

CDN MSOLAR Corp. Announces Proposed Acquisition of Blueberries Cannabis Corp. and Related Financing Transaction

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TORONTO, Sept. 06, 2018 -- CDN MSOLAR Corp. ("**CDNM**") announces that it has entered into a binding letter agreement (the "**Letter Agreement**") with Blueberries Cannabis Corp., a privately held issuer existing under the laws of the Province of Ontario ("**Blueberries**"), which outlines the general terms and conditions pursuant to which CDNM and Blueberries have agreed to complete a transaction (the "**Transaction**") that will result in a reverse take-over of CDNM by the current shareholders of Blueberries. The Letter Agreement was negotiated at arm's length and is effective as of September 5, 2018.

Blueberries SAS, a wholly-owned subsidiary of Blueberries, is seeking to become a large scale producer of naturally grown premium quality cannabis with its primary operations well situated in the Bogotá savanna in central Colombia. Lead by a team with deeply specialized and proprietary expertise in agriculture, genetics, extraction, medicine, pharmacology and marketing, Blueberries SAS has received all the licenses required for the cultivation, production, domestic distribution and international export of cannabidiol (CBD) based medical cannabis. The License for domestic distribution and export has also been issued by the Health Department, which was the last formal requirement by the Justice Department for the issuance of the tetrahydrocannabinol (THC) permit which is in process. Blueberries SAS' combination of leading scientific expertise, agricultural advantages, and distribution arrangements has positioned the company to become a leading international supplier of naturally grown, processed, and standardized medicinal-grade cannabis oil extracts and related products.

With deep local experience, relationships and access to excellent infrastructure, Blueberries SAS is also well positioned to continue the expansion of its operations and commence cultivation of medicinal grade cannabis on its three hectares of approved lands located in the Bogotá savanna, with the availability of 30 additional hectares for continued scalability.

Terms of the Transaction and Financing Matters

It is currently anticipated that the proposed Transaction will be effected by way of a three-cornered amalgamation or other similar form of transaction as is acceptable to the parties. There are currently outstanding an aggregate of 7,392,759 common shares in the capital of CDNM (each, a "**CDNM Common Share**") and 100 common shares in the capital of Blueberries (each, a "**Blueberries Share**"); however, Blueberries has commitments to issue, prior to the completion of the Offering (as defined herein), an aggregate of 63,000,000 Blueberries Shares in conjunction with its organization and the acquisition of Blueberries SAS.

Pursuant to the proposed Transaction, the holders of the issued and outstanding Blueberries Shares shall receive one CDNM Common Share for each Blueberries Common Share held. As at the date hereof, no CDNM Shares or Blueberries Shares are reserved for issuance under any outstanding convertible securities of either party.

On or immediately prior to the completion of the proposed Transaction, it is anticipated that: (i) CDNM will affect the Name Change (as defined herein); and (ii) the board of directors of CDNM shall be reconstituted to consist of nominees of Blueberries and all existing officers of CDNM shall resign and be replaced by nominees of Blueberries, all as further described below.

Prior to the completion of the Transaction, it is anticipated that Blueberries will complete a non-brokered private placement of approximately 30,000,000 subscription receipts (the "**Subscription Receipts**") at a price of C\$0.25 per Subscription Receipt for gross proceeds of approximately C\$7,500,000 (the "**Offering**"). Each Subscription Receipt shall entitle the holder to receive, upon satisfaction of certain escrow release conditions, and without payment of additional consideration, one unit in the capital of Blueberries (a "**Unit**"). Each Unit shall consist of one Blueberries Share and one-half of one Blueberries Share purchase warrant (each whole warrant, a "**Warrant**"), which Units shall be exchanged, without further consideration, for one Unit in the capital of the Resulting Issuer (as defined herein), upon the completion of the proposed Transaction. Following the exchange for Units of the Resulting Issuer, each Warrant of the Resulting Issuer (a "**Resulting Issuer Warrant**") shall entitle the holder thereof to acquire one common share of the Resulting Issuer (a "**Resulting Issuer Share**") at a price of C\$0.40 per Resulting Issuer Share for a period of 24 months.

