



**NUUVERA AMENDS ARRANGEMENT;
AGREES TO ACQUIRE REMAINING INTEREST IN AVANTI RX ANALYTICS INC.**

**NOT FOR DISTRIBUTION TO UNITED STATES NEWS WIRE SERVICES OR FOR DISSEMINATION
IN THE UNITED STATES**

Toronto, Canada (February 20, 2018) -- Nuuvera Inc. (the “**Company**” or “**Nuuvera**”) (TSXV:NUU) today announces that it has entered into a letter of intent to acquire the remaining 49% minority interest of Avanti Rx Analytics Inc. (“**Avanti**”), a subsidiary of the Company, from a single minority shareholder. As part of the acquisition, the Company also anticipates acquiring Avanti’s facility at 135 Devon Road, Brampton, Ontario (together, the “**Avanti Transaction**”). Total consideration for the Avanti Transaction is expected to be approximately \$43 million.

Ronald Schmeichel, Chairman of Nuuvera, said, “the acquisition of Avanti is an important step in the history of Nuuvera and is expected to result in synergies at the combined Nuuvera / Aphria which will enhance the value of the Arrangement to shareholders of Nuuvera.”

Accordingly, in order to fund the Avanti Transaction, Nuuvera and Aphria Inc. (“**Aphria**”) have agreed to amend the previously announced arrangement agreement (the “**Arrangement Agreement**”) to reduce both the required level of unrestricted cash and the cash consideration payable to holders of the Company’s common shares (each a “**Nuuvera Share**”). The consideration has been reduced from \$1.00 in cash plus 0.3546 of an Aphria common share (an “**Aphria Share**”) for each Nuuvera Share to \$0.60 in cash plus 0.3546 of an Aphria Share for each Nuuvera Share provided that the cash consideration will be increased to the extent the Company’s unrestricted cash exceeds the revised required level (the “**Amendment**”). All other terms of the Arrangement Agreement remain substantially unaffected.

As previously announced, Aphria had secured irrevocable hard lock-ups (the “**Lock-Ups**”) from Nuuvera shareholders (the “**Lock-Up Shareholders**”) representing approximately 57% of the then current outstanding Nuuvera Shares to vote in favour of the Arrangement Agreement. In connection with the Amendment, Aphria had sought and received the consent from certain of the Lock-Up Shareholders that, together with Nuuvera Shares already owned by Aphria, represent over 65% of the current outstanding Nuuvera Shares, and over 57% of the “minority shareholders”, to permit the reduction of consideration under the Arrangement Agreement.

In connection with the Amendment, the board of directors of Nuuvera (the “**Board**”) has obtained legal and financial advice, including a fairness opinion from Canaccord Genuity Corp., that, as of February 19, 2018, and subject to the assumptions made, matters considered and limitations and qualifications on which such opinions are based, the consideration to be received by Nuuvera shareholders is fair, from a financial point of view, to such shareholders (other than Aphria). The Board has reaffirmed its recommendation that shareholders vote in favour of the resolution to approve the plan of arrangement at the special meeting of shareholders currently scheduled to take place on March 20, 2018.

About Nuuvera

Nuuvera is a global cannabis company founded on Canadian principles, and built with the whole world in mind. Nuuvera is currently working with partners in Germany, Israel and Italy, and is exploring opportunities in several other countries, to develop commercial production and global distribution of

medical grade cannabis in legalized markets. Through its subsidiaries, ARA – Avanti and Avalon Pharmaceutical Inc., Nuuvera holds a Dealer License (GMP) under the Narcotic Control Regulations and Office of Controlled Substances. Nuuvera is currently in the final stages of the Health Canada review process to become a Licensed Producer of medical marijuana under the ACMPR, and has recently received its "letter to build" approval.

For more information on Nuuvera, please visit: www.nuuvera.com

Notice regarding forward-looking statements:

This release includes forward-looking statements regarding Nuuvera and its business. Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “is expected”, “expects”, “scheduled”, “intends”, “contemplates”, “anticipates”, “believes”, “proposes” or variations (including negative variations) of such words and phrases, or state that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved. Such statements are based on the current expectations of the management of Nuuvera. The forward-looking events and circumstances discussed in this release include, but are not limited to, the anticipated synergies associated with the acquisition of Avanti and the impact it will have on the value of the Arrangement to shareholders of Nuuvera, the Company’s cash, the acquisition of 135 Devon Road, the consideration for the Avanti Transaction, the amount of consideration payable under the Arrangement and the timing of the special meeting of shareholders. Such forward-looking events and circumstances may not occur by certain specified dates or at all and could differ materially as a result of known and unknown risk factors and uncertainties affecting Nuuvera, including risks regarding the cannabis industry, failure to obtain regulatory approvals, economic factors, the equity markets generally and risks associated with growth and competition. Although Nuuvera has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. No forward-looking statement can be guaranteed. Except as required by applicable securities laws, forward-looking statements speak only as of the date on which they are made Nuuvera undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

Neither the TSX Venture Exchange nor its Regulation Service Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release. The TSX Venture Exchange has in no way passed upon the merits of the transaction and has neither approved nor disapproved the content of this press release.

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