

# CENTR Brands Corp. Closes Non-Brokered Private Placement of Unsecured Convertible Debentures

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Vancouver, British Columbia--(Newsfile Corp. – March 24, 2025) - CENTR Brands Corp. (CSE: CNTR) (FSE: 303) (OTCQB: CNTRF) ("**CENTR**" or the "**Company**"), is pleased to announce that, further to its news release dated March 12, 2025, the Company has closed its non-brokered private placement of up to 25 unsecured convertible debentures in the amount of \$1,000 each (the "**Debentures**") in the aggregate principal amount of \$25,000 (the "**Offering**").

The Debentures will bear interest from the date of issuance at a rate of 10.0% per annum, calculated and payable annually, and will mature on the date (the "**Maturity Date**") that is 12 months from the date of issuance, being March 24, 2026 (the "**Closing Date**").

The principal amount of the Debentures, together with any accrued and unpaid interest, may be converted, in whole or in part, at any time before the Maturity Date, into equity securities of the Company, at the election of the holder, in whole or in part, at a conversion price equal to the greater of : (A) the Market Price (as such term is defined in the policies of the Canadian Securities Exchange (the "**CSE**"); and (B) the offering price of the Company's first equity financing following the Closing Date, subject to the approval of the CSE.

The Company intends on using the net proceeds of the Offering for working capital and general corporate purposes.

An Insider of the Company has participated in the Offering. This participation is considered a "related party transaction" as defined under Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions ("**MI 61-101**"). The transaction is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101, as neither the fair market value of any securities issued to such insiders nor the consideration that will be paid by such persons will exceed 25% of the Company's market capitalization.

All securities issued in connection with the Offering are subject to a statutory hold period of four months and one day following the date of issuance in accordance with applicable Canadian securities laws.

*The securities issued pursuant to the Offering have not, nor will they be registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons in the absence of U.S. registration or an applicable exemption from the U.S. registration requirements. This news 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 the United States or in any other jurisdiction in which such offer, solicitation or sale would be unlawful.*

## About CENTR Brands Corp.

CENTR Brands Corp. is one of North America's leading functional wellness beverage companies dedicated to promoting holistic well-being. With a commitment to providing high-quality products and exceptional customer experiences, CENTR offers a range of functional wellness beverages that support individuals in their pursuit of balanced and healthy lifestyles. By leveraging innovative technology and embracing consumer-centric strategies, CENTR empowers customers to prioritize their well-being and discover the benefits of wellness beverages.

The Company produces CENTR Enhanced, a family of refreshing, ZERO calorie, non-CBD, nootropic and adaptogen sparkling waters incorporating a variety of science-backed ingredients. The Company recently discontinued 2 product lines, CENTR CBD and CENTR Instant, facilitating the exit of the company within the CBD category.

The Company's ethos revolves around functional efficacy, exceptional flavor, and a visual design that resonates with consumers seeking a well-rounded approach to wellness.

For more information on CENTR Brands visit [www.findyourcentr.com](http://www.findyourcentr.com) or contact us at [media@findyourcentr.com](mailto:media@findyourcentr.com).

**On behalf of the Board,**

CENTR BRANDS CORP.

/s/ Anton J. Drescher

Anton J. Drescher, Chief Financial Officer

### **Forward-Looking Information**

This press release may contain "Forward-Looking Statements" within the meaning of applicable Canadian securities laws. Forward-looking statements are not comprised of historical facts. Forward-looking statements include estimates and statements that describe the Company's future plans, objectives or goals, including words to the effect that the Company or management expects a stated condition or result to occur. Forward-looking statements may be identified by such terms as "believes", "anticipates", "expects", "estimates", "may", "could", "would", "will", or "plan". Since forward-looking statements are based on assumptions and address future events and conditions, by their very nature they involve inherent risks and uncertainties. Although these statements are based on information currently available to the Company, the Company provides no assurance that actual results will meet management's expectations. Risks, uncertainties and other factors involved with forward-looking information could cause actual events, results, performance, prospects and opportunities to differ materially from those expressed or implied by such forward-looking information. Forward-looking information in this news release includes, but is not limited to, the closing of the Offering, the intended use of proceeds of the Offering, the issuance of the Units upon conversion of the Debentures and the Company obtaining all necessary approvals, including that of the CSE. Many factors, both known and unknown, could cause results, performance or achievements to be materially different from the results, performance or achievements that are or may be expressed or implied by such forward-looking statements. The Company does not intend, and does not assume any obligation, to update these forward-looking statements or information to reflect changes in assumptions or changes in circumstances or any other events affecting such statements and information other than as required by applicable laws, rules and regulations.