The net proceeds from the Offering will be used to expand the business of Blueberries, for working capital and for general corporate purposes. Further details regarding the Offering will be included in a subsequent news release once additional details become available.

Upon completion of the Transaction, and assuming the maximum gross proceeds in the Offering are raised, there will be 100,392,759 common shares of the combined entity (the "Resulting Issuer") issued and outstanding, of which it is expected that the current shareholders of CDNM will hold approximately 7.4%, purchasers in the Offering will hold approximately 29.8%, and the former shareholders of Blueberries will hold approximately 62.8%.

The obligations of CDNM and Blueberries pursuant to the Letter Agreement shall terminate in certain specified circumstances, including in the event that the proposed Transaction is not completed by February 5, 2019. The proposed Transaction is subject to requisite regulatory approvals and standard closing conditions, including the approval of the directors of each of CDNM and Blueberries of a definitive agreement in respect of the Transaction (the "**Definitive Agreement**"), as well as the conditions described below. Upon completion of the Transaction, it is the intention of the parties that the Resulting Issuer will

continue to focus on the current business and affairs of Blueberries SAS.

Insiders, Officers and Board of Directors of the Resulting Issuer

It is expected that upon completion of the Transaction, the Resulting Issuer will have the following officers:

- Christian Toro, the current Chief Executive Officer of Blueberries SAS, will serve as Chief Executive Officer and a Director of the Resulting Issuer.
- Chris Reid, the current interim Chief Financial Officer of Blueberries SAS, will serve as interim Chief Financial Officer of the Resulting Issuer.
- Camilo Villalba, the current Chief Operating Officer of Blueberries SAS, will serve as Chief Operating Officer of the Resulting Issuer.
- Pablo Santos, the current Chief Marketing Officer of Blueberries SAS, will serve as Chief Marketing Officer of the Resulting Issuer.

Set forth below is a description of the backgrounds of all persons who are currently expected to serve as directors and officers of the Resulting Issuer.

Christian Toro, Chief Executive Officer and a Director

Mr. Toro began his professional career at Publicidad Toro in 1978, a leading Colombian marketing and advertising firm, and was appointed Chief Executive Officer in 1982. Mr. Toro is also the founder of Manning Selvage & Lee (a public relations firm) and Arena (a media buying company).

Chris Reid, Interim Chief Financial Officer

Mr. Reid has served as the Chief Executive Officer and President of Petrodorado, a petroleum company with operations in Colombia, since January 2016 and as the Chairman since May 2016. Mr. Reid also served as the Interim Chief Executive Officer, Chief Financial Officer and Interim President of Petrodorado from February 2012 to January 2016, where he was involved in the turnaround of the company through a divestiture program. Additionally, Mr. Reid has been a director of Potash Ridge Corporation since June 1, 2016. Mr. Reid is a Chartered Professional Accountant whose career includes 12 years of experience in industry and international business. Mr. Reid is currently a director of First Cobalt Corp., Potash Ridge Corp., Integrated Energy Storage Corp. and Petrodorado. Mr. Reid is a member of the Institute of Chartered Accountants of Alberta and the Chartered Professional Accountants of Alberta. Mr. Reid holds a Bachelor of Business Administration from Saint Francis Xavier University.

Camilo Villalba, Chief Operating Officer

Mr. Villalba, a bilingual finance and foreign trade professional, was a founding partner in 2016 of Optim Holdings, a consulting firm focused on natural resources to assist companies in the development of investment projects along the value chain in oil and gas and mining industries. Mr. Villalba has considerable experience in oil and gas project evaluations, financial planning, budgeting and reporting, in addition to project structuring, promotion and execution of mineral exploration and oil trading operations. Mr. Villalba holds a Bachelor degree in Finance and International Trade from Universidad Sergio Arboleda in Bogotá, Colombia (2008), a Master in Business Administration from the London School of Business and Finance (2011), and a specialization in the oil and gas industry from Saint Vincent College (2014).

