



**ORIGIN HOUSE ANNOUNCES SHAREHOLDER APPROVAL OF  
PLAN OF ARRANGEMENT WITH CRESCO LABS INC. AND PROVIDES UPDATE ON TRANSACTION**

**Ottawa, Ontario** -- (June 11, 2019) – CannaRoyalty Corp. d/b/a Origin House (the “**Company**” or “**Origin House**”) (CSE: **OH** and OTCQX: **ORHOF**) is pleased to announce that, at the special meeting held today (the “**Meeting**”) of the holders (the “**Origin House Common Shareholders**”) of common shares of Origin House (the “**Origin House Common Shares**”) and the holders (the “**Origin House Compressed Shareholders**” and, together with the Origin House Common Shareholders, the “**Origin House Shareholders**”) of class A compressed shares of Origin House (the “**Origin House Compressed Shares**”), the Origin House Shareholders overwhelmingly voted in favour of both resolutions voted on at the Meeting.

Marc Lustig, Chairman and CEO of the Company, said “I would like to thank all Origin House shareholders for their confidence in the proposed arrangement with Cresco Labs and their support. With this significant hurdle behind us, we are excited to proceed with obtaining our final court order later this week”.

**Arrangement Resolution**

At the Meeting, Origin House Shareholders were asked to consider and vote on a special resolution (the “**Arrangement Resolution**”) to approve the plan of arrangement (as amended, the “**Arrangement**”) with Cresco Labs Inc. (“**Cresco Labs**”) previously announced on April 1, 2019, pursuant to which, among other things, Cresco Labs will acquire all of the issued and outstanding Origin House Common Shares and Origin House Compressed Shares.

The Arrangement Resolution required approval by: (i) two-thirds (66⅔%) of the votes cast by Origin House Shareholders, voting as a single class, present in person or represented by proxy at the Meeting and entitled to vote; and (ii) a simple majority of the votes cast by Origin House Common Shareholders and Origin House Compressed Shareholders, voting separately as classes, present in person or represented by proxy at the Meeting and entitled to vote, excluding the votes of the persons whose votes may not be included in determining minority approval of a business combination under Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”).

A total of 29,130,332 Origin House Common Shares, representing approximately 43.57% of the outstanding Origin House Common Shares, and a total of 55,812.29 Origin House Compressed Shares, representing approximately 98.70% of the outstanding Origin House Compressed Shares, were represented in person or by proxy at the Meeting. Of the votes cast with respect to the Arrangement Resolution, an aggregate of 28,978,729 Origin House Common Shares and an aggregate of 55,812.29 Origin House Compressed Shares were voted in favour of the Arrangement Resolution, representing approximately 99.56% of the votes cast on the resolution. In addition:

- an aggregate of 24,112,247 Origin House Common Shares representing approximately 99.38% of the votes cast by Origin House Common Shareholders, voting separately as a class; and

- an aggregate of 6,362.15 Origin House Compressed Shares representing 100% of the votes cast by Origin House Compressed Shareholders, voting separately as a class;

in each case, excluding the votes of the Origin House Shareholders which were required to be excluded pursuant to MI 61-101, were voted in favour of the Arrangement Resolution. Accordingly, the Arrangement Resolution received the requisite approval at the Meeting.

### **Articles of Amendment Resolution**

At the Meeting, Origin House Shareholders were also asked to consider and vote on a special resolution (the “**Articles of Amendment Resolution**”) to approve the proposed amendment to the Company’s articles of incorporation to, *inter alia*, create a new class of subordinate voting shares of the Company.

The Articles of Amendment Resolution required approval by: (i) two-thirds (66⅔%) of the votes cast by Origin House Shareholders, voting as a single class, present in person or represented by proxy at the Meeting and entitled to vote; and (ii) a simple majority of the votes cast by Origin House Common Shareholders and Origin House Compressed Shareholders, voting separately as classes, present in person or represented by proxy at the Meeting and entitled to vote, excluding votes of the persons whose votes may not be included in determining minority approval under OSC Rule 56-501 – *Restricted Shares*. No Origin House Common Shares, nor any Origin House Compressed Shares, were required to be excluded from the vote on the Articles of Amendment Resolution.

Of the votes cast with respect to the Articles of Amendment Resolution, an aggregate of 28,596,064 Origin House Common Shares and an aggregate of 55,812.29 Origin House Compressed Shares were voted in favour of the Articles of Amendment Resolution, representing approximately 98.46% of the aggregate votes cast by both classes of Origin House Shareholders voting as a single class on the Articles of Amendment Resolution, 98.17% of the Origin House Common Shares voting on the Articles of Amendment Resolution and 100% of the Origin House Compressed Shares voting on the Articles of Amendment Resolution, voting separately as classes.

