



FOR IMMEDIATE RELEASE

December 14, 2021

Captor Retail Group to Open Ninth “One Plant” Retail Dispensary in Palm Springs, California

Captor Capital has also entered into a Definitive Agreement to acquire the remaining 49% equity interest in Captor Retail Group Inc., which owns and operates the One Plant retail dispensaries in California

Upon closing, Captor Capital will have full ownership of the One Plant dispensary chain and execute plans to expand Captor’s retail footprint and operations in California and other key U.S. states

Toronto, ON, December 14, 2021 -- Captor Capital Corp. (CSE: CPTR; FRANKFURT: NMVA; STUTTGART: NMVA), ("Captor Capital" or the "Company") is pleased to announce that, pending receipt of all required governmental approvals, Captor Retail Group Inc., which owns and operates the One Plant chain of retail dispensaries in the State of California, will open its ninth retail dispensary in the growing market of Palm Springs, California on or before December 22, 2021.

One Plant Palm Springs is located at 2739 N. Palm Canyon Drive, Palm Springs, California and will be open during the hours of 8a.m. to 10p.m. seven days a week. Palm Springs is a strategically important location in the robust California cannabis marketplace, and One Plant’s latest dispensary is expected to serve the approximately 45,000 residents¹ and over 14.1 million visitors² of the Palm Springs community.

“We are proud to bring One Plant’s premium retail experiences and distinctive selection of products to Palm Springs,” said Captor Capital CEO, John Zorbas. “It is our privilege to not only provide exceptional patient and customer care but also foster meaningful relationships with this community.”

Acquisition of Captor Retail Group Inc.

¹ Source: <https://www.census.gov/quickfacts/palmspringscitycalifornia>.

² Source: <https://kesq.com/news/2021/09/09/greater-palm-springs-convention-visitors-bureau-changes-name-to-visit-greater-palm-springs/#:~:text=In%202019%2C%2014.1%20million%20people,economic%20impact%20of%20%247.5%20billion>



Captor Capital is also pleased to announce that it has entered into a definitive stock purchase agreement (the “**Agreement**”) with Three Habitat Consulting Holdco Inc. (“**Three Habitat**”) to acquire Three Habitat’s remaining 49% equity interest in Captor Retail Group Inc. (“**Captor Retail Group**”) via the acquisition of all of the issued and outstanding common stock of Three Habitat Consulting Holdco Inc. for a total aggregate amount of CAD\$29,720,222.60 (the “**Purchase Price**”) (the “**Transaction**”).

Captor Retail Group is the joint venture company established by Captor Capital and Three Habitat to own and operate the One Plant chain of retail dispensaries in the State of California. If the Transaction is completed, Captor Retail Group will become a wholly-owned subsidiary of the Company.

Following the completion of the Transaction, the Company will finalize and execute its strategic goals for 2021 and beyond, including vertical integration in the California marketplace, as well as pursuing responsible expansion in premium markets outside of California. In the coming months, the Company will provide a detailed corporate update, including a strategic expansion plan and operations plan.

“This Transaction demonstrates Captor Capital’s consistent ability to scale in one of the most competitive cannabis markets in the U.S.,” said Captor Capital CEO, John Zorbas. “We look forward to strategically expanding One Plant’s operations in attractive markets in California and beyond while introducing upscale cannabis experiences to new consumer audiences.”

The Purchase Price will be fully satisfied by way of the issuance of an aggregate of 27,018,384 common shares in the capital of Captor (“**Captor Shares**”) at a deemed issue price of CAD\$1.10 per Captor Share.

The Transaction is an arm’s length transaction that is not expected to constitute a “fundamental change” or a “change of business” pursuant to the policies of the CSE and is subject to receipt of all necessary regulatory and third-party approvals and the satisfaction of other customary closing conditions as set out in the Agreement. Subject to the satisfaction of such conditions, the Transaction is expected to close on or before March 31, 2022.

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 cannabis 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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Forward-Looking Information

This press release contains forward-looking information and forward-looking statements within the meaning of applicable Canadian securities laws (“forward-looking information”). Forward-looking information is often, but not always, identified by the use of words such as “seek”, “anticipate”, “believe”, “plan”, “estimate”, “expect”, “likely” and “intend” and statements that an event or result “may”, “will”, “should”, “could” or “might” occur or be achieved and other similar expressions. Forward-looking information in this press release includes, without limitation, statements relating to the opening of a ninth One Plant retail dispensary in Palm Springs California, the acquisition of the remaining 49% equity interest in Captor Retail Group and the Company’s business and strategic plans.

Forward-looking information is based on assumptions that may prove to be incorrect, including but not limited to the ability of the Company to execute its business plan and the continued growth of the medical and adult-use cannabis market in the State of California. The Company considers these assumptions to be reasonable in the circumstances. Forward-looking information is subject to significant risks and uncertainties, and other factors that could cause actual results to differ materially from expected results. Such risks and uncertainties include, without limitation: the ability to obtain, in a timely manner, all necessary regulatory, stock exchange and other third-party approvals to consummate the Transaction; risks relating to cannabis being illegal under US federal law and risks of US federal enforcement actions related to cannabis activities; the Company's ability to comply with all applicable governmental regulations in a highly regulated business; negative changes in the political environment or in the regulation of medical cannabis in the state of California; the risk of any disruptions to the Company’s business and operations as a result of the COVID-19 pandemic; negative shifts in public opinion and perception of the cannabis industry and cannabis consumption; increasing competition in the industry; risks of product liability and other safety-related liability as a result of usage of the Company’s cannabis products; changes in equity markets, inflation, foreign



exchange rates, and the other risks involved in the investment industry and junior capital markets.

Readers should not place undue reliance on forward-looking information. Forward-looking information is 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.