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**Black Sparrow Capital Corp.**

NEX BOARD : BLC.H

TSX VENTURE : BLC.H

October 29, 2014 08:30 ET

**Black Sparrow Capital Corp. Announces Conditional Approval for its Business Combination With Pure Natures Wellness Inc. d/b/a Aphria  
TORONTO, ONTARIO--(Marketwired - Oct. 29, 2014) –**

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Black Sparrow Capital Corp. ("**Black Sparrow**") (NEX:BLC.H) is pleased to announce that it has received conditional approval from the TSX Venture Exchange (the "**Exchange**") for its business combination (the "**Business Combination**") with Pure Natures Wellness Inc. d/b/a Aphria ("**Aphria**"), the terms of which were previously announced on July 31, 2014 and June 26, 2014.

Pursuant to the terms of the Business Combination, subject to certain conditions, including: (i) receipt of approval of the Business Combination by shareholders of Aphria; (ii) receipt of the License (as defined below) by Aphria; and (iii) receipt of approval of certain matters ancillary to the Business Combination by the shareholders of Black Sparrow, Aphria will become a wholly-owned subsidiary of Black Sparrow and Black Sparrow will continue the business of Aphria under the new name "Aphria Inc." (the "**Resulting Issuer**"). The Business Combination will constitute the Qualifying Transaction of Black Sparrow under the policies of the Exchange. Black Sparrow also announces that a joint management information circular (the "**Circular**") concerning the particulars of the Business Combination will be forthwith mailed to shareholders of Black Sparrow and Aphria and filed on [www.sedar.com](http://www.sedar.com) under Black Sparrow's corporate profile.

Closing of the Business Combination is expected to occur following receipt of the License and the approval of Black Sparrow and Aphria shareholders, which is being sought at special meetings of the shareholders, each to be held on December 1, 2014 and as further described in the Circular, and the fulfillment of all conditions of the Exchange.

### **Regulatory Update**

As a condition of closing the Business Combination, Aphria will require receipt of its final license from Health Canada designating it a "licensed producer" pursuant to the *Marihuana for Medical Purposes Regulations* (the "**License**"). Health Canada recently attended Aphria's facilities in Leamington, Ontario and completed a site investigation with respect to the License at which time Health Canada representatives confirmed that Aphria is ready for its final inspection. The issuance of the definitive License in paper form may require ten business days to process following the final inspection as opposed to the usual five business days in light of the number of applications Health Canada is currently processing. Other than the time required to process the papering of the License internally at Health Canada, neither the board of directors nor the management team of Aphria are aware of any material outstanding issues in respect of the granting of the License and expect final approval for the License to be obtained no later than November 30, 2014.

### **Board of Directors**

Subsequent to the previous press release on July 31, 2014, Aphria's existing board of directors has selected two additional independent directors to the board of the Resulting Issuer, subject to the approval of the shareholders of Black Sparrow.

#### *Dr. Philip Waddington - Director*

Dr. Philip Waddington, Director, a trained naturopathic physician, is a leader in the field of regulating natural health products. From January 2000 to August 2008 Dr. Waddington served as the inaugural Director General of the Natural Health Products Directorate (NHPD) of Health Canada. Under his leadership, a new regulatory framework was defined, developed and implemented in Canada. The Natural Health Product Regulations developed under his watch are considered among the best practices by many countries and are being modeled internationally. Philip received his training from the Canadian College of Naturopathic Medicine. He holds an MBA from the Richard Ivey School of Business at the University of Western Ontario and a B.Sc. Hon. in Biology from Queen's University. He currently works as a consultant; helping companies utilize Scientific Research and Experimental Development (SR&ED) tax credits.

#### *Carl Merton - Director*

Carl Merton, Director, has over 20 years of financial and business experience, having spent almost 12 years combined with Ernst & Young LLP and KPMG LLP prior to serving as Vice-President, Special Projects at Atlas Tube Canada ULC and his current position as Chief Financial Officer of Reko International Group Inc. ("**Reko**") (TSX VENTURE:REK) since October 2007. Carl is a Chartered Professional Accountant, Chartered Accountant and as a Fellow of the Canadian Institute of Chartered Business Valuators (the "**CICBV**"). As the Chief Financial Officer of Reko, Carl is responsible for leading strategic discussions, acquisitions and divestitures, budgeting, financing, financial reporting and internal controls. He holds a B.Comm. Hon. in Sports Administration from Laurentian University, and has served as a past Chair of both the CICBV and the International Association of Professional Business Valuators.

### **About Aphria**

Aphria, a privately-owned company incorporated under the laws of the Province of Ontario and based in Leamington, Ontario, is in the business of producing and supplying medical marijuana pursuant to the *Marihuana for Medical Purposes Regulations* (the "MMPR"). Under the MMPR, Health Canada is responsible for the oversight of commercial medical marijuana growers such as Aphria.

Aphria has assembled a management team with over 85 years of combined experience in agriculture and agribusiness and over 40 years of combined experience in the pharmaceutical industry. Coupled with this wealth of operational experience, Aphria expects to be a low-cost producer of medical marijuana, owing to various cost-saving attributes of its operations, including the advantages derived from growing medical marijuana in greenhouses. Under the MMPR and the previous regulatory regime, Aphria has grown and harvested 12 crops of medical marijuana, and has acquired and tested over 40 different strains in that time. Aphria's License is expected to cover a 30,000 square foot operating space, including 22,000 square feet of production space across three state-of-the-art light and computer controlled glass greenhouses. Aphria's greenhouses are located within a larger 450,000 square foot greenhouse facility, located on a 40-acre parcel of land in Leamington, Ontario. To date Aphria has only grown medical marijuana for the purposes of testing and experimenting with different strains and techniques, but once the License is received Aphria intends to sell its products to patients under the MMPR as well as to explore the viability of selling seedlings, plant materials and other related products to other "licensed producers".

#### **About Black Sparrow**

Black Sparrow is a capital pool company listed on the NEX board of the Exchange. The Business Combination, if approved, will constitute Black Sparrow's Qualifying Transaction under Exchange Policy 2.4 - Capital Pool Companies. Trading in the common shares of Black Sparrow was halted on June 26, 2014 and will remain halted until the resumption of trading is approved by the Exchange.

***Completion of the transaction is subject to a number of conditions, including but not limited to, final acceptance by the Exchange and receipt of the License. There can be no assurance that the Business Combination will be completed as proposed or at all. Neither the Exchange nor its Regulation Services Provider (as that term is defined in the policies of the Exchange) accepts responsibility for the adequacy or accuracy of this release.***

#### **CONTACT INFORMATION**

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