

CANNABIS GROWTH OPPORTUNITY CORPORATION ANNOUNCES FILING OF PRELIMINARY PROSPECTUS

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Toronto, November 27, 2017: CGOC Management Corp. (“CGOC”) is pleased to announce that Cannabis Growth Opportunity Corporation (the “**Corporation**”) has filed a preliminary prospectus in respect of an initial public offering (the “**Offering**”) of units (the “**Units**”). Each Unit consists of one common share (each, a “**Common Share**”) and one Common Share purchase warrant (each, a “**Warrant**”) in the capital of the Corporation. The Units issued pursuant to the Offering will separate into Common Shares and Warrants immediately after closing of the Offering. Each Warrant will entitle the holder thereof to purchase one Common Share at a price of \$2.50, subject to adjustment, at any time before 5:00 p.m. (Toronto time) on July 1, 2018 (the “**Expiry Time**”). Warrants not exercised by the Expiry Time will be void and of no value.

The Corporation’s investment objectives are to provide holders of Common Shares long-term total return through capital appreciation by investing in an actively managed portfolio (“**Portfolio**”) of securities of public and private companies operating in, or that derive a significant portion of their revenue or earnings from, products or services related to the cannabis industry.

The Corporation will be invested primarily in publicly traded equity securities (the “**Public Portfolio**”), but may also invest up to 40% (determined at the time of investment) of the Corporation’s total assets in private equity investments (the “**Private Portfolio**”). The Portfolio composition will vary over time depending on the Corporation’s and the Investment Manager’s (as defined herein) assessment of overall market conditions, opportunities and outlook including the allocation between the Public Portfolio and the Private Portfolio which will be determined by the Corporation. Generally, however, the Corporation will seek to invest approximately 60% of its total assets in the Public Portfolio and 40% of its total assets in the Private Portfolio.

Prospective purchasers investing in the Corporation have the option of paying for Units in cash or by exchanging securities of issuers listed in the preliminary prospectus. Prospective purchasers under the exchange option are required to deposit their exchange eligible securities through CDS Clearing and Depository Services Inc. in the manner described in the preliminary prospectus. The Corporation will issue a press release announcing the timing and pricing for the exchange option.

CGOC will act as the manager and promoter of the Corporation. StoneCastle Investment Management Inc. will act as the Corporation’s investment manager (the “**Investment Manager**”) with respect to the Public Portfolio. Eight Capital will act as agent for the Offering.

This press release does not constitute an offer to sell or the solicitation of an offer to buy securities of the Corporation in the United States, nor shall there be any sale of the securities of the Corporation in any jurisdiction in which such offer, solicitation or sale would be unlawful. The securities described herein have not been and will not be registered under the United States Securities Act of 1933, as amended (the “1933 Act”), and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the 1933 Act and applicable state securities laws.

A preliminary prospectus containing important information relating to the Units has been filed with securities commissions or similar authorities in each of the provinces and territories of Canada, except Québec. The preliminary prospectus is still subject to completion or amendment. Copies of the preliminary prospectus may be obtained from the above-mentioned agent. There will not be any sale or any acceptance of an offer to buy the securities until a receipt for the final prospectus has been issued.

Forward-looking Statements

This news release contains statements that include forward-looking information within the meaning of Canadian securities laws. These forward-looking statements reflect the current expectations of the Corporation and the Manager regarding future events, including statements concerning the Corporation’s investment objectives and investment strategy. In some cases, forward-looking statements can be identified by terms such as “may”, “might”, “will”, “could”, “should”, “would”, “occur”, “expect”, “plan”, “anticipate”, “believe”, “intend”, “seek”, “aim”, “estimate”, “target”, “project”, “predict”, “forecast”, “potential”, “continue”, “likely”, “schedule”, or the negative thereof or other similar expressions concerning matters that are not historical facts.

Material factors and assumptions used by management of the Corporation to develop the forward-looking information include, but are not limited to, general economic, financial market, regulatory and political conditions in which the Corporation operates will continue to improve; the Corporation will be able to compete in the industry; the Corporation will be able to make

investments on suitable terms; issuers in the Portfolio will be able to meet their objectives and financial estimates and that the risk factors noted below, collectively, do not have a material impact on the Corporation. While management considers these assumptions to be reasonable based on currently available information, they may prove to be incorrect.

Although management believes the expectations reflected in such forward-looking statements are reasonable and represent the Corporation's internal projections, expectations and beliefs at this time, such statements involve known and unknown risks and uncertainties that may be general or specific and which give rise to the possibility that expectations, forecasts, predictions, projections or conclusions will not prove to be accurate, that assumptions may not be correct and that objectives, strategic goals and priorities may not be achieved. A variety of factors, many of which are beyond the Corporation's control, could cause actual results in future periods to differ materially from current expectations of estimated or anticipated events or results expressed or implied by such forward-looking statements. Such factors include the risks identified in the preliminary prospectus, including under the heading "Risk Factors" therein, as well as, among other things, risks relating to medical cannabis; risks relating to risk and timing of legalization of recreational cannabis; regulatory risks; and risks relating to the performance of the Portfolio issuers. Readers are cautioned against placing undue reliance on forward-looking statements. Except as required by applicable Canadian securities laws, the Corporation undertakes no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise, after the date on which the statements are made or to reflect the occurrence of unanticipated events.

For further information:

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