



FOR IMMEDIATE RELEASE

April 28, 2021

Captor Capital Announces Non-Brokered Private Placement

Toronto, ON, April 28, 2021 -- Captor Capital Corp. (CSE: CPTR; FRANKFURT: NMVA; STUTTGART: NMVA), ("Captor" or the "Company"), one of the largest cannabis retail operators in Northern California, is pleased to announce that it has received irrevocable subscriptions in respect of a non-brokered private placement (the "Non-Brokered Offering") of 12,485,072 units ("Units") that will result in gross proceeds of C\$11,860,818.40. Each Unit has a purchase price of C\$0.95 and is comprised of one common share of the Company (a "Common Share") and one-half of one Common Share purchase warrant (each whole warrant, a "Warrant"). Each Warrant will be exercisable to acquire one Common Share (a "Warrant Share") at an exercise price of C\$1.20 per Warrant Share for a period of 24 months from the closing. The Non-Brokered Offering is expected to be completed for all subscribers by April 30, 2021. The Company intends to use the proceeds of the Non-Brokered Offering for working capital and acquisitions, if suitable targets are identified.

Insiders of the Company, including a director and a holder of greater than 10% of the Common Shares, are participating in the Non-Brokered Offering for an aggregate amount of approximately \$4.8 million. Pursuant to Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"), the Non-Brokered Offering constitutes a "related party transaction" to the extent that insiders of the Company have acquired for Units.

The Company is relying on exemptions from the formal valuation and minority approval requirements of MI 61-101, specifically: (i) the valuation requirement of MI 61-101 by virtue of the exemption contained in Section 5.5(b), as the Common Shares are not listed on a market specified in MI 61-101, and (ii) the minority shareholder approval requirement of MI 61-101 by virtue of the exemption contained in Section 5.7(1)(a) of MI 61-101, as the fair market value of the Units issued to insiders does not exceed 25% of the Company's market capitalization (as determined under MI 61-101). A material change report will not be filed by the Company 21 days before the closing of the Non-Brokered Offering as the details of the Non-Brokered Offering and insider participation were only



finally determined recently and the Company wishes to complete the Non-Brokered Offering as expeditiously as possible. The Non-Brokered Offering was approved by all of the independent directors of the Company.

Units issued in connection with the Non-Brokered Offering to persons subject to Canadian securities laws will be subject to a statutory hold period of four months from the applicable closing date and Units issued in connection with the Non-Brokered Offering to persons subject to United States securities laws will be subject to a hold periods under such laws.

The securities described herein have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws, and accordingly, may not be offered or sold within the United States except in compliance with the registration requirements of the U.S. Securities Act and applicable state securities requirements or pursuant to exemptions therefrom. This press release does not constitute an offer to sell or a solicitation to buy any securities in any jurisdiction.

About Captor Capital Corp.

Captor Capital Corp. is a Canadian vertically integrated cannabis company listed on the Canadian Securities Exchange, and the Frankfurt and Stuttgart stock exchanges. Captor provides recreational marijuana products to consumers, as well as other high demand cannabis-based goods. The Company follows a strategy of acquiring cash flowing established companies and organizations with growth potential that require capital to scale.

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This press release contains or refers to forward-looking information, including the expected closing date of the Non-Brokered Offering and the expected gross proceeds thereof, and is based on current expectations that involve a number of business risks and uncertainties. Factors that could cause actual results to differ materially from any forward-looking statement include, but are not limited to availability of investment opportunities, economic circumstances, market fluctuations and uncertainties, uncertainties relating to the availability and costs of financing needed in the future, changes in equity markets,



inflation, changes in exchange rates, and the other risks involved in the investment industry and junior capital markets. Forward-looking statements are subject to significant risks and uncertainties, and other factors that could cause actual results to differ materially from expected results. Readers should not place undue reliance on forward-looking statements. These forward-looking statements are made as of the date hereof and the Company assumes no responsibility to update them or revise them to reflect new events or circumstances other than as required by law.