NOT FOR DISSEMINATION TO UNITED STATES NEWSWIRE SERVICES OR DISSEMINATION IN THE UNITED STATES

MedMen Signs Definitive Agreement for the Acquisition of PharmaCann

- *MedMen will undertake a re-organization whereby a new holding company will acquire each of MedMen and PharmaCann.*
- *The acquisition doubles the number of states where MedMen has licenses to 12.*
- *The combined addressable market in these 12 states accounts for over 50 percent of the total estimated 2030 U.S. addressable market of $75 billion, according to Cowen Group.*
- *Combined, MedMen and PharmaCann would be licensed for 76 retail stores and 16 cultivation and production facilities, including pending acquisitions by MedMen and PharmaCann.*
- *PharmaCann unitholders will own approximately 25 percent of the pro-forma company, on a fully-diluted basis (using the treasury stock method), at closing.*

All dollar values are in U.S. dollars, unless otherwise noted.

LOS ANGELES (December 24, 2018) – MedMen Enterprises Inc. ("MedMen" or the "Company") (CSE: MMEN) (OTCQX: MMNFF) (FSE: A2JM6N) and Chicago-based PharmaCann, LLC ("PharmaCann") are pleased to announce that, further to the binding letter of intent in respect of a business combination transaction announced on October 11, 2018, they have entered into a definitive business combination agreement (the "Business Combination Agreement") pursuant to which MedMen and PharmaCann will combine their respective businesses (the "Transaction").

Under the Business Combination Agreement, a newly formed holding company ("New MedMen") will acquire (a) all of the securities of PharmaCann in exchange for subordinate voting shares of New MedMen (the "New Class B Shares") that are identical to the current Class B subordinate voting shares of MedMen, and (b) all of the Class B subordinate voting shares of MedMen in exchange for New Class B Shares on a one for one basis, pursuant to a plan of arrangement under the laws of British Columbia (the "Arrangement"). The securities to be issued in the Arrangement are intended to be eligible for exemption from the registration requirements under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), in accordance with Section 3(a)(10) thereof. In addition, all of the Class A super voting shares of MedMen will be acquired by New MedMen in exchange for super voting shares of New MedMen ("New Class A Shares") on a one for one basis, pursuant to the Arrangement.

Under the terms of the Business Combination Agreement, PharmaCann securityholders will be issued New Class B Shares of New MedMen such that following the issuance, the former PharmaCann securityholders will hold approximately 25 percent of the fully-diluted equity of New MedMen (calculated using the treasury stock method), with the majority of such shares to be subject to lock up agreements for a period of 6 months or 12 months from the completion of the Transaction.

Following the completion of the Transaction, current holders of Class B subordinate voting shares of MedMen will hold that number of New Class B Shares equal to the number of Class B subordinate voting shares of MedMen held immediately prior thereto. The terms of the New Class B Shares will be substantively and economically identical to the current MedMen Class B Shares. The Transaction is structured to include an exchange of the current MedMen shares and a new holding company in order to facilitate the tax efficient acquisition of PharmaCann under United States tax laws. Other than the change in the legal entity that is the parent company, which will continue to be

incorporated in British Columbia, there will be no change to the substantive or economic rights of the holders of the current Class B subordinate voting shares of Medmen or the current Class A super voting shares of MedMen, as compared to the result if PharmaCann had been directly acquired by MedMen. MedMen shareholders that hold share certificates will need to deliver such certificates for exchange following the closing. All other MedMen shareholders will receive their New MedMen shares without any action on their part.

