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Cannabis One Holdings Inc. Announces Closing of Non-Brokered Private Placement

VANCOUVER, BRITISH COLUMBIA and DENVER, COLORADO – September 3, 2019 – **Cannabis One Holdings Inc. (CSE: CBIS)** ("**Cannabis One**", "**CBIS**", or the "**Company**"), an emerging premier "House of Brands" in North America, is pleased to announce that it has closed a non-brokered private placement (the "**Offering**") of 2,287,500 subordinate voting units of the Company (each, a "**SUB Unit**"), priced at C\$0.40 per SUB Unit, and 136,499 super voting units of the Company (each, a "**SVS Unit**"), priced at C\$4.00 per SVS Unit, for aggregate gross proceeds of approximately C\$1.461 million.

Each SUB Unit consists of one subordinate voting share of the Company (a "**SUB Share**") and one SUB Share purchase warrant (a "**SUB Warrant**") entitling the holder thereof to acquire one SUB Share at an exercise price of C\$0.60 per SUB Share for a period of 24 months from the date of issuance. Each SVS Unit consists of one super voting share of the Company (a "**SVS Share**") and one SVS Share purchase warrant (a "**SVS Warrant**") entitling the holder thereof to acquire one SVS Share at any exercise price of C\$6.00 per SVS Share (given that each SVS Share is convertible into ten SUB Shares) for a period of 24 months from the date of issuance.

All securities issued in connection with the Offering are subject to a four month and one day hold period from the date of issuance in accordance with applicable securities laws. A large portion of the Offering was subscribed to by certain existing strategic shareholders of the Company, many of whom invested in the predecessor entities of CBIS. The Company intends to use the proceeds from the Offering to fund general working capital, assist in the closing of certain acquisitions, and fund the expansion of its Colorado and Washington operations.

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. Forward looking statements include, but are not limited to, the intended use of the proceeds under the Offering. 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.

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. 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