

CROP SIGNS NON-BINDING LOI TO BE ACQUIRED BY MYM NUTRACEUTICALS

NOVEMBER 7, 2019 - VANCOUVER, BRITISH COLUMBIA - CROP INFRASTRUCTURE CORP. (CSE: CROP) (OTC: CRXPF) (Frankfurt: 2FR) (“CROP” or the “Company”) is pleased to announce that it has signed a non-binding letter of intent (the “LOI”) with MYM Nutraceuticals Inc. (“MYM”), whereby MYM will acquire all of the issued and outstanding common shares of the Company (each, a “Share”) by way of a plan of arrangement under the *Business Corporations Act* (British Columbia) (“BCBCA”), resulting in CROP becoming a wholly-owned subsidiary of MYM (the “Proposed Transaction”).

The LOI provides that CROP and MYM shall negotiate and enter into a definitive agreement in respect of the Proposed Transaction (the “Definitive Agreement”) on or before November 15, 2019. The LOI also contemplates a closing date on or before January 7, 2020.

CROP currently has issued and outstanding 170,698,865 Shares (on an un-diluted basis) and, as of August 31, 2019, MYM had 148,363,629 common shares (each, a “MYM Share”) issued and outstanding (on an un-diluted basis). Under the terms of the LOI, all of these issued and outstanding Shares are to be exchanged for MYM Shares on the basis of approximately 0.0952 of an MYM Share for each Share (the “Exchange Ratio”). The Exchange Ratio implies consideration for each Share at approximately \$0.0229 per Share or \$0.24 per MYM Share, based on the closing price of the MYM Shares on the Canadian Securities Exchange (“CSE”) on November 5, 2019. Although the LOI does not restrict the ability of either company to issue additional shares to third parties outside of the Proposed Transaction, if we assume that no additional shares of either company are to be issued prior to the closing date, there would be 164,620,664 MYM Shares issued and outstanding at the closing of the Proposed Transaction, after adjusting for the MYM Shares issued in the Proposed Transaction. In addition: (i) all outstanding warrants to acquire Shares shall remain outstanding in accordance with their terms; (ii) all outstanding options (whether or not vested) to acquire Shares shall, subject to regulatory approval, be exchanged for options of MYM, exercisable to acquire MYM Shares, subject to adjustment of the number of MYM Shares purchasable thereunder and the exercise price per MYM Share payable thereunder based upon the Exchange Ratio; and (iii) all debentures previously issued by CROP (collectively, the “CROP Debentures”) shall be amended such that they will become obligations of MYM and convertible into MYM Shares at a conversion price to be determined by MYM and the holders of the CROP Debentures on or before November 15, 2019.

Michael Yorke, CEO of CROP said: “As a result of a significant crop loss in September, the Company is not in a position to service its outstanding liabilities and the debt financings associated to maintaining the Company’s assets. MYM’s talented and well capitalized team has proven to be extremely knowledgeable and reliable in helping CROP realign our strategy. CROP was structured to play a passive role in its joint ventures and MYM has an operating team in place to oversee the assets assembled by CROP and the capital to service its debt and get things back on track. We believe that this transaction is in the best interest of our shareholders.”

“The capital markets in the cannabis industry have become complex and demanding,” said Howard Steinberg, CEO of MYM. “We are looking to acquire companies with valuable core assets that are poised to benefit from the restructuring expertise our team can bring, in terms of both capital and management support. We look forward to working closely with the Crop team as we develop a financial and operational plan to enable its assets to flourish in the future.”

“As CROP’s debt obligations to Plaza and associated debenture holders is currently in arrears and the Company is in default, we enthusiastically support the MYM transaction to acquire CROP,” said Jesse Kaplan, Principal of Plaza Capital Advisors. “We have confidence in their deeply talented team and ability to restructure CROP’s distressed assets to make them profitable. We look forward to working with them on this and potentially future restructuring projects.”

In addition, the LOI provides for a binding exclusivity period starting on the date the execution of the LOI until the earlier of: (i) the entry into of the Definitive Agreement; and (ii) the termination of the LOI pursuant to its terms (the “**Exclusivity Period**”). In the event that CROP breaches the exclusivity provisions of the LOI or accepts an alternative offer during the Exclusivity Period, a break fee of \$450,000 shall be payable by CROP to MYM.

The Proposed Transaction is subject to a range of conditions, including, but not limited to: (i) the entry of the Definitive Agreement, in form and substance satisfactory to each of CROP and MYM, which shall include customary terms and conditions (including representations and warranties, covenants, conditions and completion mechanics) for a transaction of its nature; (ii) the directors and officers of CROP, the holders of the CROP Debentures, and certain shareholders owning or exercising control or direction over 5% of more of the outstanding Shares entering into support agreements concurrent with the Definitive Agreement; and (iii) the receipt of shareholder approval for the Proposed Transaction by the shareholders of CROP in the manner required by the BCBCA, the CSE and applicable securities laws.

About MYM Nutraceuticals Inc.

MYM is uniquely positioned to opportunistically acquire and/or invest in companies within the cannabis and hemp industries that are in need of capital and management support. Our senior management team is made up of experts engaged in a wide array of disciplines – upper level management of public companies, finance, law, master growing, plant pathology, agricultural economics, pharmaceutical, engineering, global marketing, product development and branding, distribution and seed genetics. MYM is a shareholder in two production projects in Quebec and is actively looking to acquire complementary businesses and assets in the cannabis sector. MYM shares trade in Canada, Germany and the United States under the following symbols: (CSE: MYM) (OTC: MYMMF) (FRA:0MY) (DEU:0MY) (MUN:0MY) (STU:0MY).

About CROP Infrastructure Corp.

CROP Infrastructure Corp. is publicly listed on the CSE and trades under the symbol “CROP”, in the US on the OTC under the symbol “CRXPF”, and on the Frankfurt exchange under the symbol “2FR”. CROP has developed a portfolio of asset investments including; two in Washington State, medical and recreational in California, a 1,012-acre Nevada Cannabis farm, 500-acre Hemp CBD farm and a growing portfolio of common share equity in upcoming listings within the cannabis space.

CROP has developed a portfolio of assets including Canna Drink, a cannabis infused functional beverage line, 16 Cannabis brands as well as US distribution rights to over 55 cannabis topical products.

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Disclaimer for Forward-Looking Information

This news release includes certain “forward-looking statements” under applicable Canadian securities legislation. Such forward-looking statements include, but are not limited to, statements regarding: (i) the terms and conditions of the Proposed Transaction; (ii) the closing of the Proposed Transaction as contemplated by the LOI, and (iii) the requisite receipt of shareholder approval for the Proposed Transaction. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties, and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking statements. Such factors include, but are not limited to: general business, economic, competitive, political and social uncertainties; delay or failure to receive shareholder or regulatory approvals; ability of the Company to give effect to its business plan; and the uncertainties surrounding the cannabis industry in North America. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

The CSE (operated by CNSX Markets Inc.) has neither approved nor disapproved of the contents of this news release.