

## ASX RELEASE

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1 February 2018

### **Secondary Trading Notice Pursuant to Section 708A(5)(e) of the Corporations Act**

**MMJ PhytoTech Limited (ASX:MMJ)** (the "Company") gives this notice pursuant to section 708A(5)(e) of the Corporations Act 2001 (Cth) ("Corporations Act").

The Company advises that it has issued securities in the capital of the Company ("Securities") per the attached Appendix 3B.

The Company advises that the Securities were issued without disclosure to investors under Part 6D.2 of the Act.

The Company, as at the date of this notice, has complied with:

- (a) the provisions of Chapter 2M of the Act as they apply to the Company; and
- (b) section 674 of the Corporations Act.

As at the date of this notice there is no information to be disclosed which is excluded information (as defined in section 708A(7) of the Corporations Act) that is reasonable for investors and their professional advisers to expect to find in a disclosure document.

#### **For more information, please contact:**

Andreas Gedeon  
Managing Director  
+1 (250) 713 6302  
agedeon@mmj.ca

#### **About MMJ PhytoTech Limited**

In October 2017, **MMJ PhytoTech Limited (ASX. MMJ)** announced its strategy to become an incubator for strategic investments across regulated jurisdictions globally covering the entire cannabis value chain.

Following the successful listing of United Greeneries Holdings Ltd ("United Greeneries") and Satipharm AG ("Satipharm") on the TSX-V through Harvest One Cannabis Inc. (TSX-V: HVST), MMJ has focused on the identification of a number of independent strategic investment opportunities that have the potential to deliver significant value to the Company's shareholders.

MMJ is actively pursuing early stage opportunities with the ability to deliver significant future revenue and the opportunity to provide dramatic global synergistic value as regulatory frameworks in key international markets continue to evolve. MMJ is targeting the full range of emerging cannabis-related sectors including healthcare products, technology, infrastructure, logistics, processing, cultivation, equipment, R&D, hemp food products and retail.

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MMJ currently holds an equity stake of 53,333,333 in Harvest One, 100% ownership of Israeli-based R&D division PhytoTech Therapeutics Limited (“PTL”) and strategic holdings in e-Sense Lab Limited (ASX: ESE) and private Canadian-based company WeedMe Inc.

### **About Harvest One Cannabis Inc.**

**Harvest One Cannabis Inc. (TSXV: HVST)** controls operations across the entire cannabis value chain through three business units, with Harvest One serving as the umbrella company over horticultural arm United Greeneries and medical arm Satipharm AG. Each business is strategically located in favourable jurisdictions with supportive regulatory frameworks in place. United Greeneries has a Canadian license to cultivate and distribute medicinal cannabis, making Harvest One one of only a few companies globally with the capacity to commercially cultivate cannabis in a federally regulated environment.

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

MMJ PhytoTech Limited

ABN

91 601 236 417

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |   |   |
|---|---|---|
| 1 | +Class of +securities issued or to be issued  | Fully Paid Ordinary Shares<br>Unlisted Class K Options (\$0.35, 31 Oct 2021)  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | 1,150,000 Fully Paid Ordinary Shares<br>1,500,000 Unlisted Class K Options (\$0.35, 31 Oct 2021)  |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Fully paid ordinary shares, issued on the same terms and conditions as existing fully paid ordinary shares on issue.<br><br>Unlisted Class K Options are exercisable at \$0.35 each on or before 31 Oct 2021 and vest quarterly over three years, subject to the holder continuing to be employed by the Company. |

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<p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Shares – Yes</p> <p>Unlisted Class K Options – No. These options represent a new class of unlisted securities. However shares issued upon the exercise of Class K Options will rank equally with existing fully paid ordinary shares on issue.</p>
<p>5 Issue price or consideration</p>	<p>900,000 Shares issued at \$0.20 per Share.  250,000 Shares issued at \$0.45 per Share.  1,500,000 Class K Options issued for nil cash consideration.</p>
<p>6 Purpose of the issue  (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>900,000 Shares issued upon the exercise of 900,000 Class B Options.</p> <p>250,000 Shares issued upon the exercise of 250,000 Class F Options.</p> <p>Class K Options issued under the Company's employee incentive plan.</p>
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>Yes</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>29 November 2017</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>Nil</p>

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6d	Number of +securities issued with security holder approval under rule 7.1A	Nil				
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil				
6f	Number of +securities issued under an exception in rule 7.2	2,650,000				
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	Nil				
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Nil				
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	LR7.1 – 32,441,098 LR7.1A – 21,627,399				
7	<p>+Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	1 February 2018				
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Number</th> <th style="text-align: center;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">216,273,985</td> <td>Fully paid ordinary shares</td> </tr> </tbody> </table>	Number	+Class	216,273,985	Fully paid ordinary shares
Number	+Class					
216,273,985	Fully paid ordinary shares					

