



NUUVERA INC. ANNOUNCES COMPLETION OF QUALIFYING TRANSACTION AND \$20 MILLION EQUITY FINANCING

TORONTO, December 29, 2017 - Nuuvera Inc. (“**Nuuvera**”) (formerly Mira IX Acquisition Corp.) is pleased to announce the completion of the previously announced qualifying transaction (the “**Transaction**”) under the policies of the TSX Venture Exchange (the “**TSXV**”) as well as the completion of the previously announced \$20 million financing. In connection with the Transaction, Nuuvera Holdings Limited (formerly Nuuvera Corp.) amalgamated with Mira IX Subco Inc. The amalgamated entity (named Nuuvera Holdings Limited) (“**Amalco**”) is a wholly-owned subsidiary of Nuuvera.

Nuuvera has received conditional approval for the Transaction from the TSXV and Nuuvera’s common shares are expected to commence trading on the TSXV under the symbol “**NUU**” on or about January 8, 2018.

As previously announced, Nuuvera Holdings Limited completed a brokered private placement of subscription receipts for gross proceeds \$20 million led by GMP Securities L.P. and including Clarus Securities Inc. and Canaccord Genuity Corp. (the “**Financing**”). In connection with the completion of the Transaction, each subscription receipt was automatically exchanged for one common share of Nuuvera Holdings Limited. The holders of Nuuvera Holdings Limited shares (including those investors in the Financing) received a common share of Nuuvera (a “**Nuuvera Share**”) in exchange for each outstanding Nuuvera Holdings Limited common share.

Following the completion of the Transaction, the former shareholders of Nuuvera Holdings Limited (including those investors under the Financing) hold a significant majority of the outstanding Nuuvera Shares. There are currently 79,930,000 Nuuvera Shares outstanding following completion of the Transaction and Financing. For additional information about Nuuvera and the Transaction, please refer to the filing statement dated December 14, 2017 (the “**Filing Statement**”) which has been filed on Nuuvera’s profile on SEDAR (www.sedar.com).

Pursuant to the terms of a value security escrow agreement dated December 29, 2017 among Nuuvera, TSX Trust Company, as escrow agent, and certain securityholders of Nuuvera (the “**Escrow Agreement**”), an aggregate of 31,190,000 Nuuvera Shares and 4,947,500 options to purchase Nuuvera Shares (“**Nuuvera Options**”) have been placed in escrow, whereby 25% of such securities will be released immediately upon the issuance of the TSXV bulletin evidencing final acceptance of the Transaction, with the balance to be released in three equal tranches of 25% every six months thereafter. The number of Nuuvera Shares that are subject to the Escrow Agreement is 1,080,000 less than what was disclosed in the Filing Statement as the securities purchased under the Financing are exempt from the escrow requirements in accordance with the policies of the TSXV. In addition, 39,990,000 Nuuvera Shares and 450,000 Nuuvera Options are subject to a hold period in accordance with the policies of TSXV, whereby 20% of such securities will be released upon closing of the Transaction, with the balance to be released in four equal tranches of 20% every month thereafter.

Lorne Abony, President, Chief Executive Officer and a director of Nuuvera beneficially owns or controls 7,360,000 Nuuvera Shares and options to purchase 2,849,915 Nuuvera Shares representing an aggregate of approximately 11.55% of the outstanding Nuuvera Shares on a fully-diluted basis. Ronald Schmeichel, chairman of the board of directors of Nuuvera, beneficially owns or controls 11,989,000 Nuuvera Shares and options to purchase 987,500 Nuuvera Shares representing an aggregate of approximately 14.69% of the outstanding Nuuvera Shares on a fully-diluted basis. Immediately prior to completion of the Transaction, Mr. Schmeichel held 588,000 shares and 37,500 options to purchase shares of Mira IX Acquisition Corp (on a post-consolidation basis) representing an aggregate of approximately 76% of the outstanding shares of Mira IX Acquisition Corp. immediately prior to the Transaction. Early warning reports will be filed by Ronald Schmeichel and Lorne Abony in accordance with applicable securities laws. To obtain a copy of the early warning reports, please contact Mr. Schmeichel or Mr. Abony c/o Nuuvera Inc., 135 Devon Road, Unit 11, Brampton, Ontario L6T 5A4, Telephone: 416-548-5998

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 Rx Analytics Inc. 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.

This press release does not constitute an offer to sell or the solicitation of an offer to buy any securities in any jurisdiction.

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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 each entity. The forward-looking events and circumstances discussed in this release 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 or shareholder 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.

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