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Emerald Health Announces \$10 Million Bought Deal

VICTORIA, BC, February 1, 2017 – Emerald Health Therapeutics Inc. (TSXV: EMH) ("Emerald" or the "Company") is pleased to announce that it has entered into a letter of engagement with Dundee Capital Partners (the "Underwriter") under which the Underwriter has agreed to purchase 7,408,000 units of the Company (the "Units"), on a "bought deal" basis pursuant to the filing of a shelf prospectus supplement, subject to all required regulatory approvals, at a price per Unit of \$1.35 (the "Offering Price"), for total gross proceeds of \$10,000,800 (the "Offering").

Each Unit shall consist of one common share of the Company (a "Share") and one-half of one common share purchase warrant (each full warrant, a "Warrant"). Each Warrant shall entitle the holder thereof to acquire one Share at a price of \$2.00 for a period of 24 months following the Closing Date. In the event that the closing sale price of the Company's Shares on the TSX Venture Exchange is greater than \$2.50 per Share for a period of 20 consecutive trading days at any time after the closing of the Offering, the Company may accelerate the expiry date of the Warrants by giving notice to the holders thereof and in such case the Warrants will expire on the 30th day after the date on which such notice is given by the Company.

The Company has agreed to grant the Underwriter an over-allotment option to purchase up to an additional 1,111,200 Units at the Offering at the Offering Price, exercisable in whole or in part, at any time on or prior to the date that is 30 days following the closing of the Offering. If this option is exercised in full, an additional \$1,500,120 will be raised pursuant to the Offering and the aggregate proceeds of the Offering will be \$11,500,920.

The Company intends to use the net proceeds of the Offering to accelerate facility expansion and for working capital and general corporate purposes.

The Units will be offered by way of a shelf prospectus supplement to be filed in all of the provinces of Canada, except Quebec, pursuant to National Instrument 44-101 - *Short Form Prospectus Distributions*.

The closing date of the Offering is scheduled to be on or about February 10, 2017 and is subject to certain conditions including, but not limited to, the receipt of all necessary approvals, including the approval of the TSX Venture Exchange and the applicable securities regulatory authorities.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any State in which such offer, solicitation or sale would be unlawful. The securities being offered have not been, nor will they be, registered under the United States *Securities Act of 1933*, as amended, and may not be offered or sold in the United States absent registration or an



applicable exemption from the registration requirements of the United States *Securities Act of 1933*, as amended, and applicable state securities laws.

Emerald Health Therapeutics Inc.

Emerald Health Therapeutics Inc. is a Licensed Producer under the Access to Cannabis for Medical Purposes Regulations (the "ACMPR"), authorized to cultivate and sell both dried medical cannabis flower and medical cannabis oils in Canada. Emerald currently operates out of an indoor facility in Victoria, British Columbia, with plans for a purpose built hybrid greenhouse expansion on 32 acres in metro Vancouver. Emerald prides itself on being one of Canada's most medically focused producers with one of the industry's most qualified management teams with regard to pharmaceutical drug discovery, development and distribution. We aim to capture unique niches of both the medical and future recreational cannabis markets through proprietary strains, defensible intellectual property, and superb client and consumer experience.

Please visit <https://www.emerald.care/> for more information.

Cautionary Statements Regarding Forward Looking Information

Certain statements in this press release constitute forward-looking statements, within the meaning of applicable securities laws. All statements that are not historical facts, including without limitation, statements regarding future estimates, plans, programs, forecasts, projections, objectives, assumptions, expectations or beliefs of future performance, are "forward-looking statements".

We caution you that such "forward-looking statements" involve known and unknown risks and uncertainties that could cause actual and future events to differ materially from those anticipated in such statements. Forward-looking statements include, but are not limited to, the filing and effectiveness of the prospectus supplement; the use of proceeds from the Offering; and the anticipated closing date of the Offering.

Emerald Health Therapeutics Inc. does not intend, and does not assume any obligation, to update these forward-looking statements except as required by law. These forward-looking statements involve risks and uncertainties relating to, among other things, uncertainty with respect to the completion of the Offering; the ability to obtain applicable regulatory approval for the Offering; the ability of the Company to negotiate and complete future funding transactions; variations in market conditions; and other risk factors described in the Prospectus and the Company's other filings with the applicable Canadian securities regulators, which may be viewed at www.sedar.com. Actual results may differ materially from those expressed or implied by such forward-looking statements.

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