



FOR IMMEDIATE RELEASE

June 21, 2022

Captor Capital Announces Strategic Review

Toronto, ON, June 21, 2022 -- Captor Capital Corp. (CSE: CPTR; FRANKFURT: NMVA; STUTTGART: NMVA), (“Captor Capital” or the “Company”), announces today that the board of directors has initiated a process to identify, examine and pursue strategic alternatives to the Company’s current business. (the **“Strategic Review”**). Brady Cobb, a cannabis industry veteran, has been named as the interim chairman of the board of directors, effective July 1, 2022, to oversee the leadership of the Company and the Strategic Review process with an eye towards maximizing operational efficiencies and charting the most accretive path forward to maximize shareholder value.

The strategic alternatives being pursued include the potential sale of all or a material portion of the Company’s 51% equity interest in Captor Retail Group Inc. (**“CRG”**), which owns and operates the One Plant chain of retail dispensaries in the State of California, either in one transaction or in a series of transactions, with the net proceeds being paid out through dividends to the shareholders of the Company on a pro-rated basis. CRG has engaged Eight Capital, as its exclusive financial advisor, to assist in the comprehensive review, analysis and completion of such strategic alternatives.

The Strategic Review process has not been initiated as a result of receiving any offer or the entering into of any definitive purchase agreement and consequently, there are no assurances that a transaction will be undertaken. It is the Company’s current intention not to disclose developments with respect to the process unless and until the board of directors has approved a specific transaction or otherwise determines that disclosure is necessary or appropriate, or as required under applicable securities laws. The Company cautions that there can be no assurances that the process will result in Captor Capital entering into a transaction or, if a transaction is undertaken, as to the terms or timing of such transaction. The Company, CRG and Eight Capital have not yet set a definitive schedule to complete the identification, examination and consideration of strategic alternatives.

The Company also announces today that, as part of the Strategic Review process, it will be taking steps to reduce operating expenses with the goal of producing substantial annual savings. In addition, the board of directors intends to reduce the number of board seats from six to four, with the resigning directors and their resignation dates being announced at a future date.



The Company further announces today that it has delivered a termination notice to Three Habitat Holdco Inc. (“**Three Habitat**”) concerning the termination of the Company’s definitive stock purchase agreement with Three Habitat to acquire Three Habitat’s remaining 49% equity interest in CRG, previously announced on December 14, 2021. The Company will continue to hold its 51% equity interest in CRG as the termination coincides with the Company’s decision to pursue the Strategic Review with the intention of maximizing shareholder value.

On behalf of the Board of Directors,

Brady Cobb, Chairman
(705) 446-6630

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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 engagement of Eight Capital, the outcome and expected completion of the Strategic Review, future dividends, reductions in annual operating expenses, the resignation of directors, and the maximization of shareholder value.

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, shareholder and other third-party approvals to consummate any transactions contemplated by the Strategic Review; the risk of any disruptions to the Company’s business and operations as a result of the COVID-19 pandemic; competition; conflict in eastern Europe; and changes in interest rates, 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.