

**SONNY L. NEWMAN**  
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**NEWS RELEASE**

**For Immediate Release**

**REPORT OF ACQUISITION OF CONTROL AND DIRECTION OVER  
COMMON SHARES OF C21 INVESTMENTS INC.**

Vancouver, BC, January 16, 2019 — Sonny L. Newman reports that it has acquired control and direction over 12,500,000 common shares (the “Common Shares”) of C21 Investments Inc. (“C21”). The Common Shares were acquired by a trust (the “Trust”), of which Mr. Newman acts as a co-trustee, upon immediate conversion of a Cdn.\$12,500,000 principal amount convertible note (the “Convertible Note”) issued on January 15, 2019 by C21 as partial consideration for the “Silver State” transaction (the “Transaction”) described in C21’s news release dated December 12, 2018. The Convertible Note was convertible into the Common Shares at a conversion price of Cdn.\$1.00 per share. Mr. Newman exercises control and direction over the Common Shares beneficially owned by the Trust.

Neither Mr. Newman nor the Trust had deemed beneficial ownership of, or control or direction over, any common shares of C21 prior to the Transaction. Mr. Newman’s control and direction over the 12,500,000 Common Shares represents 21.7% of the outstanding common shares of C21.

Mr. Newman acquired control and direction over the Common Shares further to the Trust’s acquisition of the Common Shares in connection with the Transaction. There is no present intention for the Trust to acquire additional Common Shares. The Trust may dispose of the Common Shares (through market or private transactions) from time to time.

A copy of the related early warning report may be obtained from the SEDAR website ([www.sedar.com](http://www.sedar.com)) or from Sonny L. Newman at (775) 355-9191.

*“Sonny L. Newman”*

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