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NEWS RELEASE

HEMPCO FOOD AND FIBER INC. Symbol: TSX.V – HEMP

For Immediate Release

Vancouver, BC

Date: June 16, 2017

PRIVATE PLACEMENT OFFERING FURTHER DETAILS

Vancouver, British Columbia, Canada – Friday, June 16, 2017 – Hempco Food and Fiber Inc. (TSX.V: HEMP) (“Hempco® or the company”) is pleased to provide further details on the private placement offering announced by it on June 7, 2017 and June 8, 2017.

On May 3, 2017, Hempco announced a private placement offering of up to 4,000,000 units at a unit price of \$0.40 per unit for gross proceeds of up to \$1,600,000 (the “**May Offering**”). On May 5, 2017, Hempco announced that it intended to offer the units to existing security holders. Hempco is no longer proceeding with the May Offering, and it has been discontinued.

On June 7, 2017, Hempco announced a new non-brokered private placement offering of units (the “**June Offering**”) in which it proposed to sell up to 11,382,113 units at a price of \$0.3075 per unit. On June 8, 2017, Hempco and Aurora Cannabis Inc. (“**Aurora**”) announced that they had entered into a subscription agreement pursuant to which Aurora proposes to purchase 10,558,676 units in the June Offering, subject to conditions which must be met or waived by June 22, 2017. Those conditions include:

- the completion of satisfactory due diligence on the Company by Aurora.
- the execution of an Investor Rights Agreement between the Company and Aurora on terms acceptable to the Company, including, but not limited to, terms that allow Aurora to nominate two directors to the Company’s board of directors and provide Aurora with rights to participate in any future offerings of the Company to allow the Company not to be diluted in its shareholder interest. For clarity, the Investor Rights Agreement shall contain terms that allow Aurora the right of first refusal to participate up to 19.9% in any future offerings or issuances of securities of the Company, not including issuances:
 - for compensatory purposes to directors, officers, employees or consultants of the Company or its affiliates;
 - pursuant to the exercise of existing convertible securities of the Company that have been issued or granted as of the date of the subscription agreement; or
 - pursuant to any plan of arrangement, merger, business combination, takeover bid or other acquisition of a third party;



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- Aurora must obtain a waiver from the TSX Venture Exchange (the “TSX-V”) allowing Aurora to invest in the Company pursuant to Section 7.1 of the TSX-V Policy 5.3 – *Acquisitions and Dispositions of Non-Cash Assets*.
- the entrance into call option agreements with each of Charles Holmes and Angela Holmes that allows Aurora to purchase shares of the Company from Charles Holmes and Angela Holmes to allow Aurora to become a 50.1% owner of the Issuer (the "**Additional Shares**"). The call option agreements shall have a 2 year term and shall allow ½ of the Additional Shares to be purchased for \$0.30 per share and the other ½ of the Additional Shares to be purchased based on a 5 day volume weighted average price of the share price of the Company immediately prior to Aurora exercising the call option, subject to a minimum price of \$0.45 per share and a maximum price of \$0.65 per share. Aurora may pay for the second ½ of the shares pursuant to the call option (for clarity, the shares priced at a 5 day volume weighted average price of the share price of the Company immediately prior to Aurora exercising the call option, to a maximum price of \$0.65 per share) in common shares of Aurora at market.
- approval of the subscription agreement by the Board of Directors of Aurora.

In addition to Aurora’s conditions, above, Aurora’s subscription is conditioned upon the Company receiving all necessary approvals and consents, including the approval of the TSX Venture Exchange and disinterested shareholder approval, if and as required, and to the availability of an exemption from the prospectus requirements for the issuance of the Units.

About Hempco

Hempco® and the Holmes family is a trusted and respected pioneer, innovator and provider of premier hemp seed foods for 17 years. Hempco® is committed to a triple bottom line – People, Planet, Profits and to capitalizing on the amazing hemp plant as a: hemp foods, hemp fiber and hemp functional food / nutraceuticals, “tri-crop” opportunity for producers and processors. Hempco® has grown its business significantly and is generating value and profits for shareholders.

ON BEHALF OF THE BOARD

“Charles Holmes”

Charles Holmes
Chief Executive Officer
HEMPCO FOOD AND FIBER INC.
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Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Statements in this press release regarding the Company which are not historical facts are “forward-looking statements” that involve risks and uncertainties. Such information can generally be identified by the use of forwarding-looking wording such as “may”, “expect”, “estimate”, “anticipate”, “intend”, “believe” and “continue” or the negative thereof or similar variations. Since forward-looking statements address future events and conditions, by their very nature, they involve inherent risks and uncertainties such as the risk that the closing may not occur for any reason. Actual results in each case could differ materially from those currently anticipated in such statements due to factors such as the decision of the TSXV to reject any grant of options or any person to act as investor relation service providers. Except as required by law, the Company does not intend to update any changes to such statements.

Vancouver BC, Canada