

September 12, 2019

Canadian Securities Exchange
220 Bay Street, 9th Floor
Toronto, Ontario, M5J 2W4


Dear Sirs/Mesdames:

Re: Cannabis One Holdings Inc. (the "Company") – Second Tranche Non-Brokered Private Placement of 787,500 SUB Units (the "Private Placement")

The Company hereby confirms the issuance and sale by the Company on September 12, 2019 on a private placement basis of 787,500 subordinate voting units of the Company (each a "**SUB Unit**") at a price of C\$0.40 per SUB Unit. 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.

Sincerely,

CANNABIS ONE HOLDINGS INC.

Per: 

Theresa Mohan
Interim Chief Financial Officer