



**ORIGIN HOUSE RECEIVES SHAREHOLDER APPROVAL OF
PLAN OF ARRANGEMENT WITH CRESCO LABS INC. AND ANNOUNCES EXTENSION AND ADDITION OF
OCN DEBT FACILITY**

Ottawa, Ontario – December 31, 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”), the holders (the “Origin House Compressed Shareholders”) of class A compressed shares of Origin House (the “Origin House Compressed Shares”) and the holder (together with the Origin House Common Shareholders and the Origin House Compressed Shareholders, the “Origin House Shareholders”) of subordinate voting shares of Origin House (the “Origin House SVS” and, together with the Origin House Common Shares and the Origin House Compressed Shares, the “Origin House Shares”), the Origin House Shareholders overwhelmingly voted in favour of both resolutions voted on at the Meeting.

“Today, our shareholders have demonstrated that they are solidly behind our proposed arrangement with Cresco Labs. The combined Cresco-Origin House will be well placed to compete in the emerging cannabis industry as one of the largest vertically-integrated multi-state cannabis operators in the United States (including California and Illinois), a leading North American cannabis company by footprint, and will be one of the largest cannabis brand players in the industry,” commented Marc Lustig, Chairman and CEO of the Company.

“I would like to thank all of our long-term shareholders for their steadfast support and with this important vote now behind us, we look forward to proceeding with the receipt of a final court order on January 6, 2020 and proceeding with closing the Arrangement soon after receipt of the final order,” Mr. Lustig added.

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, as updated on November 13, 2019, pursuant to which, among other things, Cresco Labs will acquire all of the issued and outstanding Origin House Shares.

The Arrangement Resolution required approval by: (i) two-thirds (66⅔%) of the votes cast by Origin House Common Shareholders, Origin House Compressed Shareholders and the holder of the Origin House SVS, 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”). As the entire class of Origin House SVS was excluded from the minority approval vote under MI 61-101, a class vote of Origin House SVS was not held.

Approximately 99.66% of the votes cast with respect to the Arrangement Resolution were voted in favour of the Arrangement Resolution.

In addition:

- approximately 99.33% of the votes cast by Origin House Common Shareholders, voting separately as a class; and
- approximately 100% of the votes cast by Origin House Compressed Shareholders, voting separately as a class;

in each case, excluding the votes of Origin House Common Shareholders and Origin House Compressed Shareholders which were required to be excluded pursuant to MI 61-101, were voted in favour of the Arrangement Resolution. As the entire class of Origin House SVS was excluded from the minority approval vote under MI 61-101, a class vote of Origin House SVS was not held. Accordingly, the Arrangement Resolution received the requisite approval at the Meeting.

Update on the Arrangement

Completion of the Arrangement remains subject to 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 January 6, 2020. Assuming that the conditions to closing (including the aforementioned court order) are satisfied or waived, it is now expected that the Arrangement will be completed soon after receipt of the final order approving the Arrangement. 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.

Extension to and Addition of Debt Financing from Opaskwayak Cree Nation

The Company also announces that the maturity date of the previous \$27M in debt financing (the “**First Financing**”) from Opaskwayak Cree Nation (“**OCN**”) has been extended from December 31, 2019 to June 30, 2020. In addition, the Company has entered into a binding term sheet agreement with OCN for an additional debt facility of up to \$8M (the “**December Financing**”) pursuant to which \$3.5M has been advanced.

Marc Lustig, Chairman and CEO of the Company said, “The extension of the maturity date and the increase in financing from OCN provides us with additional financial flexibility as we prepare to close the Arrangement with Cresco Labs, upon receipt of court and regulatory approvals. We appreciate OCN’s commitment and continued support.”

The December Financing is subject to a 7.5% commitment fee, bears interest at a rate of 10% per annum on the amount advanced and matures on June 30, 2020. The advances are currently evidenced by a term sheet and promissory note which will be replaced by definitive loan and security documentation once such documentation is finalized.

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 California brand development platform is operated out of six 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 in Canada 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.

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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 approving the arrangement and customary conditions of closing of the Arrangement, the expected timing 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, statements made by the Chairman and CEO of the Company, statements with respect to the First Financing and the December Financing (including, without limitation, the terms, documentation, use of proceeds and maturity date thereof) and the anticipated effect of the First and December Financing on the Company.

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 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.