

## AURA HEALTH ANNOUNCES CLOSING OF RTO TRANSACTION

**TORONTO, August 10, 2018** - Aura Health Inc. (the "**Corporation**"), formerly Lamêlée Iron Ore Ltd., is pleased to announce that it completed on August 9, 2018 its previously announced reverse take-over transaction (the "**RTO Transaction**") with Aura Health Corp. ("**Aura**"). Aura is a Toronto based company that has investments in four operating medical marijuana patient assessment clinics in Arizona, Nevada and Florida.

A full description of the RTO Transaction was provided in the Corporation's amended and restated listing statement dated July 31, 2019, as filed on SEDAR (the "**Listing Statement**"). In connection with the completion of the RTO Transaction, the Corporation completed a voluntary delisting from the TSX Venture Exchange, a continuance from the *Canada Business Corporations Act* to the *Business Corporations Act* (Ontario) and changed its name to Aura Health Inc.

The TSX Venture Exchange approved the Corporation's voluntary delisting application for its common shares and the delisting became effective on August 8, 2018. The Corporation is in the process of filing the final documents with the Canadian Securities Exchange (the "**CSE**") pursuant to the CSE conditional approval received on May 31, 2018, and hopes to commence trading in the near future under the ticker symbol "BUZZ" which the Corporation has successfully reserved.

### **Aura Financing**

Immediately prior to the completion of the RTO Transaction, Aura completed a non-brokered private placement (the "**Aura Financing**") for gross proceeds of \$1.13 million of 2,301,873 units of Aura which upon completion of the RTO Transaction were collectively exchanged for an aggregate of 2,301,873 units of the Corporation (each a "**Replacement Unit**"), at a deemed price of \$0.49 per Replacement Unit, with each Replacement Unit comprised of one common share of the Corporation and one common share purchase warrant (a "**Replacement Warrant**"). Each Replacement Warrant is exercisable to purchase one common share of the Corporation at \$0.75 per share for a period of 24 months following completion of the RTO Transaction.

In addition, Aura paid five registered dealers who acted as finders in the Aura Financing (the "**Finders**") a cash finders' fee equal to 8% of the gross proceeds from the Aura financing to subscribers introduced by the Finders and issued a total of 78,015 finder options (the "**Finder Options**") which upon completion of the RTO Transaction were collectively exchanged for an aggregate of 78,015 finder options of the Corporation (the "**Replacement Finder Options**"), each entitling the holder to purchase one Replacement Unit at a price of \$0.49 per Replacement Unit for a period of 24 months following completion of the RTO Transaction.

### **Issuance of Securities in the RTO Transaction**

Aura shareholders who held Aura shares prior to completion of the Aura Financing (including (i) holders of Aura Series A convertible debentures which were automatically converted into an aggregate of 816,327 Aura shares and 408,164 Aura warrants; and (ii) a financial advisor to Aura

who was issued 300,000 Aura shares at \$0.49 per share in satisfaction of a financial advisory fee of \$147,000) (the "**Original Aura Shareholders**") received a total of 17,746,327 common shares with a deemed value of \$0.49 per share as consideration for transferring their Aura Shares to the Corporation. The subscribers in the Aura Financing received 2,301,873 common shares at a deemed value of \$0.49 per share. All Aura's convertible securities outstanding immediately prior to the closing of the RTO were replaced by convertible securities of the Corporation with similar terms.

In addition, the Corporation issued 300,000 common shares to a finder of the Corporation (the "**LIR Finder**") at \$0.49 per share, which shares are subject to a resale hold period expiring December 10, 2018.

### **Capitalization**

On a non-diluted basis, upon completion of the RTO Transaction, the Corporation had a total of 24,309,784 common shares outstanding, of which 3,961,584 (16.30%) were held by existing shareholders of the Corporation, 17,746,327 (73.00%) were held by the Original Aura Shareholders, 2,301,873 (9.47%) were held by subscribers in the Aura Financing, and 300,000 (1.23%) were held by the LIR Finder.

On a fully-diluted basis, upon completion of the RTO Transaction, the Corporation had a total of 40,353,960 common shares outstanding, of which 85,107,080 (12.66%) were held by existing security holders of the Corporation, 30,187,104 (74.81%) were held by the Original Aura Shareholders, 4,759,776 (11.80%) were held by subscribers and Finders in the Aura Financing, and 300,000 (0.74%) were held by the LIR Finder.

The total deemed transaction value for Aura in the RTO Transaction was approximately \$9.82 million.

