

# MARAPHARM

CSE: MDM

FSE: 2M0

OTCQB: MRPHF

News Release

December 8th ,2017, Kelowna, BC

**MARAPHARM VENTURES INC. ANNOUNCES CDN\$17,200,000**

## **PRIVATE PLACEMENT**

Marapharm Ventures Inc. (the “Company”) announces that it has entered into an agreement with Emerging Equities Inc. (the “Agent”) pursuant to which the company will offer, on a private placement basis, up to 20,000,000 units (the “Units”) at a price of \$0.86 per Unit (the “Offering Price”) for proceeds of up to \$17,200,000 (the “Offering”).

Each unit will consist of one common share of the company (each a “Share”) and one share purchase warrant of the company (each, a “Warrant”). Each warrant will entitle the holder thereof to purchase one share at an exercise price of \$1.25 at any time up to 12 months following the closing date (as defined below). The expiry date of the warrants is subject to acceleration such that, if following the closing date, the volume weighted average closing price of the shares on the Canadian Securities Exchange (the “CSE”) for 20 consecutive trading days is at least \$1.72, the company may accelerate the expiry date of the warrants.

The offering will be completed pursuant to the terms of an agency agreement to be entered into between the company and the agent. Net proceeds from the offering are intended to be used for general corporate purposes.

On closing of the offering, the company will pay to the agent a cash commission (the “Agent’s Fee”) equal to 10% of the gross proceeds of the offering placed by the agent, in cash; provided, however, that the agent’s fee will be reduced to 4% of the gross proceeds from subscriptions by certain subscribers from a president’s list of subscribers arranged by the company (the “President List”). In addition, the company will issue to the agent as compensation for its services such number of agent’s warrants (the “Agent’s Warrants”) as is equal to 10% of the number of units placed by the agent; provided, however, that the agent’s warrants will be reduced to an amount equal to 4% of the gross proceeds from subscriptions on the president list. Each agent’s warrant is exercisable to acquire one share at \$0.87 per share for a period of 14 months from the closing date.

Closing of the offering, which is subject to customary conditions, including CSE approval, are expected to occur on or about January 30, 2018 (the “Closing Date”). The offering will be offered to accredited investors (as such term is defined in National Instrument 45-106 – Prospectus Exemption) in the provinces of Alberta, British Columbia and Ontario.

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 the securities in any state in which such offer, solicitation or sale would be unlawful.

The securities issued, or to be issued, under the offering have not been, and will not be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

#### ABOUT MARAPHARM VENTURES INC.

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

Marapharm is a publicly traded company primarily investing in the medical and recreational cannabis space, with corporate operations based in British Columbia, Canada. Since 2016 they have rapidly expanded their footprint to include production locations in the key North American states of Washington, Nevada, and California. They actively seek expansion opportunities worldwide.

#### FOR FURTHER INFORMATION:

[www.marapharm.com](http://www.marapharm.com) or Linda Sampson, CEO 778-583-4476 email [info@marapharm.com](mailto:info@marapharm.com)

#### SOCIAL MEDIA:

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

Twitter: [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 OTCQB, and in Europe, ticker symbol 2Mo 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 OTCQB® has approved nor disapproved the contents of this press release. Neither the CSE, the FSE nor the OTCQB® 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.

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:

Certain statements contained in this news release constitute forward looking statements. The use of any of the words “anticipate”, “continue”, “estimate”, “expect”, “may”, “will”, “project”, “should”, “believe”, and similar expressions are intended to identify forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements are based on reasonable assumption but no assurance can be given that these expectations will prove to be correct and the forward-looking statements included in this news release should not be unduly relied upon.