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Cannabis One Holdings Inc. Announces Retraction of Acceleration of Warrant Expiry Date and Appointment of New Board Member

VANCOUVER, BRITISH COLUMBIA and DENVER, COLORADO – June 14, 2019 – **Cannabis One Holdings Inc. (CSE: CBIS)** ("**Cannabis One**", "**CBIS**", or the "**Company**"), an emerging, premier "House of Brands" in North America, is today announcing that, further to the Company's press release, dated May 27, 2019, Cannabis One is retracting its previously announced acceleration notice of certain Class "A" subordinate voting share ("**SUB Share**") and certain Class "B" super voting share ("**SVS Share**") purchase warrants (the "**Warrants**"), effective June 14, 2019, which were assumed by the Company pursuant to the acquisition of Bertram Capital Finance Inc. and announces the appointment of Frank Sur to the Company's Board of Directors.

Retraction of Discretionary Warrant Acceleration

In respect of the Company's decision to immediately retract the acceleration notice, Cannabis One Chief Executive Officer, Jeffery Mascio, commented, "Cannabis One is currently taking all steps necessary to correct the regrettable decision to accelerate the expiry date of the applicable warrants, beginning with the reversal of this action, to restore the trust and support of all shareholders. Without indulging speculation, Cannabis One received poor capital markets advice from a newly introduced financial advisor that insisted on a reduction in future dilutive securities to better facilitate additional capital raises moving forward. Instead of then assisting the Company with raising capital, Cannabis One later learned that this advisor improperly facilitated a syndicate of structured short selling that clearly impacted the trading price of Cannabis One's listed shares, which naturally resulted in the immediate termination of this relationship."

Mr. Mascio continued, "Cannabis One has experienced considerable growth since its public listing and has every intention to increase this velocity through the organic growth of its existing brands and through the continued execution of acquisitions. It is important to note that, with over 17 acquisitions in our immediate pipeline, the Company will continue to increase its actual revenues and still anticipates facilitating the growth necessary to achieve management target of over US\$100 million in annualized run rate revenue (resulting in management estimated forward looking EBITDA projected to be approximately US\$15 million to US\$20 million) by the end of December 2019. That will be an exciting entrance point to 2020."

The Warrants are still governed by two warrant indentures each dated February 25, 2019 between the Company and Odyssey Trust Company (the "**Warrant Indentures**"). Pursuant to the terms of the Warrant Indentures, the Warrants are either exercisable to purchase: (a) SUB Shares for C\$0.50 or SVS Shares for C\$5.00; or (b) SUB Shares for C\$0.75 or SVS Shares for C\$7.50. The only effect of this reversal of the acceleration notice is that these Warrants and each respective Warrant Indenture will continue in accordance with their original terms. As originally intended, for the benefit of the investors who have supported the Company since its inception, these Warrants will continue to expire on October 17, 2020 unless exercised earlier in accordance with their terms.

The Company recognizes the unwavering support of its early investors and is taking this action to, in turn, show its own recognition of the value of these critical shareholder relationships. To be clear, it is now the intention of the Company to reinstate all of the Warrants that have already been exercised in accordance with their original terms and to proceed to return any shares issued accordingly to treasury. The Company would like to thank so many of its dedicated investors for demonstrating their commitment to the Company by exercising their Warrants but is now retracting its acceleration notice.

Board of Directors Resignation and Appointment

The Company further announces that it has accepted the resignation of Bernard Radochonski from the Company's Board of Directors, effective immediately. The Company acknowledges Mr. Radochonski for his contributions as a significant shareholder and early supporter of Cannabis One and wishes him the best with his future endeavours.

The Company is pleased to announce the appointment of Frank Sur to the Board of Directors of the Company. Mr. Sur is a partner with Gowling WLG, an international law firm with more than 1,400 lawyers worldwide. Mr. Sur has been practicing in the areas of mergers and acquisitions, corporate finance and commercial law for nearly 15 years and has extensive experience in cross border transactions in various sectors, including cannabis. Mr. Sur has been recognized in the Canadian Legal Lexpert Directory during the last three consecutive years as a "Repeatedly Recommended" lawyer in Corporate Mid-Market transactions and brings valuable experience and insight to the Board of Directors of the Company.

About Cannabis One

IF WE BRAND IT, THEY WILL COME – Cannabis One Holdings Inc. (CSE: CBIS) is focused on aggregating and optimizing popular cannabis brands throughout North America. With its unique, franchise-ready retail brand, The Joint™, and through targeted acquisition and partnership opportunities, Cannabis One intends to become the premier, globally-recognized, "House of Brands", holding a client portfolio of award-winning products with an extensive market footprint. Through the Company's The Joint™ retail concept, Cannabis One intends to leverage the consumer and brand data harvested from its retail locations to bring data-driven analytics to an emerging, branded industry. For consumers, Cannabis One desires to become the definitive source for unparalleled product selection and renowned service in an otherwise fragmented market.

Disclaimer and Forward-Looking Information

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", "potential", "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. These statements are only predictions. Readers are cautioned that the assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be imprecise and, as such, undue reliance should not be placed on forward-looking statements. The Company assumes no obligation to update forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable law.

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.

To the extent any forward-looking information in this press release constitutes "future-oriented financial information" or "financial outlooks" within the meaning of applicable Canadian securities laws, such information is being provided to demonstrate the anticipated product sales of the Company and the reader is cautioned that this information may not be appropriate for any other purpose and the reader should not place undue reliance on such future-oriented financial information and financial outlooks. Future-oriented financial information and financial outlooks, as with forward-looking information generally, are, without limitation, based on the assumptions and subject to the risks set out above under the heading "Disclaimer and Forward-Looking Information".

"EBITDA" (earnings before interest, tax, depreciation and amortization) does not have any standardized meaning as prescribed by International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board, and, therefore, are considered non-GAAP measures and may not be comparable to similar measures presented by other issuers. Cannabis One believes the non-GAAP measure of "EBITDA", combined with IFRS measures, such as revenue and net loss, are useful measures to its shareholders as management relies on such measures to provide insight into future operations. Readers are cautioned, however, that "EBITDA" should not be construed as an alternative to financial measures determined in accordance with GAAP or IFRS as an indicator of the Company's financial performance. Readers are also advised that while Cannabis One realizes certain revenue through long-term service arrangements with its client brands, current state regulatory restrictions and U.S. federal restrictions may prevent Cannabis One from consolidating the financial results of such brands.

Cannabis is legal in certain States in the United States ("U.S."), however cannabis remains illegal under U.S. federal laws. Cannabis One intends to conduct its U.S. cannabis operations in a manner consistent with the applicable State laws and in compliance with regulatory and licensing requirements applicable in the applicable State. However, the readers should be aware that any change in federal guidance on enforcement actions could adversely affect Cannabis One's ability to access private and public capital required in order to support continuing operations and its ability to operate in the U.S.

Unlike in Canada which has Federal legislation uniformly governing the cultivation, distribution, sale and possession of 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 materially adversely affect its operations and financial performance in the U.S. market.

This press release is not an offer of the securities for sale in the United States. The securities may not be offered or sold in the United States absent registration or an available exemption from the registration requirements of the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") and applicable U.S.

state securities laws. The Company will not make any public offering of the securities in the United States. The securities have not been and will not be registered under the U.S. Securities Act.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities, in any jurisdiction in which such offer, solicitation or sale would be unlawful.

Further Information: For investment inquiries, please contact Scott Koyich, Investor Relations at Scott@briscocapital.com or (403) 619-2200.

Related Links

www.cannabisone.life