Pablo Santos, Chief Marketing Officer

Mr. Santos, has extensive sales experience in IT solutions in Colombia and Latin America. Since 2016, Mr. Santos has served as the Director of Business Development at NECSYS S.A.S, a Colombian telecommunications company focused on corporate IP telephony networks and unified communications for both the private and public sectors. Prior to joining NECSYS, Mr. Santos worked as Channel Manager for Huawei and Sales Engineer (Latin America) for NEC Corporation of America. Mr. Santos holds a Bachelor of Science in Electrical Engineering from Pontificia Universidad Javeriana in Bogotá, Colombia (1996) and a Masters in Business Administration (Marketing and Finance) from the Kelley School of Business at Indiana University (2002).

Andres Vidal, Independent Director

Mr. Vidal has developed several programs related to continuing medical education and the development of technical argumentation, has conducted sales force training, and collaborated in the development of visual aids for medical visits, and key opinion leader (KOL) development plans.

Fabio Capponi, Independent Director

Mr. Capponi has over 14 years of experience and a successful track-record in creating, structuring and selling natural resources companies worth over \$5 billion working in Europe and both North and Latin America. Mr. Capponi is the founder of Western Atlas Resources, and was Co-Founder of CB Gold Inc. where he also served as President and CEO from 2009 to 2015 (CB Gold was acquired by Red Eagle Mining in December 2015). Prior to that Mr. Capponi was with Endeavour Financial and has held director and management positions with private companies. Mr. Capponi holds a master's degree in economics

and business administration from the LUISS Guido Carli University of Rome, Italy.

Francisco Sole, Independent Director

Mr. Sole is currently a member of the board of directors of Mapfre Seguros Generales de Colombia and has served in various capacities with Grupo Planeta, a Colombian publishing and media company, since 1989 and is currently the Chairman of the Board of Directors of Grupo Planeta in Colombia and the Hispano-Colombian Chamber of Commerce. He is an advisor to the General Directorate of Indra and General Director of Empresas; Inversiones Rasma, S.A.S. Begar Andina, S.A.S., Seralia Andina, S.A.S. and Andina Media de Inversiones, S.A.S. Mr. Sole has also been general Director for America of Grupo Planeta, Corporate President for the Andean Area of Grupo Planeta, Vice President of El Tiempo Publishing House and Member of the Board of Directors for CEET TV, El Tiempo Publishing House and Canal 3 Television in Colombia. From 1985-1989, he was General Director and Director of Administration at the oil refining company Lubricantes del Este de Espana (LUDESA) in Spain. He has also been Department Head, Accountant and Section Chief in the department of cost accounting at Novartis, a chemical and pharmaceutical company.

Andres Castañeda, Director and Advisor

Mr. Castañeda is the Chief Executive Officer and co-founder of Blueberries SAS, and has experience in managing blueberry cultivation in the Bogotá savanna, as one of the pioneers in the region. Mr. Castañeda formed a solid technical and administrative team that has made Blueberries SAS a success in blueberry cultivation and is expected to provide technical assistance and advice to the company as it transitions to cannabis cultivation. Mr. Castañeda is a Chartered Accountant specializing in international accounting with 12 years of experience leading the finance, logistics and marketing functions for various entities, and has experience in Canada and Bahamas where he has worked day-to-day in finance and accounting roles.

Paola Castañeda, Director and Advisor

Mrs. Castañeda is the Chief Financial Officer and co-founder of Blueberries SAS. Mrs. Castañeda has developed exceptional management and board skills, a strong knowledge of the international oil and gas sector, and financial reporting requirements. Mrs. Castañeda's role at Blueberries SAS also includes developing and fostering strategic alliances with clients and suppliers and she will provide technical assistance and advice to the company as it transitions to cannabis cultivation and marketing. Mrs. Castañeda obtained her Bachelor's Degree in Finance and a Masters of Banking and Finance from La Universidad de los Andes in Bogotá, Colombia, with a focus on international trade and marketing.