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**New issue announcement**

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	Number	+Class
9		Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)
	9,000,000	Class C Performance Rights
	9,000,000	Class D Performance Rights
	4,125,000	Class E Performance Rights
	4,125,000	Class F Performance Rights
	4,125,000	Class G Performance Rights
	350,000	Class C Options (\$0.31, 6 May 2019)
	2,500,000	Class D Options (\$0.40, 27 Jul 2018)
	500,000	Class E Options (\$0.20, 27 Jul 2018)
	7,075,000	Class F Options (\$0.45, 8 Sep 2018)
	2,537,500	Class G Options (\$0.36, 1 Mar 2019)
	719,641	Class H Options (\$0.27, 31 Jan 2020)
	1,000,000	Class I Options (\$0.24, 6 Jun 2019)
	3,000,000	Class J Options (\$0.24, 1 Sep 2020)
1,500,000	Class K Options (\$0.35, 31 Oct 2021)	
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Unchanged

**Part 2 - Pro rata issue**

11	Is security holder approval required?	
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the +securities will be offered	
14	+Class of +securities to which the offer relates	
15	+Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17	Policy for deciding entitlements in relation to fractions	

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18	Names of countries in which the entity has security holders who will not be sent new offer documents  Note: Security holders must be told how their entitlements are to be dealt with.  Cross reference: rule 7.7.	
19	Closing date for receipt of acceptances or renunciations	
20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	
25	If the issue is contingent on security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do security holders sell their entitlements <i>in full</i> through a broker?	

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- 31 How do security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do security holders dispose of their entitlements (except by sale through a broker)?
- 33 <sup>+</sup>Issue date

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

- 34 Type of <sup>+</sup>securities  
(tick one)
- (a)  <sup>+</sup>Securities described in Part 1 - Shares only
- (b)  All other <sup>+</sup>securities  
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

#### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

- 35  If the <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders
- 36  If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over
- 37  A copy of any trust deed for the additional <sup>+</sup>securities

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<sup>+</sup> See chapter 19 for defined terms.



**Entities that have ticked box 34(b)**

38 Number of +securities for which +quotation is sought

39 +Class of +securities for which quotation is sought

40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)		

**Quotation agreement**

- 1 +Quotation of our additional +securities is in ASX’s absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
  - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.

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- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:  .....  
Company secretary

Date: 1 February 2018

Print name: Eryn Dale

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# Appendix 3B – Annexure 1

## Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

### Part 1

<b>Rule 7.1 – Issues exceeding 15% of capital</b>																									
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>																									
<i>Insert</i> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	<b>191,360,011</b>																								
<p><b>Add</b> the following:</p> <ul style="list-style-type: none"> <li>• Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>• Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval</li> <li>• Number of partly paid +ordinary securities that became fully paid in that 12 month period</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="text-align: right; width: 150px;">15/03/2017</td> <td style="text-align: right;">2,862,500</td> </tr> <tr> <td style="text-align: right;">22/03/2017</td> <td style="text-align: right;">2,424,590</td> </tr> <tr> <td style="text-align: right;">29/03/2017</td> <td style="text-align: right;">4,270,000</td> </tr> <tr> <td style="text-align: right;">5/04/2017</td> <td style="text-align: right;">3,875,833</td> </tr> <tr> <td style="text-align: right;">3/05/2017</td> <td style="text-align: right;">2,539,166</td> </tr> <tr> <td style="text-align: right;">9/06/2017</td> <td style="text-align: right;">1,600,000</td> </tr> <tr> <td style="text-align: right;">11/09/2017</td> <td style="text-align: right;">1,000,000</td> </tr> <tr> <td style="text-align: right;">15/11/2017</td> <td style="text-align: right;">1,598,750</td> </tr> <tr> <td style="text-align: right;">12/12/2017</td> <td style="text-align: right;">1,056,250</td> </tr> <tr> <td style="text-align: right;">29/12/2017</td> <td style="text-align: right;">500,000</td> </tr> <tr> <td style="text-align: right;">12/01/2018</td> <td style="text-align: right;">2,036,855</td> </tr> <tr> <td style="text-align: right;">1/02/2018</td> <td style="text-align: right;">1,150,000</td> </tr> </table>	15/03/2017	2,862,500	22/03/2017	2,424,590	29/03/2017	4,270,000	5/04/2017	3,875,833	3/05/2017	2,539,166	9/06/2017	1,600,000	11/09/2017	1,000,000	15/11/2017	1,598,750	12/12/2017	1,056,250	29/12/2017	500,000	12/01/2018	2,036,855	1/02/2018	1,150,000
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1/02/2018	1,150,000																								
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	-																								
<b>“A”</b>	<b>216,273,985</b>																								

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<b>Step 2: Calculate 15% of “A”</b>	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply</b> “A” by 0.15	32,441,098
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	
“C”	-
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	32,441,098
<b>Subtract</b> “C” <i>Note: number must be same as shown in Step 3</i>	-
<b>Total</b> [“A” x 0.15] – “C”	<b>32,441,098</b> <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

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## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b>  <i>Note: number must be same as shown in Step 1 of Part 1</i>	<b>216,273,985</b>
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10  <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	<b>21,627,399</b>
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<i>Insert</i> number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A  <b>Notes:</b> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities – not just ordinary securities</i></li> <li>• <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	-
<b>“E”</b>	-

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<b>Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A</b>	
"A" x 0.10 <i>Note: number must be same as shown in Step 2</i>	21,627,399
<b>Subtract "E"</b> <i>Note: number must be same as shown in Step 3</i>	-
<b>Total</b> ["A" x 0.10] – "E"	21,627,399 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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