

23 December 2016

CLOSE OF PUBLIC OFFER - SUCCESSFUL \$5M CAPITAL RAISING

Highlights

- Successful \$5m capital raise completed with significant interest from institutional and HNW investors and strong support from domestic and international markets
- 100% acceptances received for acquisition of AusCann
- ASX conditional approval for reinstatement received
- Re-listing on track and expected in mid to late January 2017
- Funds to be used to progress medical cannabis operations including licensing applications to commence growing operations in Australia
- AusCann to leverage IP of largest shareholder and strategic partner, Canopy Growth Corporation, Canada's largest and leading medicinal cannabis company

TW Holding Limited (to be renamed **AusCann Group Holdings Limited**) is pleased to announce that it has successfully raised the maximum \$5 million under its prospectus offering (**Public Offer**).

At an issue price of \$0.20 per share, a total of 25 million shares will be issued to new shareholders. The Public Offer received significant interest from both domestic and overseas institutional and high net worth investors.

The strong interest from investors represents the high market demand for medical cannabis stocks in Australia. It is also a reflection of AusCann's focused growth strategy, high-calibre management team and quality partnerships, including with medical cannabis global leader Canopy Growth Corporation (**Canopy**).

Canopy is also a substantial shareholder in the Company with approximately 11% shareholding upon re-listing. AusCann has joined the Canopy family of companies and partners that includes Tweed (the most recognised cannabis production brand in the world), Bedrocan, DNA Genetics, Cann Science, Indoor Harvest and Mettrum Health Corp (following its recently announced CAD\$430 million acquisition by Canopy).

With a solid team and support from Canopy, AusCann is well positioned to become a leading producer of high quality, economical and clinically validated cannabis medicines. AusCann's access to Canopy's IP, including its existing medicinal cannabis products will enable it to immediately commence the supply of validated products in Australia. In addition, its first harvest has now been planted in Chile with its local Chilean partner, Fundacion Daya.

The funds raised will be used to progress Auscann's growing licensing application and clinical trials in Australia, with clinical trials expected to encourage practitioners to increasingly consider and prescribe medical cannabis treatments.

With the Public Offer successfully concluded, 100% acceptances received from AusCann shareholders in response to the Company's takeover bid, and ASX's conditional approval for reinstatement to trading of the Company's securities having been received, all material conditions for completion of the acquisition of AusCann have now been satisfied.

The Company is now working towards complying with ASX's conditions for reinstatement and will provide an update on the indicative listing date in due course.

Elaine Darby, Managing Director, AusCann commented: "We're delighted with the support we've received from investors in this capital raise. The strong interest we've received has been a reflection of the opportunity we have in what is still a nascent industry in Australia. AusCann has a clear strategy to supply high quality,

For personal use only

REGISTERED OFFICE:

Level 3, 18 Richardson Street

WEST PERTH WA 6005

Telephone: +61 1300 503 085

economical and clinically validated medicines and we have in place the necessary skills, expertise and IP to enable our operations. Importantly, we're leveraging the skills and IP from our major shareholder and partner Canopy, who are firmly established as the largest medicinal cannabis company in its domestic market, Canada."

For further information, please contact:

David Wheeler
Non-Executive Chairman
TW Holdings Limited
Phone: +61 419 342 152

Elaine Darby
Managing Director
AusCann Group Holdings Limited
Phone: +61 458 372 511

About AusCann

AusCann, is an Australian based company that was incorporated in September 2014 with the aim of producing and providing high quality, economical and clinically validated cannabis medicines. It has a strong team of experts and partners with international connections and the right expertise across all aspects of the medicinal cannabis value chain. It has partnered with TSX listed Canopy Growth Corporation, the largest producer of medicinal cannabis globally, to leverage its intellectual property and medicinal cannabis products and DayaCann, the only licensed medicinal cannabis grower in Chile, to produce medical cannabis crops in Chile. AusCann has a focused strategy to bring medicinal cannabis products to Australian patients through its partnerships and education in the market.

AusCann contacts**Corporate**

Elaine Darby
Managing Director
+61 458 372 511
elaine.darby@auscann.com.au

Investors

Dr Stewart Washer
Consultant
+61 418 288 212
stewart.washer@auscann.com.au

Media

Caroline Zielinski
Media and Capital Partners
+61 400 172 145
caroline.zielinski@mcpartners.com.au

For personal use only