

October 2, 2018



MediPharm Labs Corp. (formerly POCML 4 Inc.) Announces Closing of Business Combination With MediPharm Labs Inc. and Anticipated Trading Date of October 4, 2018

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October 2, 2018 - Toronto, Ontario – MediPharm Labs Corp. (formerly POCML 4 Inc., TSXV: POCM) (TSXV: LABS) (the “**Company**” or “**MediPharm Labs**”) is pleased to announce that it has closed its previously announced business combination (the “**Transaction**”) with MediPharm Labs Inc. (“**MediPharm**”). The Post-Consolidation Shares (as defined below) of the Company are expected to commence trading on the TSX Venture Exchange (the “**TSXV**”) under the symbol “LABS” on October 4, 2018.

As previously announced, the Transaction resulted in a reverse take-over of the Company by the shareholders of MediPharm and constituted the “Qualifying Transaction” of the Company as such term is defined in the policies of the TSXV. The Company now focuses on the business of MediPharm which provides contract processing and purification of cannabis to Canadian authorized licensed producers and appropriate international growers, and supplies pharma-grade cannabis oil to qualified companies for sale under their own brand, as well as supplying raw materials, product formulation and processing for the creation of ready-to-sell cannabis products.

“Our vision is to be an industry connector, unifying the value chain as a trusted partner to those focused on cultivating or end-product manufacturing,” says Pat McCutcheon, CEO of MediPharm. “Our public company status adds to our established leadership in extraction.”

Prior to the completion of the Transaction, the Company filed articles of amendment to: (i) effect a name change from “POCML 4 Inc.” to “MediPharm Labs Corp.”; and (ii) effect a consolidation of its common shares on the basis of one (1) “new” common share (a “**Post-Consolidation Share**”) for every two “old” common shares then outstanding. The Transaction then proceeded by way of a three cornered amalgamation pursuant to which MediPharm amalgamated with a wholly-owned subsidiary of the Company, and the

Company acquired all of the issued and outstanding Class A common shares of MediPharm (the “**MediPharm Shares**”), in exchange for Post-Consolidation Shares on the basis of 12.68 Post-Consolidation Shares for every one MediPharm Share issued and outstanding (the “**Exchange Ratio**”). In addition, pursuant to the Transaction, all outstanding options, warrants and broker warrants to purchase MediPharm Shares were either exchanged for economically equivalent securities of the Company or have remained outstanding and now entitle the holders thereof to acquire equivalent securities of the Company in lieu of MediPharm on the same terms and conditions, in each case subject to adjustment in number and exercise price based on the Exchange Ratio. There are now an aggregate of 96,866,628 Post-Consolidation Shares issued and outstanding (non-diluted), of which the former shareholders of the Company hold 5,000,000 Post-Consolidation Shares representing approximately 5.2%, and the former shareholders of MediPharm hold 91,866,628 Post-Consolidation Shares representing approximately 94.8%. In addition, an aggregate of 33,214,619 Post-Consolidation Shares are reserved for issuance upon the exercise of outstanding convertible securities of the Company.

An aggregate of 41,654,733 Post-Consolidation Shares held by non-principal shareholders will be subject to seed share resale restrictions (each, an “**SSRR**”) pursuant to TSXV Policy 5.4 - *Escrow, Vendor Consideration and Resale Restrictions*. This includes 11,405,941 Post-Consolidation Shares in addition to the number disclosed in the Company’s filing statement dated as of September 24, 2018. SSRRs are TSXV hold periods of various lengths which apply where seed shares are issued to non-principals by private companies in connection with the Transaction. The terms of the SSRRs are based on the length of time such Post-Consolidation Shares have been held and the price at which such shares were originally issued.

In addition, an aggregate of 18,703,416 Post-Consolidation Shares held by principal shareholders, directors and officers will be held in escrow pursuant to TSXV Policy 5.4 - *Escrow, Vendor Consideration and Resale Restrictions*. The securities subject to escrow shall be released as follows: 25% will be released on the date of the Final TSXV Bulletin (the “**Bulletin Date**”); an additional 25% will be released on the date which is six months following the Bulletin Date; an additional 25% will be released on the date which is twelve months following the Bulletin Date; and the remaining 25% will be released on the date which is 18 months following the Bulletin Date.

Upon completion of the Transaction, all directors and officers of the Company resigned and were replaced by nominees of MediPharm. The board of directors of the Company is now comprised of Patrick McCutcheon, Keith Strachan, Christopher Hobbs, Maruf Raza and Miriam McDonald. The management of the Company is now comprised of Patrick McCutcheon (President and Chief Executive Officer), Keith Strachan (Business Development, Vice-President) and Christopher Hobbs (Chief Financial Officer).

About MediPharm Labs Corp.

Founded in 2015, MediPharm Labs is a pioneer in the cannabis industry and has the distinction of being the first company in Canada to become a licensed producer for cannabis oil production under the *Access to Cannabis for Medical Purposes Regulations* (ACMPR) without first receiving a cannabis cultivation licence. This expert focus on cannabis concentrates from our cGMP (current Good Manufacturing Practices) and ISO standard clean rooms and critical environments laboratory, allows MediPharm Labs to work with its

established, Health Canada-approved cultivation partners to produce pharmaceutical-grade cannabis oil with a competitive advantage. MediPharm Labs is research-driven and focused on downstream secondary extraction methodology, distillation, and cannabinoid isolation and purification. MediPharm Labs provides B2B contract processing of cannabis to Canadian authorized licensed producers and appropriate international growers, supplying integrity-assured cannabis oil to qualified companies for sale under their own brand. In addition, MediPharm Labs will supply raw materials, formulations, processing and packaging for the creation of ready-to-sell advanced derivative products.

Through its subsidiary, MediPharm Labs Australia Pty. Ltd., MediPharm Labs has also completed its application process with the federal Office of Drug Control to extract and import medical cannabis products in Australia.

Further Information

For further information regarding the Transaction, please contact:

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

The TSXV has in no way passed upon the merits of the proposed Transaction and has neither approved nor disapproved the contents of this press release.

NEITHER THE TSXV NOR ITS REGULATION SERVICES PROVIDER (AS THAT TERM IS DEFINED IN THE POLICIES OF THE TSXV) ACCEPTS RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.

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, the anticipated

trading date of the Post-Consolidation Shares. 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 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. Except as required by law, the Company assumes no obligation to update the forward-looking statements of beliefs, opinions, projections, or other factors, should they change.