Patricio Villalba, Independent Director

Mr. Villalba has over 20 years of years of experience in Latin America in the mining, exploration, logistics, and trading of hydrocarbons, notably in Colombia and Mexico and has developed an extensive network in governmental and private organizations at both the local and international levels. Mr. Villalba has active presence in up-mid and downstream projects with important achievements in the development of integral logistics, achieving economic efficiencies, delivery times and commercialization, specifically in Mexico.

Conditions to Transaction

Completion of the Transaction is subject to a number of conditions of closing that are customary of a transaction of this nature, including, without limitation:

- CDNM shall obtain receipt of requisite shareholder approvals in connection with the following matters: (i) a change of name to "Blueberries Cannabis Corp." or such other name as may be requested by Blueberries and acceptable to applicable regulatory authorities (the "**Name Change**"); (ii) the election of the directors of the Resulting Issuer to replace the current directors of CDNM immediately following the completion of the proposed Transaction; and (iii) the approval of the Transaction, if required by regulatory authorities.
- Completion of the Offering.
- CDNM and Blueberries entering into the Definitive Agreement.
- Receipt by Blueberries SAS of a cultivation license (THC) and processing and extraction license by the applicable Colombian regulatory authorities in form and substance satisfactory to CDNM and the required approval of any other third parties.
- The common shares of the Resulting Issuer having been approved for listing on the Canadian Securities Exchange ("**CSE**").

The Definitive Agreement, once completed, will be filed under CDNM's issuer profile on SEDAR at www.sedar.com.

Inter-Company Relationships

Officers, directors and principal shareholders of CDNM may own Blueberries Shares and may subscribe for Subscription Receipts in the Offering.

About CDNM

CDNM was incorporated under the *Business Corporations Act* (British Columbia) on March 15, 2013 and is a “reporting issuer” within the meaning of the *Securities Act* (Ontario), *Securities Act* (Alberta), and the *Securities Act* (British Columbia). The CDNM Shares are listed on the CSE under the ticker symbol “CMS”, however the CDNM Shares were suspended from trading on the CSE on August 8, 2017. The proposed Transaction is expected to result in a change of business of CDNM from a technology issuer to a life sciences issuer focused on the current business and affairs of Blueberries SAS.

Further Information

All information contained in this news release with respect to CDNM and Blueberries was supplied by the parties respectively for inclusion herein, and each party and its directors and officers have relied on the other party for any information concerning the other party.

For further information regarding the proposed Transaction, please contact:

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION:

This news release contains “forward-looking information” and “forward-looking statements” (collectively, “forward-looking statements”) within the meaning of the applicable Canadian securities legislation. All statements, other than statements of historical fact, are forward-looking statements and are based on expectations, estimates and projections as at the date of this news release. Any statement that involves discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions, future events or performance (often but not always using phrases such as “expects”, or “does not expect”, “is expected”, “anticipates” or “does not anticipate”, “plans”, “budget”, “scheduled”, “forecasts”, “estimates”, “believes” or “intends” or variations of such words and phrases or stating that certain actions, events or results “may” or “could”, “would”, “might” or “will” be taken to occur or be achieved) are not statements of historical fact and may be forward-looking statements. In this news release, forward-looking statements relate, among other things, to: the terms and conditions of the proposed Transaction; the terms and conditions of the proposed Offering; receipt of all regulatory licenses required for the cultivation, production, domestic distribution and international export cannabis and cannabis related products; use of proceeds raised in the Offering, the proposed officers and directors of the Resulting Issuer; and the business and operations of the Resulting Issuer after the proposed Transaction. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties, and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking statements. Such factors include, but are not limited to: general business, economic, competitive, political and social uncertainties; and the delay or failure to receive board, shareholder or regulatory approvals. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on the forward-looking statements and information contained in this news release.

Readers should not place undue reliance on the forward-looking statements and information contained in this news release. CDNM and Blueberries assume no obligation to update the forward-looking statements of beliefs, opinions, projections, or other factors, should they change, except as required by law.

The securities to be offered in the Offering have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the “**U.S. Securities Act**”) or any U.S. state securities laws, and may not be offered or sold in the United States or to, or for the account or benefit of, United States persons absent registration or any applicable exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This news 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.