Completion of the Transaction is subject to (a) approval of the Arrangement by at least 66 2/3 percent of the votes of holders of MedMen shares cast at a special meeting of MedMen shareholders to be held in 2019 (the "Meeting"); (b) approval of the CSE for the listing of the New Class B Shares; (c) approval of the Arrangement by the Supreme Court of British Columbia; (d) approval of the transfer of the cannabis-related licenses of PharmaCann by local and state authorities in each of the markets where PharmaCann's assets and licenses are held; (e) certain debt of PharmaCann being repaid; and (f) other customary closing conditions. In the event that certain licenses that are not deemed to be key are not approved for transfer at the closing, such non-key licenses will remain beneficially owned as they are prior to the closing and up to 30 percent of the consideration payable (the "Holdback Shares") may be withheld by New MedMen pending the approval of such transfers. If such transfers are not approved within 24 months of the date of the Business Combination Agreement, such non-key licenses will be sold and, based on the proceeds, the Holdback Shares will be released to the PharmaCann securityholders or New MedMen.

On closing, the New MedMen board of directors will consist of eleven directors, who are anticipated to be the nine current directors of the Company and 2 additional directors to be nominated by PharmaCann. As part of the Transaction, MedMen has agreed to make available certain funds to PharmaCann in order to permit PharmaCann to make certain expenditures pursuant to an agreed interim spending plan. Such funds will be lent to PharmaCann and will bear interest at market rates and, if the Transaction is terminated, such will be repaid within 12 months of termination.

Full details of the Arrangement will be set out in the Canadian information circular of MedMen, which will be mailed to MedMen shareholders in respect of the Meeting. Copies of the Business Combination Agreement, Canadian information circular and certain related documents will be filed with Canadian securities regulators and will be available on SEDAR at www.sedar.com in due course and on MedMen's website at www.medmen.com in accordance with the requirements of Rule 12g3-2(b) under the U.S. Securities Exchange Act of 1934, as amended.

The resulting pro-forma company (including pending acquisitions by MedMen) is anticipated have a portfolio of cannabis licenses across the U.S. that will permit the combined company to operate 76 retail stores and 16 cultivation and production facilities. The combined company will operate in 12 states, which comprise a total estimated addressable market, as of 2030, of approximately $40 billion according to Cowen Group. Through the Transaction, MedMen is anticipated to add licenses in Illinois, New York, Pennsylvania, Maryland, Massachusetts, Ohio, Virginia and Michigan.

Founded in 2014, PharmaCann is one of the largest medical cannabis providers in the U.S. It currently operates 10 retail stores and three production facilities across multiple states, including New York, Maryland and Massachusetts, and in Illinois, where it is the largest holder of medical cannabis licenses. The company also owns licenses for retail stores in Pennsylvania, Maryland, Massachusetts, Ohio, Virginia and Michigan, and cultivation licenses in all of its markets, excluding Maryland and Michigan. PharmaCann is known for its high-quality cultivation and production and has one of the best track records in the industry for cannabis license applications. Most recently, PharmaCann was awarded two additional licenses in Pennsylvania. Each license allows for three retail outlets for a total of six locations.

The following chart shows the combined footprint and operational status of MedMen and PharmaCann assets.

State	Retail				Cultivation/Manufacturing			
	Facilities Permitted Under Licenses		Currently Operational Facilities		Facilities Permitted Under Licenses		Currently Operational Facilities	
	MedMen	PharmaCann	MedMen	PharmaCann	MedMen	PharmaCann	MedMen	PharmaCann
Arizona	3	0	2	0	4	0	0	0
California	11	0	9	0	2	0	0	0
Florida	30	0	0	0	1	0	1	0
Illinois	1	4	1	4	0	2	0	2
Maryland	0	1	0	1	0	0	0	0
Massachusetts	0	3	0	1	0	1	0	0
Michigan	0	1	0	0	0	0	0	0
Nevada	3	0	3	0	1	0	1	0
New York	4	4	4	4	1	1	1	1
Ohio	0	1	0	0	0	1	0	0
Pennsylvania	0	9	0	0	0	1	0	0
Virginia	0	1	0	0	0	1	0	0
TOTAL:	**52**	**24**	**19**	**10**	**9**	**7**	**3**	**3**
COMBINED:	**76**		**29**		**16**		**6**	

Footnote to chart:

List of operational facilities Includes two "Powered by MedMen" stores – stores not yet MedMen rebranded but owned by MedMen Enterprises, LLC ("the Company"). Also, includes four stores managed by MedMen but not owned by the Company.

