

January 16, 2018



Adent and Khiron Announce Closing of Subscription Receipt Financing

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TORONTO, Jan. 16, 2018 (GLOBE NEWSWIRE) -- Further to the press releases dated November 7, 2017, and December 27, 2017, Adent Capital Corp. (NEX:ANT.H) (the "**Adent**") and Khiron Life Sciences Corp. ("**Khiron**") are pleased to announce that Khiron has completed a private placement offering of subscription receipts ("**Subscription Receipts**") led by Canaccord Genuity Corp. (the "**Lead Agent**"), together with Eight Capital (collectively, the "**Agents**"), for aggregate gross proceeds of \$11,230,000 (the "**Offering**"). The Offering was completed in connection with the previously announced proposed business combination between Adent and Khiron (the "**Proposed Transaction**"), which transaction is intended to constitute Adent's "Qualifying Transaction" pursuant Policy 2.4 of the TSX Venture Exchange ("**TSXV**").

The Offering

Khiron completed the Offering of Subscription Receipts pursuant to an agency agreement (the "**Agency Agreement**") dated January 12, 2018 with Adent and the Agents. Under the terms of the Offering, Khiron issued 11,230,000 Subscription Receipts at a price of \$1.00 per Subscription Receipt (the "**Offering Price**") for gross proceeds of \$11,230,000. Each Subscription Receipt entitles the holder to receive, upon satisfaction of the escrow release conditions on or before the escrow release deadline, and without payment of additional consideration, one unit in the capital of Khiron (a "**Unit**"). Each Unit consists of one common share (a "**Common Share**") and one Common Share purchase warrant (a "**Warrant**") of Khiron, which Units shall be exchanged, without further consideration, for one Unit in the capital of Adent (the "**Resulting Issuer**") upon the completion of the Proposed Transaction. Following the exchange for Units of the Resulting Issuer, each Warrant shall entitle the holder thereof to acquire one common share of the Resulting Issuer (a "**Resulting Issuer Share**") at a price of \$1.20 for a period of 24 months following the listing of the Resulting Issuer Shares (the "**Listing Date**"), subject to adjustment and acceleration.

The gross proceeds of the Offering, net of the Agents' expenses, 50% of the Agents' commission and fees, and an aggregate of \$200,000 released from the Offering proceeds to Khiron at the time of closing (the "**Escrowed Funds**"), are being held in escrow pursuant to the terms of a subscription receipt agreement dated January 12, 2018 between Khiron, Adent, the Lead Agent and TSX Trust Company, as registrar and transfer agent for the subscription receipts and as escrow agent for the Escrowed Funds (the "**Subscription Receipt Agreement**"). Upon satisfaction or waiver of the escrow release conditions including, among other things, the satisfaction or waiver of all conditions precedent to the completion of the Proposed Transaction, each Subscription Receipt will automatically convert without any further action on the part of the holder into Units of the Resulting Issuer,

and the Escrowed Funds, together with any interest earned thereon, will be released to the Resulting Issuer (and the Agents in respect of the remaining Agents' commission and fees) in accordance with the terms set out in the Subscription Receipt Agreement. Should the escrow release conditions not be satisfied or waived, or if the Proposed Transaction is not completed, the Subscription Receipts will be cancelled and the Escrowed Funds, including any Escrowed Funds released to Khiron prior to the completion of the Proposed Transaction, will be returned to subscribers together with any interest earned thereon (a **"Refund Event"**). To the extent there is any shortfall in the event of a Refund Event, Khiron will provide sufficient funds to offset any such shortfall.

In connection with the Offering, the Agents are entitled to be paid a cash commission of up to 7% of the gross proceeds of the Offering (50% of which was paid on closing and the remaining 50% of which will be paid out of the Escrowed Funds upon escrow release). In addition, Khiron issued to the Agents an aggregate of 785,830 compensation options (**"Compensation Options"**). Each Compensation Option is exercisable into one unit at the Offering Price for a period of 24 months following the Listing Date, with each Unit being comprised of one Common Share and one Common Share purchase warrant (a **"Compensation Warrant"**). Each Compensation Warrant is exercisable into one Common Share at \$1.20 per share for a period of 24 months following the Listing Date. The Compensation Options shall be exchanged for Compensation Options of the Resulting Issuer on an equivalent basis upon completion of the Proposed Transaction.

Upon completion of the Proposed Transaction and satisfaction or waiver of the escrow release conditions, the Escrowed Funds will be used to further develop the business of the Resulting Issuer and for general working capital purposes.

Mr. Alvaro Torres, CEO of Khiron, stated: "I would like to personally thank investors for their support of this financing. The capital raised will allow Khiron to continue establishing its leading position in the domestic Colombian market and to expand its medical cannabis business model into other Latin American countries. I would also like to personally thank Canaccord, Eight Capital, and our internal team and legal counsel for their effort achieving this significant corporate milestone."

About Khiron Life Sciences Corp.

Khiron Life Sciences is a Canadian integrated medical cannabis company with its core operations in Colombia. Khiron combines leading international scientific expertise, agricultural advantages and branded product market entrance experience to address the unmet medical needs in a market of over 620 million people in Latin America. Khiron has received licences in Colombia for high- and low-tetrahydrocannabinol (THC) medical cannabis, and is now in receipt of all licences required for the cultivation, production, domestic distribution, and international export of both THC and cannabidiol (CBD) medical cannabis.

About Adent Capital Corp.

Adent Capital Corp. is a capital pool company formed under the TSXV capital pool company program.

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Cautionary Note

Completion of the Proposed Transaction is subject to a number of conditions including, but not limited to, completion of satisfactory due diligence, completion of a consolidation of the common shares of Adent, TSXV acceptance and, if applicable, pursuant to policies of the TSXV, majority of the minority shareholder approval. Where applicable, the Proposed Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Proposed Transaction will be completed as proposed, or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the Proposed Transaction, any information released or received with respect to the Proposed Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of Adent should be considered highly speculative.

Neither the TSXV nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this press release.

Neither the TSXV nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) has in any way passed upon the merits of the Proposed Transaction and associated transactions and neither of the foregoing entities has in any way approved or disapproved of the contents of this press release.

Forward-Looking Statements

This news release contains “forward-looking information” within the meaning of applicable securities laws including statements regarding the terms and conditions of the Proposed Transaction and the Offering, as well as information relating to Khiron. The information about Khiron contained in the press release has not been independently verified by Adent. Although Adent believes in light of the experience of its officers and directors, current conditions and expected future developments and other factors that have been considered

appropriate, that the expectations reflected in this forward-looking information are reasonable, undue reliance should not be placed on them because Adent can give no assurance that they will prove to be correct. Readers are cautioned to not place undue reliance on forward-looking information. Actual results and developments may differ materially from those contemplated by these statements depending on, among other things, the risks that the parties will not proceed with the Proposed Transaction and the Offering; that the ultimate terms of the Proposed Transaction and the Offering will differ from those that currently are contemplated; and that the Proposed Transaction and the Offering will not be successfully completed for any reason (including the failure to obtain the required approvals or clearances from regulatory authorities). The terms and conditions of the Proposed Transaction may change based on Adent's due diligence and the receipt of tax, corporate and securities law advice for both Adent and Khiron. The statements in this press release are made as of the date of this release. Adent undertakes no obligation to comment on analyses, expectations or statements made by third-parties in respect of Adent, Khiron, their securities, or their respective financial or operating results (as applicable).