

## News Release

September 26, 2018, Kelowna, BC

### **Marapharm Ventures Inc. Closes Acquisition of Full Spectrum Medicinal Inc. & Announces Debenture Financing**

Marapharm Ventures Inc. (CSE: MDM) (OTCQX: MRPHF) (FSE: 2M0) (“Marapharm” or the “Company”) is very pleased to announce, further to its news releases dated June 25 and August 21, 2018, the Company has completed its due diligence and has completed the acquisition (the “Acquisition”) of all outstanding securities of Full Spectrum Medicinal Inc. (“FSM”).

10 fully-funded 10,000 sq. ft. engineered bio-secure facilities, will be constructed in two phases, maximizing our potential of a 100,000 sq. ft. ACMPR licence, once approved by Health Canada.

FSM’s organic cultivation methods, stand-alone proprietary technologies and supplemental power are intended to reduce our carbon footprint, cost of production and improve profitability. We will benefit by setting new industry standards for cultivating premium cannabis products on a commercial scale.

Ground preparation is now complete and delivery of our first facility is on schedule.

#### ***The Acquisition***

On September 25, 2018, the Company signed the Definitive Agreement and has completed the Acquisition pursuant to a share exchange agreement made effective as of September 25, 2018 (the “Acquisition Agreement”) among the Company, FSM and the shareholders of FSM (the “Selling Shareholders”), whereby the Company issued a total of 88,182,102 common shares of the Company, at a deemed price of \$0.31 per share to the Selling Shareholders in exchange for all of the

outstanding common shares of FSM. These shares are subject to an eighteen (18) month release schedule with twenty-five (25%) percent released on closing and twenty-five (25%) percent released every six (6) months thereafter. Following the completion of the Acquisition, FSM is now a wholly-owned subsidiary of the Company. As part of the Acquisition, the Company issued 9,945,000 common share purchase warrants with an exercise price of \$0.20c in exchange for cancelled FSM common share purchase warrants.

A finder's fee in connection with the Acquisition was paid to a group of finders in the amount of 4,513,944 common shares on the Company at a deemed price of \$0.205 per share.

The Acquisition Agreement supersedes the operating agreement with FSM as previously disclosed in the Company's August 21, 2018 news release.

### ***Debenture Financing***

The Company is pleased to announce that it intends to complete a non-brokered private placement of unsecured convertible debentures (the "Private Placement") in the principle amount of up to C\$1,500,000 (the "Debenture") convertible debenture of the Company (the "Debenture") having an aggregate principal amount set forth below (the "Principal Amount") and bearing interest at a rate of 10% per annum payable at maturity, maturing on September 30, 2019.

The Debenture is convertible into common shares of the Company (the "Shares") at \$0.20c per share with a \$0.50c warrant exercisable for one year. On conversion, the Subscriber will receive any accrued and unpaid interest in cash. The Debenture will be subject to a certificate, the form of which will be approved by the Company.

Closing of the Private Placement is subject to all necessary regulatory and stock exchange approvals and execution of final documentation. All securities issued in connection with the Private Placement will be subject to a four-month hold period from the date of issue under applicable Canadian securities laws, in addition to such other restrictions as may apply under applicable securities laws of jurisdictions outside Canada.

ABOUT MARAPHARM VENTURES INC.

[www.marapharm.com](http://www.marapharm.com)

Marapharm is a publicly traded company investing in the medical and recreational cannabis space, since 2014. Marapharm has rapidly expanded to include having cultivation, production and dispensary locations in the key North American states of Washington, Nevada, and California, and are seeking expansion opportunities worldwide.

In preparation for the federal government's legalization of non-medical cannabis in October 2018, British Columbia has made a number of decisions about what our provincial regulatory framework will look like.

<https://www2.gov.bc.ca/gov/content/safety/public-safety/cannabis>

FOR FURTHER INFORMATION:

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SOCIAL MEDIA:

[facebook.com/marapharm](https://www.facebook.com/marapharm)

[twitter.com/marapharm](https://twitter.com/marapharm)

## STOCK EXCHANGES:

Marapharm trades in Canada, ticker symbol MDM on the CSE, in the United States, ticker symbol MRPHF on the OTCQX, and in Europe, ticker symbol 2M0 on the FSE. Marapharm also trades on other recognized platforms in Europe including Stuttgart, Tradegate, L & S, Quotnx, Dusseldorf, Munich, and Berlin.

