



NSX Announcement

12 December 2017

**TERMINATION OF ACQUISITION AGREEMENT AND
WITHDRAW OF RESOLUTION**

NuCannaCo Science Limited (NSX:NCS) (the **Company** or **NCS**) wishes to advise that the Board has resolved to terminate the acquisition agreement to acquire ProThotics Technology, Inc. (**Prothotics**).

The management of NCS have been working with the shareholders of Prothotics in recent weeks to obtain the agreed loan of US\$200,000 from Prothotics. However, this process required further negotiations between the parties and the Board has since decided it would be in the best interests of shareholders and the Company to terminate the agreement with Prothotics and look at other new business opportunities.

As a result of the above, the Board wishes to advise that Resolution 1 in its Notice of Extraordinary General Meeting (**NOM**) released on 15 November 2017 will be withdrawn and will not be put to its shareholders at the upcoming Extraordinary General Meeting (**EGM**).

Resolution 1 of the NOM proposes that the Company's shareholders approve, for the purposes of section 254H of the Corporations Act, a 5:1 consolidation of the Company's securities (i.e. every five shares (and options) of the Company will be consolidated into one share (and one option)). The Company, therefore, provides notice that it withdraws Resolution 1 of the NOM and that Resolution 1 will not be put to the EGM to be held on 15 December 2017.

The Board intends to continue to review new business acquisition opportunities and will keep shareholders informed of any new developments.

On behalf of the Board,

Jonathan W. Lindh
Company Secretary