### **Update on U.S. Antitrust Review**

Pursuant to the United States Hart-Scott-Rodino Antitrust Improvements Act of 1976 (“**HSR Act**”), as amended, Origin House was required to file a notification to U.S. antitrust authorities and must observe a waiting period before completing the Arrangement. On the afternoon of June 10, 2019, pursuant to the HSR Act, the Company received a request for additional information (the “**Second Request**”) from the United States Department of Justice Antitrust Division. The Second Request extends the HSR Act waiting period for up to 30 days after Origin House and Cresco Labs have each substantially complied with the Second Request, unless that period is extended voluntarily by the parties or terminated sooner by the Department of Justice.

“Origin House and Cresco Labs remain committed to completing the transaction and are confident that we will be able to submit all requested documentation to the Department of Justice as soon as possible. This combination of Origin House’s and Cresco Labs’ businesses represents an exciting opportunity for shareholders of both companies and we look forward to closing,” said Marc Lustig, Chairman and CEO of Origin House.

Completion of the Arrangement remains subject to the expiration or termination of the HSR Act waiting period and other customary conditions of closing. It is expected that Origin House will apply for a final order approving the Arrangement of the Ontario Superior Court of Justice (Commercial List) in Toronto, Ontario on June 13, 2019. Assuming that the conditions to closing (including the aforementioned court order and all required regulatory approvals) are satisfied or waived, it is now expected that the Arrangement will be completed in the coming months. Following completion of the Arrangement, Origin House will be de-listed from the Canadian Stock Exchange (“CSE”) and the OTCQX exchange and applications will be made for Origin House to cease to be a reporting issuer.

Further information about the Arrangement is set forth in the materials prepared by the Company in respect of the Meeting which were mailed to Origin House Shareholders and filed under Origin House’s profile on the System for Electronic Document Analysis and Retrieval (SEDAR) at [www.sedar.com](http://www.sedar.com).

### **About Origin House**

Origin House is a growing cannabis brands and distribution company operating across key markets in the U.S. and Canada, with a strategic focus on becoming a preeminent global house of cannabis brands. Origin House's foundation is in California, the world's largest regulated cannabis market, where it delivers over 130 branded cannabis products from 50+ brands to the majority of licensed dispensaries. Origin House's brand development platform is operated out of five licensed facilities located across California, and provides distribution, manufacturing, cultivation and marketing services for its brand partners. Origin House is actively developing infrastructure to support the proliferation of its brands internationally, initially through its acquisition of Canadian retailer 180 Smoke. Origin House's shares trade on the CSE under the symbol "OH" and on the OTCQX under the symbol "ORHOF". Origin House is the registered business name of CannaRoyalty Corp. For more information, visit [www.originhouse.com](http://www.originhouse.com).

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### **Forward-looking Statements**

*Statements in this news release that are forward-looking statements are subject to various risks and uncertainties concerning the specific factors disclosed here and elsewhere in Origin House's periodic filings with Canadian securities regulators. When used in this news release, words such as "will, could, plan, estimate, expect, intend, may, potential, believe, should," and similar expressions, are forward-looking statements.*

*Forward-looking statements may include, without limitation, satisfaction of conditions precedent to the closing of the Arrangement, the details of which are set out in the management information circular of the Company prepared in connection with the Meeting, the expected timing to obtain the final order, the expected timing to close the Arrangement, the timing to respond to the Second Request, the expiration or termination of the HSR Act waiting period (including the timing thereof), the effect of the Second Request on the timing of the Arrangement and the Company's ability to close the Arrangement, the expectation that, on or following closing of the Arrangement, Origin House will be de-listed from the CSE and the OTCQX exchange and will cease to be a reporting issuer and the expected timing thereof.*

*Although the Company has attempted to identify important factors that could cause actual results, performance or achievements to differ materially from those contained in the forward-looking statements, there can be other factors that cause results, performance or achievements not to be as anticipated, estimated or intended, including, but not limited to: dependence on obtaining shareholder, court and regulatory approvals; investing in target companies or projects that are engaged in activities currently considered illegal under U.S. federal law; changes in laws; limited operating history; reliance on management; requirements for additional financing; competition; hindering market growth and state adoption due to inconsistent public opinion and perception of the medical-use and adult-use marijuana industry and; regulatory or political change.*

*There can be no assurance that such information will prove to be accurate or that management's expectations or estimates of future developments, circumstances or results will materialize. As a result of these risks and uncertainties, the results or events predicted in these forward-looking statements may differ materially from actual results or events.*

*Accordingly, readers should not place undue reliance on forward-looking statements. The forward-looking statements in this news release are made as of the date of this release. The Company disclaims any intention or obligation to update or revise such information, except as required by applicable law, and the Company does not assume any liability for disclosure relating to any other company mentioned herein.*