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48North Cannabis Corp. Adopts Advance Notice By-Law; Provides Update to Filing Statement

June 11, 2018 - Toronto, Ontario: 48North Cannabis Corp. ("**48North**" or the "**Company**") (TSXV:NRTH) announces it has adopted an "Advance Notice By-law" that requires advance notice be given to the Company when director nominations are made by shareholders other than through a request for a meeting or through a shareholder proposal, in each case in accordance with the *Canada Business Corporations Act* (the "**Act**").

The Advance Notice By-law provides a clear process for shareholders to follow for director nominations, and will help ensure that all shareholders receive adequate notice and information about director nominees in order to exercise their voting rights in an informed manner. The Advance Notice By-law is similar to the advance notice by-laws adopted by many other Canadian public companies.

Among other things, the Advance Notice By-law fixes deadlines by which shareholders must notify the Company of director nominations prior to any annual or special meeting of shareholders where directors are to be elected. It also sets forth the information about the proposed nominee that a shareholder must include in the notice for it to be valid.

In the case of an annual shareholder meeting, notice to the Company must be given not less than 30 days prior to the date of the annual meeting nor more than 65 days before the date of such meeting. In the event that the annual meeting is to be held on a date that is less than 50 days after the first public announcement of the meeting's date, notice may be given not later than the close of business on the 15th day following such announcement.

In the case of a special meeting of shareholders (which is not also an annual meeting), notice to the Company must be given not later than the close of business on the 15th day following the first public announcement of the date of the special meeting.

The Advance Notice By-law also prescribes the proper written form for a shareholder's notice and provides that the Company's Board of Directors may, in its sole discretion, waive any requirement under these provisions.

The Advance Notice By-law is effective immediately and will be placed before shareholders for approval, confirmation and ratification at the next Annual and/or Special Meeting of Shareholders of the Company (the "**Meeting**"). Pursuant to the provisions of the Act, the

Advance Notice By- Law will cease to be effective unless it is approved, ratified and confirmed by a resolution adopted by a majority of the votes cast by the shareholders of the Company at the Meeting.

The full text of the Advance Notice By-law is available under the Company's profile at www.sedar.com.

Grant of Options

The Company announces that it has granted: (i) 250,000 incentive stock options to a consultant of the Company, each such option entitling the holder to acquire one common share of the Company for a period of two years at an exercise price of \$1.00 per common share, and (ii) 100,000 incentive stock options to an employee of the Company, each such option entitling the holder to acquire one common share of the Company for a period of three years at an exercise price of \$1.00 per common share.

Investor Relations Firm

The Company further wishes to announce that it has engaged National Equicom to provide Investor Relations Activities (as defined in TSX Venture Exchange policy). National Equicom will assist the Company in developing materials for investors and provide ongoing investor relations guidance and support. The annual retainer fee for National Equicom is approximately \$99,000. National Equicom does not hold any interest in the Company or its securities. Further information about National Equicom can be found at: <https://www.nationalequicom.com/>.

Waiver of Board Nominee Right

The Company further wishes to announce that Groupe Lune Rouge Inc. ("**Lune Rouge**"), a significant shareholder of the Company, has waived its right to nominate a director to the Board of Directors of the Company. For further information relating to the holdings of Lune Rouge, please refer to the Filing Statement (as defined below), as well as the public filings of Lune Rouge available under the Company's SEDAR profile.

Updates to Filing Statement

The Company further announces certain updates to the disclosure provided in the filing statement of the Company dated May 28, 2018 (the "**Filing Statement**").

The following sections under the heading "*Information Concerning the Resulting Issuer*" of the Filing Statement are hereby amended and replaced in their entirety as follows (capitalized terms used herein but not otherwise defined shall have the meaning ascribed thereto in the Filing Statement):

Principal Securityholders

To the knowledge of the directors and executive officers of Resulting Issuer, there will be no Persons or Companies who or which beneficially own, directly or indirectly, or exercise control or direction over shares carrying more than 10% of the voting rights attached to all outstanding common shares of the Resulting Issue, other than the following:

| Name, Municipality of Residence | Numbers of Kramer Shares Beneficially Owned Prior to Qualifying Transaction | Percentage of the Resulting Issuer Shares Beneficially Owned Following the Qualifying Transaction, Concurrent Financing and Share Consolidation |
|--|---|---|
| Groupe Lune Rouge Inc., Montreal, Quebec | Nil | 12.85% |
| Wallington Investment Holdings Ltd., Zurich, Switzerland | Nil | 10.36% |

Fully Diluted Share Capital

In addition to the information set out in the *pro forma* Resulting Issuer capitalization table above, the following table sets out the *pro forma* fully diluted share capital of the Resulting Issuer after giving effect to the Concurrent Financing, the Qualifying Transaction and the Share Consolidation:

| | Number of Securities (Minimum) | Percentage of Total |
|--|--------------------------------------|------------------------|
| Resulting Issuer Shares Outstanding as at the Date of the Qualifying Transaction | 887,500 | 0.69% |
| Resulting Issuer Shares Issued in Exchange for 48North Shares | 59,141,140 | 46.22% |
| Resulting Issuer Shares Issued in Exchange for 48North Shares Issued Upon Conversion of Convertible Debentures | 17,788,897 | 13.90% |
| Shares Issued on Exercise of Kramer Options | 75,000 | 0.00% |
| <i>Subtotal: Resulting Issuer Shares Outstanding Upon Completion of the Concurrent Financing and the Qualifying Transaction</i> | <i>77,817,537</i> | <i>60.82%</i> |
| Resulting Issuer Shares Reserved for Issuance Pursuant to Unit Warrants | 8,901,560 | 6.96% |
| Resulting Issuer Shares Reserved for Issuance Pursuant to 48North Compensation Options | 1,867,833 | 1.46% |
| Resulting Issuer Shares Reserved for Issuance Pursuant to 48North Replacement Warrants | 26,226,364 | 20.50% |
| Resulting Issuer Shares Reserved for Issuance Pursuant to 48North Replacement Options | 13,405,000 | 10.45% |
| <i>Total Number of Resulting Issuer Shares (on a Fully Diluted Basis) following completion of the Qualifying Transaction</i> | <i>127,943,294</i> | <i>100%</i> |

About 48North

[48North Cannabis Corp.](#) is a TSXV Venture Exchange listed company whose wholly owned subsidiary DelShen Therapeutics Corp. ("**DelShen**"), is a licensed producer of medical cannabis in Canada. 48North grows unique genetics sourced from MariPharm B.V., a Netherlands-based phytopharmaceutical company with over 25 years of experience in the research and cultivation of cannabis for medical purposes. Its genetics are grown to exacting standards, ensuring patients can count on receiving the highest-quality cannabis products.

DelShen is regulated by the Access to Cannabis for Medical Purposes Regulations ("ACMPR") and the facility is located on 800-acres of owned land near Kirkland Lake, Ontario. DelShen's license to produce cannabis was granted on Feb. 28, 2017, and pertains to the facility, a state-of-the-art, closed-box, 40,000-square-foot building with an additional 200,000 square feet of production space planned within the current security perimeter.

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