Scythian Biosciences Announces Successful Results of Special Meeting of Shareholders

written by Raj Shah | September 17, 2018
September 17, 2018 (Source) –

- *Shareholders Approve Strategic Sale of Latin American Assets to Aphria in Exchange for 15,678,310 shares of Aphria (TSX:APH)*
- *Shareholders Approve Name Change to SOL Investments Corp.*
- *Scythian's Issued and Outstanding Shares Expected to be 48,849,218 Post-Closing of the Transaction*

Scythian Biosciences Corp. (the "**Company**" or "**Scythian**") (CSE:SCYB) (Frankfurt:9SB) (OTC – Nasdaq Intl: SCCYF) is pleased to announce the results of Scythian's special meeting of shareholders on September 14, 2018 ("**Special Meeting**").

At the Special Meeting, shareholders approved the sale of the Company's South American and Caribbean assets to Aphria Inc. (TSX: APH) (the "**Transaction**"), the terms and conditions of which were set out in the Company's management information circular dated August 13, 2018. The Transaction required the approval of a simple majority of the shareholders and, because Aphria is a "related party" to Scythian under applicable securities law, also required the approval of the majority of the minority shareholders in accordance with Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions*. The detailed results of the majority of the minority vote were as follows:

Special Matter	Total Votes	Votes For	% Votes For	Votes Against	% Votes Against
Approval of the Transaction	10,295,949	10,272,914	99.8%	23,035	0.2%

The closing of the Transaction is expected to occur on or about the end of September, 2018.

Scythian's shareholders also approved a special resolution authorizing the amendment of the Company's articles to change the name of the Corporation from "Scythian Biosciences Corp." to "SOL Investments Corp." (the "**Name Change**"). The Name Change will take effect following the completion of the Transaction.

On September 14, 2018, the Company announced the entering into of a share purchase agreement with MMJ International Investments Inc. ("**MMJ**") and all of the shareholders of MMJ. MMJ owns ABP S.A., an Argentinean pharmaceutical distribution company. If completed, and after giving effect to the recently completed acquisitions of MMJ Colombia Partners Inc. and Marigold Acquisitions Inc. the number of issued and outstanding common shares of the Company is expected to be 48,849,218.

About Scythian Biosciences Corp.

Scythian is an international cannabis company with a focus on legal U.S. states. Its strategic investments and partnerships across cultivation, distribution and retail complement the company's R&D program with the University of Miami. It is this comprehensive approach that is positioning Scythian as a future frontrunner in the United States' medical cannabis industry.

Cautionary Statements

This press release contains certain forward-looking information

*and statements ("**forward-looking information**") within the meaning of applicable Canadian securities legislation, that are not based on historical fact, including without limitation, statements containing the words "believes", "anticipates", "plans", "intends", "will", "should", "expects", "continue", "estimate", "forecasts" and other similar expressions. Such forward-looking information includes information relating to the completion of the Transaction, the Name Change and the number of issued and outstanding common shares of the Company.*

Readers are cautioned to not place undue reliance on forward-looking information. Forward-looking information is subject to a number of risks and uncertainties that may cause actual results or events to differ materially from those contemplated in the forward-looking information, and even if such actual results or events are realized or substantially realized, there can be no assurance that they will have the expected consequences to, or effects on the Company. Such risks and uncertainties include, among other things, the risk that a condition to the completion of the Transaction may not be satisfied or that a regulatory or stock exchange approval that may be required for the Transaction is not obtained or is obtained subject to conditions that are not anticipated.

Other risks and uncertainties include but are not limited to: the Company's ability to comply with all applicable governmental regulations in a highly regulated business; investing in target companies or projects which have limited or no operating history and are engaged in activities currently considered illegal under US federal laws; changes in laws; limited operating history; competition; reliance on management; requirements for additional financing; competition; inconsistent public opinion and perception regarding the medical-use and adult-use marijuana industry and; regulatory or political change. Risk factors can also be found in the Company's annual information form filed on

SEDAR and available at www.sedar.com.

The forward-looking information contained in this press release are expressly qualified by this cautionary statement and are made as of the date hereof. The Company disclaims any intention and has no obligation or responsibility, except as required by law, to update or revise any forward-looking information, whether as a result of new information, future events or otherwise.