



Aura Health Announces Pricing of Previously Announced \$5.0 Million Brokered Subscription Receipt Financing

NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR FOR RELEASE, PUBLICATION, DISTRIBUTION OR DISSEMINATION DIRECTLY, OR INDIRECTLY, IN WHOLE OR IN PART, IN OR INTO THE UNITED STATES.

TORONTO, Feb. 08, 2019 -- Aura Health Inc. (the “**Company**” or “**Aura**”) (CSE:BUZZ) is pleased to announce the price and terms of its brokered private placement subscription receipt offering previously announced on February 4, 2019 (the “**Offering**”), led by Mackie Research Capital Corporation (the “**Lead Agent**”), the lead agent and sole book runner, with Haywood Securities Inc., PI Financial Corp., and Foundation Markets Inc. (together with the Lead Agent, the “**Agents**”). The Offering will be conducted on an agency basis for the issuance of up to 22,727,272 subscription receipts of Aura (each, a “**Subscription Receipt**” and collectively, the “**Subscription Receipts**”) at a price of \$0.22 per Subscription Receipt (the “**Issue Price**”) for gross proceeds of up to \$5,000,000 (subject to the Agent’s Option described below). The Offering is being completed in connection with the proposed acquisition of an 80% equity interest in Pharmadrug Production GmbH (the “**Acquisition**”), previously announced in a press release dated January 25, 2019.

As previously announced, Pharmadrug is a cash flow positive German pharmaceutical distribution company with over 20 years of operating history and a Schedule I European Union narcotics licence that allows it to distribute medical cannabis to pharmacies in Germany and throughout the Eurozone as markets become legalized. Pharmadrug currently has supply agreements with Bedrocan International B.V. and with a Canadian Licensed Producer, and is expecting its first cannabis shipment shortly.

The net proceeds of the Offering will be placed in escrow with an escrow agent on behalf of the purchasers of the Subscription Receipts and will be released to Aura upon satisfaction of certain escrow release conditions (the “**Conditions**”), which will include the completion of the Acquisition on or before 5:00 p.m. (Toronto time) on March 29, 2019 (the “**Termination Time**”). Should the Conditions not be satisfied prior to the Termination Time, the Subscription Receipts will be cancelled and all proceeds from the Offering will be returned to the subscribers. Notwithstanding the foregoing, upon closing of the Offering, \$2,400,000 will be released from escrow to be used for payments associated with the Acquisition, which amount will be reimbursed in full by the Company to the purchasers of the Subscription Receipts in the event the Conditions are not satisfied.

Each Subscription Receipt will entitle the holder thereof to receive, without any further action on the part of the holder or payment of any additional consideration, upon satisfaction of the Conditions prior to the Termination Time, one unit of Aura (each, a “**Unit**”) consisting of one common share in the capital of the Company (each, a “**Common Share**”) and one-half of one common share purchase warrant (each whole common share purchase warrant, a “**Warrant**”), with each Warrant exercisable at a price of \$0.28, into one Common Share for a period of 24 months from the date of satisfaction of the Conditions.

The Lead Agent will have an option (the “**Agent’s Option**”) to offer for sale up to an additional 15% of the number of Subscription Receipts sold in the Offering at the Issue Price, which Agent’s Option is exercisable, in whole or in part, at any time up to 48 hours prior to the last closing of the Offering.

In connection with the Offering, the Agents will be paid a cash commission equal to 7% of the gross proceeds of the Offering (including, pursuant to any exercise of the Agent’s Option) (the “**Cash Fee**”), which at the option of the Agents, may be paid by way of issuance of Common Shares at the Issue Price. Upon closing, the Agents will also receive compensation options (each, a “**Compensation Option**”) in a number equal to 7% of the number of Subscription Receipts sold under the Offering (including, pursuant to any exercise of the Agent’s Option), with each Compensation Option being exercisable to purchase Subscription Receipts, or Common Shares and Warrants (if the Subscription Receipts have converted into Units as of the time of exercise of the Compensation Options), at the Issue Price for a period of 24 months from the date of closing of the Offering.

The Offering is expected to close during the week of February 25, 2019 (the “**Closing Date**”) and is subject to receipt of all necessary regulatory approvals, including the approval of the Canadian Securities Exchange. All securities issued pursuant to the Offering will be subject to a four month and one day hold period, from the Closing Date, in accordance with applicable Canadian securities laws.

About Aura Health Inc.

Aura Health is building an international network of vertically integrated cannabis assets. Through an established product line of cannabis-infused edible products and oil extracts, Aura is dedicated to building a high margin downstream business in the

medical marijuana sector. The Company holds convertible debt that converts to 54% equity of HolyCanna, a cultivation and nursery license holder in Israel. The Company also owns a 30% interest in four medical marijuana clinics in the U.S. Sun Belt.

For further information, please contact:

Daniel Cohen, CEO

Aura Health Inc.
(647) 202-1824

David Posner, Chairman

Aura Health Inc.
(647) 985-6727

Caution Regarding Forward-Looking Information:

THE CANADIAN SECURITIES EXCHANGE HAS NOT REVIEWED NOR DOES IT ACCEPT RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.

This news release may contain forward-looking statements and information based on current expectations. These statements should not be read as guarantees of future performance or results. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from those implied by such statements. Such statements include submission of the relevant documentation within the required timeframe and to the satisfaction of the relevant regulators, completing the acquisition of the applicable real estate and raising sufficient financing to complete the Company's business strategy. There is no certainty that any of these events will occur. Although such statements are based on management's reasonable assumptions, there can be no assurance that such assumptions will prove to be correct. We assume no responsibility to update or revise them to reflect new events or circumstances.

The Company's securities have not been registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or applicable state securities laws, and may not be offered or sold to, or for the account or benefit of, persons in the United States or "U.S. Persons", as such term is defined in Regulation S under the U.S. Securities Act, absent registration or an applicable exemption from such registration requirements. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in the United States or any jurisdiction in which such offer, solicitation or sale would be unlawful.

Additionally, there are known and unknown risk factors which could cause the Company's actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information contained herein. All forward-looking information herein is qualified in its entirety by this cautionary statement, and the Company disclaims any obligation to revise or update any such forward-looking information or to publicly announce the result of any revisions to any of the forward-looking information contained herein to reflect future results, events or developments, except as required by law.