Neither the CSE, the FSE nor the OTCQX® has approved nor disapproved the contents of this press release. Neither the CSE, the FSE nor the OTCQX® accepts responsibility for the adequacy or accuracy of this release.

## MARIJUANA INDUSTRY INVOLVEMENT:

Canadian listings (CSE) will remain in good standing as long as they provide the disclosure that is rightly required by regulators and complying with applicable licensing requirements and the regulatory framework enacted by the applicable state in which they operate.

Marapharm owns marijuana licenses in California and Nevada. Marijuana is legal in each state however marijuana remains illegal under US federal law and the approach to enforcement of US federal law against marijuana is subject to change. Shareholders and investors need to be aware that adverse enforcement actions could affect their investments and that Marapharm's ability to access private and public capital could be affected and or could not be available to support continuing operations. Marapharm's business is conducted in a manner consistent with state law and is in compliance with licensing requirements.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities described herein in the United States. The securities described herein have not been registered under

the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or any state securities law and may not be offered or sold in the “United States”, as such term is defined in Regulation S promulgated under the U.S. Securities Act, unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration requirements is available.

Copies of licenses are posted on Marapharm's website. Marapharm has internal compliance procedures in place and has compliance focused attorneys engaged in jurisdictions to monitor changes in laws for compliance with US federal and state law on an ongoing basis. These law firms inform any necessary changes to our policies and procedures for compliance in Canada and the US.

#### FORWARD - LOOKING STATEMENTS:

All information in this news release concerning FSM has been provided for inclusion herein by FSM. Although the Company has no knowledge that would indicate that any information contained herein concerning FSM is untrue or incomplete, the Company assumes no responsibility for the accuracy or completeness of any such information

Certain statements in this release are forward-looking statements, which include regulatory approvals, building of facilities, improved costs and profitability, closing of the debenture financing and other matters. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Such information can generally be identified by the use of forwarding looking wording such as “may”, “expect”, “estimate”, “anticipate”, “intend”, “believe” and “continue” or the negative thereof or similar variations. Readers are cautioned not to place undue reliance on forward-looking statements, as there can be no assurance that the plans, intentions or expectations

upon which they are based will occur. By their nature, forward-looking statements involve numerous assumptions, known and unknown risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, estimates, forecasts, projections and other forward-looking statements will not occur. Forward-looking statements are necessarily based upon a number of factors that, if untrue, could cause the actual results, performances or achievements of the Company to be materially different from future results, performances or achievements express or implied by such statements. These assumptions, risks and uncertainties include, among other things, the state of the economy in general and capital markets in particular, present and future business strategies, the environment in which the Company will operate in the future, and other factors, many of which are beyond the control of the Company. While such estimates and assumptions are considered reasonable by the management of the Company, they are inherently subject to significant business, economic, competitive and regulatory uncertainties and risks.

Forward-looking statements are subject to a variety of risks and uncertainties, which could cause actual events, level of activity, performance or results to differ materially from those reflected in the forward-looking statements, including, without limitation: that laws and regulations may become more onerous; the ability of the Company to obtain necessary financing; the economy generally; the future growth, results of operations, performance and business prospectus and opportunities; changes in and the effect of government policies; demand for products; competition; anticipated and unanticipated costs; reliance on management; claims and legal proceedings; conflicts of interest; and market price and volatility of the Common Shares. Factors that could cause actual results to differ materially from those in forward-looking statements include, but are not limited to, continued availability of capital and financing and general economic, market or business conditions, the loss of key directors, employees, advisors or consultants,

technology and equipment failures, increase in costs, failure to obtain permits, failure of counterparties to perform their contractual obligations and fees charged by service providers. Important factors that could cause actual results to differ materially from the Company's expectations include, litigation, global economic climate, loss of key employees and consultants, additional funding requirements, changes in laws, competition, and failure of counterparties to perform their contractual obligations. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement. Investors are cautioned that forward-looking statements are not guarantees of future performance or events and, accordingly are cautioned not to put undue reliance on forward-looking statements due to the inherent uncertainty of such statements.

The forward-looking statements contained in this news release are made as of the date of this news release. Except as required by law, the Company disclaims any intention and assumes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Additionally, the Company undertakes no obligation to comment on the expectations of, or statements made by, third parties in respect of the matters discussed above.

The Canadian Securities Exchange has not reviewed, nor approved the contents of this news release.