

LADERA VENTURES CORP.

NEWS RELEASE

FOR IMMEDIATE RELEASE

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Ladera Ventures Announces Proposed Reverse Takeover By MedMen Enterprises

Vancouver, British Columbia – April 30, 2018 – Ladera Ventures Corp. [TSXV: LV.H] (“**Ladera**” or the “**Company**”) is pleased to announce that it has entered into a binding letter agreement dated as of April 27, 2018 (the “**Letter Agreement**”) with leading Los Angeles-based cannabis company MM Enterprises USA, LLC (“**MedMen Enterprises**”). The Letter Agreement outlines the proposed terms and conditions pursuant to which Ladera and MedMen Enterprises will effect a business combination that will result in a reverse takeover of Ladera by the securityholders of MedMen Enterprises (the “**Proposed Transaction**”). The Letter Agreement was negotiated at arm’s length.

MedMen Enterprises has elected to terminate its previously announced binding letter agreement with OutdoorPartner Media Corporation in respect of a proposed business combination in accordance with the terms thereof, and OutdoorPartner Media has consented to such termination.

With vertically integrated operations in three states, including seven licensed stores in California’s newly opened adult-use market, MedMen Enterprises, a limited liability company organized under Delaware law, is one of the most dominant players in the fast-growing cannabis industry. MedMen Enterprises recently completed construction of a 45,000-square-foot factory in Northern Nevada, and MedMen Manhattan, the first-of-a-kind marijuana store in New York, opened on Fifth Avenue on April 20, 2018 on schedule. MedMen Enterprises also recently announced a joint-venture with Cronos Group Inc. to develop products and open MedMen branded stores in Canada’s potential adult-use market.

Terms of the Transaction

The Proposed Transaction will be structured as an amalgamation, arrangement, takeover bid, share purchase or other similar form of transaction or a series of transactions that have a similar effect with Ladera acquiring all voting securities of MedMen Enterprises. The final structure for the Proposed Transaction is subject to satisfactory tax, corporate and securities law advice for both Ladera and MedMen Enterprises.

Completion of the Proposed Transaction is subject to a number of conditions, including completion of the MedMen Financing (defined below), receipt of all necessary shareholder and regulatory approvals, the execution of related transaction documents, approval of the TSX Venture Exchange (the “**TSXV**”) for the delisting of the common shares of Ladera (the “**Ladera Shares**”) from the NEX board of the TSXV and conditional approval of the Canadian Securities Exchange for the listing of the Ladera Shares following completion of the Proposed Transaction. Completion of the Proposed Transaction is also subject to conversion of the 8,000,000 subscription receipts (the “**Ladera Subscription Receipts**”) previously issued by Ladera on March 7, 2018, release to Ladera of the related escrowed funds and cancellation of the warrants of Ladera underlying such subscription receipts.

MedMen Enterprises currently intends to complete a brokered private placement (the “**MedMen Financing**”) to accredited investors of subscription receipts (the “**MedMen Subscription Receipts**”). MedMen Enterprises has engaged Cormark Securities Inc. and Canaccord Genuity Corp., leading Canadian independent investment dealers, to act as co-bookrunners in connection with the MedMen Financing. The MedMen Subscription Receipts are proposed to be exchanged for post-Consolidated Ladera Shares in connection with the Proposed Transaction.

In connection with the Proposed Transaction, the Company will be required to, among other things: (i) change its name to a name requested by MedMen Enterprises and acceptable to applicable regulatory authorities; (ii) consolidate its outstanding Ladera Shares on a basis to be determined (the “**Consolidation**”); (iii) replace all directors and officers of the Company on closing of the Proposed Transaction with nominees of MedMen Enterprises; and (iv) create a new class of non-participating super voting shares that would be issued to the founders of MedMen, Adam Bierman and Andrew Modlin, under the Proposed Transaction.

Under the Proposed Transaction, existing shareholders of the Company as of immediately prior to the completion of the Proposed Transaction would hold post-Consolidated Ladera Shares (whose voting rights will be subordinated) with a value, based on the MedMen Financing price, of US\$6.0 million. Further details of the Proposed Transaction will be included in subsequent news releases and disclosure documents (which will include business and financial information in respect of MedMen) to be filed by the Company in connection with the Proposed Transaction. It is anticipated that an annual general and special shareholder meeting of the Company to approve, among other matters, all required matters in connection with the Proposed Transaction will take place in May 2018 and closing of the Proposed Transaction will take place in the second quarter of 2018.

