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I N V E S T M E N T S

C21 Investments Updates Status of Secured Debt and Forward Obligations

VANCOUVER, July 8, 2019 – C21 Investments Inc. (“C21 Investments” or the “Company”) (CSE: CXII and OTC: CXXIF) advises that it has reached agreement to restructure payments under a US\$30 million promissory note issued on January 15, 2019 (“Note”) to Mr. Sonny Newman in connection with the Company’s purchase of Silver State Relief LLC and Silver State Cultivation LLC.

The Note, issued to Mr. Newman as part of the Silver State purchase terms, is secured against the Silver State companies and their assets and had an outstanding principal balance of US\$27 million on June 30, 2019. Mr. Newman has agreed in lieu of the principal instalment of US\$6.0 million due July 1 to accept such amount in an instalment of US\$2 million plus interest, which has been paid, and further monthly instalments of \$800,000 per month plus interest commencing on August 1, 2019 and continuing for the next ensuing four months when the monthly instalments increase to US\$2 million.

As a term of such restructuring, C21 Investments and the vendors of Swell Companies (“Swell”) and Phantom Farms/SDP Development Group LLC (“Phantom”) have reached an agreement in principle to accelerate the staggered payments under their purchase agreements. Under the terms of such agreement in principle, the vendors of Swell and Phantom would be issued a total of 16,215,416 shares of C21 Investments at C\$1.05 per share in settlement of the US\$13.01 million payable to them as payment for the real property owned by Phantom and all other long term obligations owing to such vendors.

“These arrangements, upon completion, will afford C21 Investments a strong balance sheet with obligations owed to a single creditor whose interests are aligned with the Company’s” said Michael Kidd, Chief Financial Officer of C21 Investments. “This will provide the Company with the financial flexibility needed to capitalize on growth opportunities, and to continue with our focus on enhancing long-term value for all of our stakeholders – shareholders, employees and communities.”

“This restructuring will allow the Company to move forward with its plans and as the Company’s largest shareholder, I am pleased to participate in this endeavour going forward,” said Sonny Newman.

About C21 Investments

C21 Investments is a vertically integrated cannabis company that cultivates, processes, and distributes quality cannabis and hemp-derived consumer products in the United States. The Company is focused on value creation through the disciplined acquisition and integration of core retail, manufacturing, and distribution assets in strategic

markets, leveraging industry-leading retail revenues with high-growth potential multi-market branded consumer packaged goods. The Company owns Silver State Relief and Silver State Cultivation in Nevada, and Phantom Farms, Swell Companies, Eco Firma Farms, and Pure Green in Oregon. These brands produce and distribute a broad range of THC and CBD products from cannabis flowers, pre-rolls, cannabis oil, vaporizer cartridges and edibles. Based in Vancouver, Canada, additional information on C21 Investments can be found at www.sedar.com and www.cxxi.ca.

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Cautionary Statement:

Certain statements contained in this news release may constitute forward-looking statements within the meaning of applicable securities legislation. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. Forward looking statements in this news release include: ability to restructure secured debt and the ability to service restructured debt.

The forward-looking statements contained in this news release are based on certain key expectations and assumptions made by the Company, including the ability of the Company to restructure its secured debt and to service its restructured debt. Although the Company believes that the expectations and assumptions on which the forward-looking statements are based are reasonable, undue reliance should not be placed on the forward-looking statements because the Company can give no assurance that they will prove to be correct. Since forward-looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks. These include, but are not limited to, the consequences of not restructuring its secured debt, the ability to service its debt, if restructured, and other factors, many of which are beyond the control of the Company.

The forward-looking statements contained in this news release represent the Company's expectations as of the date hereof, and are subject to change after such date. The Company disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise, except as required under applicable securities regulations.

The CSE has not accepted responsibility for the adequacy or accuracy of this release.