brought against Cannabis One may adversely affect its operations and financial performance.