

ASX RELEASE**COMPLETION OF SALE OF PHYTOTECH THERAPEUTICS TO HARVEST ONE CANNABIS INC.**

As announced on 25 June 2018, MMJ Group Holdings Limited (**Company**) entered into a binding share sale agreement (**SSA**) pursuant to which it conditionally agreed to sell its wholly-owned subsidiary PhytoTech Therapeutics Ltd (**PTL**) to Harvest One Cannabis Inc. (TSXV:HVT) (**HVT**) for total consideration of CAD\$8 million (**Disposal**).

The Company is pleased to advise all conditions precedent to the Disposal of PTL have been satisfied and the Disposal has been successfully completed.

In accordance with the SSA, as consideration for the Disposal, HVT has:

- (a) paid CAD\$1,000,000 in cash; and
- (b) issued 8,326,695 fully paid ordinary shares in HVT (**HVT Shares**),

(together, **Disposal Consideration**).

The number of HVT Shares issued was calculated using the 10-day volume weighted average price of HVT Shares as at 11 October 2018 (**VWAP**), being CAD\$0.84067 (CAD\$7,000,000 worth of HVT Shares),

In order to satisfy outstanding obligations under PTL's Yisum Research and License Agreement, the Company nominated for 2% of the Disposal Consideration to be provided to nominees of Yisum Research Development Company of the Hebrew University of Jerusalem Ltd (**Yisum**). Accordingly, Yisum received CAD\$20,000 in cash and 166,534 of the HVT Shares. The Company retained the remainder of the Disposal Consideration being \$980,000 and 8,160,161 HVT Shares.

Change of company name

The Company has also now changed its name from MMJ PhytoTech Limited to MMJ Group Holdings Limited and upon being readmitted to quotation on the ASX its shares will continue to trade under the ASX ticker code "MMJ".

Investor and Media Enquiries

Jason Conroy

Chief Executive Officer

About MMJ

MMJ is a global cannabis investment company (ABN 91 601 236 417). MMJ owns a portfolio of minority investments and aims to invest across the full range of emerging cannabis-related sectors including healthcare, technology, infrastructure, logistics, processing, cultivation, equipment and retail. For MMJ's latest investor presentation and news, please visit: <https://www.mmjphytototech.com.au/investors/>

Important Notice

This announcement contains reference to certain intentions, expectations, future, strategy and prospects of MMJ. Those intentions, expectations, future, strategy and prospects may or may not be achieved. They are based on certain assumptions, which may not be met or on which views may differ and may be affected by known and unknown risks. The performance and operations of MMJ may be influenced by a number of factors, many of which are outside the control of MMJ. No representation or warranty, express or implied, is made by MMJ, or any of its directors, officers, employees, advisers or agents that any intentions, expectations or plans will be achieved either totally or partially or that any particular rate of return will be achieved. Given the risks and uncertainties that may cause MMJ's actual future results, performance or achievements to be materially different from those expected, planned or intended, recipients should not place undue reliance on these intentions, expectations, future plans, strategy and prospects. MMJ does not warrant or represent that the actual results, performance or achievements will be as expected, planned or intended. Nothing in this material should be construed as either an offer to sell or a solicitation of an offer to buy or sell securities. It does not include all available information and should not be used in isolation as a basis to invest in MMJ. This document does not constitute any part of any offer to sell, or the solicitation of an offer to buy, any securities in the United States or to, or for the account or benefit of any "US person" as defined in Regulation S under the US Securities Act of 1993 ("Securities Act"). MMJ's shares have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold in the United States or to any US person without being so registered or pursuant to an exemption from registration including an exemption for qualified institutional buyers.