The chart includes licenses to be acquired through the announced PharmaCann transaction and recently closed and recently announced license acquisitions in Arizona, Illinois and San Jose Area. Through the acquisition of PharmaCann, MedMen will own an additional twenty-seven licenses across 12 states; permitting operations of an additional 24 retail facilities and 7 cultivation/manufacturing facilities. Those 12 states comprise approximately 50 percent of the total U.S. population.

The PharmaCann retail license listed in the chart for Michigan reflects the acquisition of real property that has local permitting for cannabis retail sales, and is subject to additional licensing requirements.

The securities described herein to be issued in the Transaction will be offered and sold in reliance upon available exemptions from the registration requirements under the U.S. Securities Act and have not been, and will not be, registered under the U.S. Securities Act, or any U.S. state securities laws, and may only be re-offered or re-sold in the United States pursuant to registration under the U.S. Securities Act and all applicable state securities laws or in compliance with the requirements of an applicable exemption therefrom.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy securities in the United States, nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

ABOUT MEDMEN:

MedMen Enterprises is a leading cannabis company in the U.S. with assets and operations across the country. Based in Los Angeles, MedMen brings expertise and capital to the cannabis industry and is one of the nation's largest financial supporters of progressive marijuana laws. Visit http://www.medmen.com

ABOUT PHARMACANN:

PharmaCann, LLC, one of the nation's largest medical cannabis providers, cultivates, processes and dispenses safe, independently tested cannabis products to improve people's lives. PharmaCann's dispensaries, called Verilife, and production facilities, called Veriplant, are operating in multiple states including Illinois, Maryland, Massachusetts and New York, with other locations in development including Michigan, Ohio, Pennsylvania and Virginia. By elevating cannabinoid-based products, PharmaCann empowers people with more options for feeling and living better. For more information, visit www.pharmacann.com.

MEDIA CONTACT:

Briana Chester
Senior Publicist
Email: briana.chester@medmen.com
(424) 888-4260

MANAGEMENT CONTACT:

Lisa Sergi
General Counsel
Email: lisa.sergi@medmen.com
(855) 292-8399

INVESTOR RELATIONS CONTACT:

Stéphanie Van Hassel
Head of Investor Relations
Email: investors@medmen.com
(323) 705-3025

Source: MedMen Enterprises

Cautionary Note Regarding Forward-Looking Information and Statements

This press release contains "forward-looking statements" and "forward-looking information" within the meaning of applicable securities laws (collectively, "forward-looking information") with respect to the Company, including, but not limited to: information concerning the completion and timing of the completion of the contemplated business combination with PharmaCann, LLC, expectations regarding whether the contemplated acquisition will be consummated, including whether conditions to the consummation of the proposed acquisition will be satisfied and whether the proposed acquisition will be completed on the current terms, the timing for completing the proposed acquisition, expectations for the effects of the proposed acquisition, including the potential number and location of facilities and stores or licenses therefor to be acquired, acceleration of the launch of the [statemade] brand, acceleration of M&A and license applications and increases in store traffic and basket sizes, expectations regarding the markets to be entered into by the Company as a result of completing such proposed acquisition, the ability of the Company to successfully achieve its business objectives as a result of completing the contemplated acquisition, estimates of future cultivation, manufacturing and extraction capacity, estimates of future revenue or revenue growth (and the method by which such future revenue is generated), store related forecasts, including as to number of planned stores to be opened in the future, information as to the development and distribution of the Company's brands and products, and any other statement that may predict, forecast, indicate or imply future plans, intentions, levels of activity, results, financial position, operational or financial performance or achievements. Such forward-looking information involves known and unknown risks, uncertainties and other factors which may cause the actual plans, intentions, activities, results, financial position, performance or achievements of the Company to be materially different from any future plans, intentions, activities, results, financial position, performance or achievements expressed or implied by such forward-looking information. Often, but not always, forward-looking information can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", will", "projects", or "believes" or variations (including negative variations) of such words and phrases, or statements that certain actions, events, results or conditions "may", "could", "would", "might" or "will" be taken, occur or be achieved. Except for statements of historical fact, information contained herein constitutes forward-looking information.