The Common Shares of the Company will remain halted until all necessary filings have been accepted by applicable regulatory authorities.

For more information please contact the Company at 778-331-8505 or email: sackerman@emprisecapital.com

On Behalf of the Board of Directors of Ladera Ventures Corp.
Scott Ackerman
Director

All information contained in this news release with respect to MedMen Enterprises was supplied by MedMen Enterprises for inclusion herein and the Company has relied on the accuracy of such information without independent verification.

As noted above, completion of the Proposed Transaction is subject to a number of conditions, including but not limited to, majority of the minority shareholder approval of the voluntary delisting of the Ladera Shares from the NEX board of the TSXV and TSXV acceptance of such delisting. The Proposed Transaction cannot close until the required shareholder approval is obtained in respect of the applicable matters. There can be no assurance that the Proposed Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or listing statement of the Company to be prepared in connection with the Proposed Transaction, any information released or received with respect to the Proposed Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of Ladera should be considered highly speculative.

The TSX Venture Exchange Inc. has in no way passed upon the merits of the Proposed Transaction and has neither approved nor disapproved the contents of this news release.

This news release does not constitute an offer to sell, or a solicitation of an offer to buy, any securities under the MedMen Financing in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”) or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

Forward-Looking Information and Statements

This press release contains certain “forward-looking information” within the meaning of applicable Canadian securities legislation and may also contain statements that may constitute “forward-looking statements” within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995. Such forward-looking information and forward-looking statements are not representative of historical facts or information or current condition, but instead represent only the Company’s beliefs regarding future events, plans or objectives, many of which, by their nature, are inherently uncertain and outside of the Company’s control. Generally, such forward-looking information or forward-looking statements can be identified by the use of forward-looking terminology such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or may contain statements that certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “will continue”, “will occur” or “will be achieved”. The forward-looking information and forward-looking statements contained herein may include, but are not limited to, information concerning the Proposed Transaction and the MedMen Financing, expectations regarding whether the Proposed Transaction will be consummated, including whether conditions to the consummation of the Proposed Transaction will be satisfied, the timing for holding the annual general and special meeting of shareholders of the Company and the timing for completing the Proposed Transaction, expectations for the effects of the Proposed Transaction or the ability of the combined company to successfully achieve business objectives, expectations regarding whether the MedMen Financing will be consummated, and expectations for other economic, business, and/or competitive factors.

By identifying such information and statements in this manner, the Company is alerting the reader that such information and statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such information and statements. In addition, in connection with the forward-looking information and forward-looking statements contained in this press release, the Company has made certain assumptions. Among the key factors that could cause actual results to differ materially from those projected in the forward-looking information and statements are the following: the ability to consummate the Proposed Transaction and the MedMen Financing; the ability to obtain requisite regulatory and shareholder and unitholder approvals and the satisfaction of other conditions to the consummation of the Proposed Transaction on the proposed terms and schedule; the ability to satisfy the conditions to the consummation of the MedMen Financing or to the conversion of the MedMen Subscription Receipts; the potential impact of the announcement or consummation of the Proposed Transaction on relationships, including with regulatory bodies, employees, suppliers, customers and competitors; changes in general economic, business and political conditions, including changes in the financial markets; changes in applicable laws; compliance with extensive government regulation; and the diversion of management time on the Proposed Transaction and the MedMen Financing. Should one or more of these risks, uncertainties or other factors materialize, or should assumptions underlying the forward-looking information or statements prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected.

Although the Company believes that the assumptions and factors used in preparing, and the expectations contained in, the forward-looking information and statements are reasonable, undue reliance should not be placed on such information and statements, and no assurance or guarantee can be given that such forward-looking information and statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information and statements. The forward-looking information and forward-looking statements contained in this press release are made as of the date of this press release, and the Company does not undertake to update any forward-looking information and/or forward-looking statements that are contained or referenced herein, except in accordance with applicable securities laws. All

subsequent written and oral forward- looking information and statements attributable to the Company or persons acting on its behalf is expressly qualified in its entirety by this notice.