### **Principal Shareholders and Escrow**

Upon completion of the RTO Transaction, the principal shareholders holding more than 10% of the Corporation's post-consolidation shares are:

<b>Name</b>	<b>Common Shares</b>	<b>% Non-Diluted</b>	<b>Convertible Note</b>	<b>Total Diluted Securities</b>	<b>% Fully-Diluted</b>
Nutritional High International Inc. (CSE: EAT)	2,910,707	11.97%	4,674,960	7,785,667	19.29%

Upon completion of the RTO Transaction, a total of 6,710,707 common shares held by all directors and officers, the principal shareholder were placed in escrow, to be released over a period of 36 months, with 10% to be released upon the listing of the Corporation's common shares on the CSE, and 15% each six months thereafter. Convertible securities held by the escrowed insiders will only be released after they have been converted into common shares and such common shares are placed in escrow to be released in accordance with the release schedule for the common shares.

## Management of the Corporation

As a result of the closing of the RTO Transaction, the directors and officers of the Corporation are now:

Chris Carl – Director, President, Chief Executive Officer and Secretary

Keith Li – Chief Financial Officer

David Posner – Director and Chairman

Robert Schwartz - Director

Paul McClory - Director

Vernon (Jim) Frazier - Director

Jimmy Gravel - Director

## Early Warning

Nutritional High International Inc. (“**NHII**”), a corporation governed under the laws of Canada and headquartered in Toronto and listed on the CSE (EAT), was issued 2,910,707 common shares of the Corporation, 200,000 Warrants of the Corporation, and a convertible note of the Corporation in the principal amount of US\$120,000 due November 14, 2018 on closing of the RTO Transaction, in exchange for the same securities NHII held in Aura. The note is convertible at C\$0.05 into 3,116,640 common shares and 1,558,320 warrants assuming a US/Cdn exchange rate of 1.2986, with each warrant exercisable at C\$0.075 per share into one common share until two years after listing of the common shares. On a non-diluted basis, NHII holds 2,910,717 (11.97%) of the common shares of the Corporation. On a fully-diluted basis, NHII holds 7,795,667 common shares (19.29%) all of the issued and outstanding common shares of the Corporation.

NHII acquired the common shares, warrants and convertible note for investment purposes. NHII may increase or reduce its investments in the Corporation according to market conditions or other relevant factors.

The foregoing disclosure regarding NHII's holdings is being disseminated pursuant to National Instrument 62-103 The Early Warning System and Related Take-Over Bid and Insider Reporting. A copy of the report to be filed with Canadian securities regulators in connection with the acquisition of these securities can be obtained under the Corporation's profile on the SEDAR website ([www.SEDAR.com](http://www.SEDAR.com)) or by contacting NHII's Chief Financial Officer, Sonia Agustina at [sagustina@bransonservices.com](mailto:sagustina@bransonservices.com).

## About the Corporation

The Corporation, through its wholly-owned Delaware subsidiary, Green Global Properties Inc. (“**Green Global**”), has acquired a 30% interest in four entities operating four medical marijuana clinics in Las Vegas, Nevada; Mesa, Arizona; Tucson, Arizona and Hollywood, Florida. Green Global has an option to increase its interest in each such clinic (other than the Nevada clinic) from 30% to 51% exercisable within 18 month of the clinic opening.

The Listing Statement describing the Corporation, Aura, the terms of the RTO Transaction and the business of the Corporation, prepared in accordance with applicable securities legislation, is available on the SEDAR website at [www.sedar.com](http://www.sedar.com).

**Caution Regarding Forward-Looking Information:**

Certain information contained in this press release constitutes forward-looking information, which is information relating to future events or the Corporation's future performance and which is inherently uncertain. All information other than statements of historical fact may be forward-looking information. Forward-looking information is often, but not always, identified by the use of words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar words or phrases (including negative variations) suggesting future outcomes or statements regarding an outlook. Forward-looking information contained in this press release includes, but is not limited to, final acceptance of the RTO Transaction by CSE and listing of the Corporation's shares. Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information. The Corporation believes the expectations reflected in the forward-looking information are reasonable but no assurance can be given that these expectations will prove to be correct and readers are cautioned not to place undue reliance on forward-looking information contained in this press release. Some of the risks and other factors which could cause results to differ materially from those expressed in the forward-looking information contained in this press release include, but are not limited to: the risks that the RTO Transaction and associated transactions will not be accepted by the CSE, and other risks included in the Listing Statement available at [www.sedar.com](http://www.sedar.com). The forward-looking information contained in this press release is made as of the date hereof and the Corporation undertakes no obligation to update publicly or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as otherwise required by law.

**For more information:**

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