

News Release for Early Warning Report Regarding Cannabis One Holdings Inc. (formerly Metropolitan Energy Corp.)

February 26, 2019

VANCOUVER, BRITISH COLUMBIA – Patrick J. Rinker of 821 22nd Street, Denver, Colorado, 80205 (the "**Acquiror**") today announced that on February 25, 2019, he acquired ownership of 735,895 Super Voting Shares (as defined below) in the capital of Cannabis One Holdings Inc. (formerly Metropolitan Energy Corp.) ("**Cannabis One**"), a company with a head and registered office located at Suite 610, 700 West Pender Street, Vancouver, British Columbia, Canada and trading on the Canadian Securities Exchange under the symbol "**CBIS**". The deemed acquisition price of each such share was C\$2.60 for an aggregate acquisition price of approximately C\$1,913,327.

The Acquiror Shares (as defined below) were issued to the Acquiror in connection with the closing of the business combination between Bertram Capital Finance, Inc. ("**Bertram**") and Cannabis One effective February 25, 2019 (the "**Business Combination**"). Pursuant to the Business Combination, Cannabis One indirectly acquired all of the issued and outstanding equity securities of Bertram by: (a) exchanging newly created Class A subordinate voting shares in the capital of Cannabis One (the "**Subordinate Voting Shares**") to holders of common stock in the capital of Bertram (the "**Bertram Common Shares**") who are not resident in the United States on a one-for-one basis; and (b) by exchanging newly created Class B super voting shares in the capital of Cannabis One (the "**Super Voting Shares**") to holders of Bertram Common Shares who are resident in the United States on the basis of ten (10) Bertram Common Shares for every one (1) Super Voting Share.

Prior to the Business Combination, the Acquiror, a United States resident, owned, directly or indirectly, or exercised control or direction over 7,358,950 Bertram Common Shares and no convertible securities of Bertram. Prior to the Business Combination, the Acquiror did not own, directly or indirectly, or exercise control or direction over any securities of Cannabis One. In connection with the closing of the Business Combination, the Acquiror was issued the 735,895 Super Voting Shares (the "**Acquiror Shares**") in exchange for the Bertram Common Shares held by the Acquiror.

The Acquiror Shares represent approximately 10.03% of the issued and outstanding shares of Cannabis One on a non-diluted basis (assuming that all of the Super Voting Shares (inclusive of the Acquiror Shares) have been converted into Subordinate Voting Shares) and approximately 7.88% of the issued and outstanding shares of Cannabis One on a fully-diluted basis (assuming that all of the Super Voting Shares (inclusive of the Acquiror Shares) have been converted into Subordinate Voting Shares and all of the convertible securities of Cannabis One have also been converted into Subordinate Voting Shares).

The initial acquisition by the Acquiror of the 7,358,950 Bertram Common Shares was made for investment purposes. In accordance with applicable securities laws, the Acquiror may, from time to time and at any time, acquire additional shares and/or other equity, debt or other securities or instruments of Cannabis One in the open market or otherwise and the Acquiror reserves the right to dispose of any or all of such securities in the open market or otherwise at any time and from time to time and to engage in similar transactions with respect to such securities subject to market conditions and the business, operations and prospects of Cannabis One together with other relevant factors.

This press release is issued pursuant to National Instrument 62-103 – *The Early Warning System and Related Take-Over Bid and Insider Reporting Issues*, which requires a report to be filed on SEDAR (www.sedar.com) containing additional information with respect to the foregoing matters. Further information and a copy of this report may be obtained by contacting theresa@cannabis.life.