Forward-looking information is not a guarantee of future performance and is based upon a number of estimates and assumptions of management at the date the statements are made including among other things assumptions about: the contemplated acquisition being completed on the current terms and current contemplated timeline; development costs remaining consistent with budgets; favorable equity and debt capital markets; the ability to raise sufficient capital to advance the business of the Company; favorable operating conditions; political and regulatory stability; obtaining and maintaining all required licenses and permits; receipt of governmental approvals and permits; sustained labor stability; stability in financial and capital goods markets; favourable production levels and costs from the Company's operations; the pricing of various cannabis products; the level of demand for cannabis products; and the availability of third party service providers and other inputs for the Company's operations. While the Company considers these assumptions to be reasonable, the assumptions are inherently subject to significant business, social, economic, political, regulatory, competitive and other risks and uncertainties, contingencies and other factors that could cause actual performance, achievements, actions, events, results or conditions to be materially different from those projected in the forward-looking information. Many assumptions are based on factors and events that are not within the control of the Company and there is no assurance they will prove to be correct.

Furthermore, such forward-looking information involves known and unknown risks, uncertainties and other factors which may cause the actual plans, intentions, activities, results, financial position, performance or achievements of the Company to be materially different from any future plans, intentions, activities, results, financial position, performance or achievements expressed or implied by such forward-looking information. Such factors include, among others: the ability to consummate the proposed acquisition; the ability to obtain requisite regulatory approvals and third party consents and the satisfaction of other conditions to the consummation of the proposed acquisition on the proposed terms and schedule; the potential impact of the announcement or consummation of the proposed acquisition on relationships, including with regulatory bodies, employees, suppliers, customers and competitors; the diversion of management time on the proposed acquisition; risks relating to cannabis being illegal under US federal law and risks of federal enforcement actions related to cannabis; negative changes in the political environment or in the regulation of cannabis and the Company's business; risks relating to lack of banking providers and characterization of the Company's revenue as proceeds of crime as a result of anti-money laundering laws and regulation; the costs of compliance with and the risk of liability being imposed under the laws the Company operates under including environmental regulations; negative shifts in public opinion and perception of the cannabis industry and cannabis consumption; risks that service providers may suspend or withdraw services; the limited operating history of the Company; reliance on the expertise and judgement of senior management of the Company; increasing competition in the industry; risks related to financing activities, including leverage; risks related to the management of growth; increased costs related to the Company becoming a publicly traded company; risks inherent in an agricultural business; adverse agricultural conditions impacting cannabis yields; risks relating to rising energy costs; risks of product liability and other safety related liability as a result of usage of the Company's cannabis products; negative future research regarding safety and efficacy of cannabis and cannabis derived products; risk of shortages of or price increases in key inputs, suppliers and skilled labor; a lack of reliable data on the medical and adult-use cannabis industry; loss of intellectual property rights or protections; cybersecurity risks; constraints on marketing products; fraudulent activity by employees, contractors and consultants; tax and insurance related risks; risk of litigation; conflicts of interest; compliance with extensive government regulation; changes in general economic, business and political conditions, including changes in the financial markets; as well as those risk factors discussed in the Company's Annual Information Form filed on SEDAR at www.sedar.com on November 2, 2018 and discussed in the Company's other public filings available on SEDAR. Although the Company has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such forward-looking information will prove to be accurate as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information. Forward-looking information is provided and made as of the date of this presentation and MedMen does not undertake any obligation to revise or update any forward-looking information other than as required by applicable law.