

# Entheos Provides Update and Financing Terms

**Trading symbol: TSX-V-NEX: ENTH.H**

VANCOUVER, BC, April 19, 2021 /CNW/ - Entheos Capital Corp. (the "Company"), announces that further to its press release dated February 11, 2021 announcing the proposed Reverse Takeover transaction with The BC Bud Co. ("**BCBC**"), the Company has arranged a non-brokered private placement (the "**Private Placement**") to raise \$1,000,000.

As previously announced, the Company will acquire all of the issued and outstanding securities of BCBC by way of a share exchange (the "**Transaction**") in consideration of the issuance of 2.1 common shares of the Company for each common share of BCBC held, such that 26,250,000 common shares of the Company would be issued based on the current capital structure of BCBC.

The Private Placement will consist of **4,000,000** subscription receipts (the "**Subscription Receipts**") to raise gross proceeds of **\$1,000,000** and remains subject to the approval of the TSX Venture Exchange (the "**TSXV**").

Each Subscription Receipt will be sold at a price of \$0.25 and will, conditional upon the completion of the Transaction, including the delisting of the Company from the TSXV and listing on the Canadian Securities Exchange (the "**CSE**"), automatically convert immediately following the closing of the Transaction into a unit (a "**Unit**").

Each Unit will consist of one common share (a "**Share**") and one transferable common share purchase warrant (each whole warrant, a "**Warrant**"). Each Warrant will entitle the holder to purchase, for a period of 24 months, one additional Share at an exercise price of \$0.50. Each Warrant is subject to accelerated expiry provisions whereby, if the closing price of the Company's common shares exceeds \$0.75 per share for a period of ten consecutive trading days, at the Company's election, provided that applicable resale restrictions have lapsed, the 24 month period within which the Warrants are exercisable will be reduced and the holders of the Warrants will be entitled to exercise their Warrants for a period of 30 days commencing on the day the Company provides notice of same.

The proceeds from the Private Placement will be deposited into escrow with the Company pending the satisfaction of certain escrow release conditions, including the delisting of the shares from the TSXV, the approval of the listing of the shares on the CSE and the completion of the Transaction. If the escrow release conditions are not satisfied or waived by the holders on or before September 30, 2021, or such date as may be extended in accordance with the terms of the Subscription Receipts, proceeds will be returned to subscribers.

No finder's fees are payable in respect of the Private Placement. The proceeds of the Private Placement will be utilized to fund the costs associated with the Transaction, general corporate and working capital and to fund BCBC's business development, all as will be more particularly set forth in the Company's meeting materials related to the Transaction. The completion of the Private Placement will satisfy a key condition precedent for the Transaction.

The Transaction is subject to a number of terms and conditions, including, but not limited to, the completion of the Placement, the approval of a majority of the minority shareholders in the Company, and the approval of the CSE and other applicable regulatory authorities. Additionally, the delisting of the Company's shares in advance of the listing on the CSE will also require the approval of a majority of the minority shareholders in the Company.

This news release does not constitute an offer to sell and is not a solicitation of an offer to buy any securities in the United States. The securities of the Company and BCBC have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws unless pursuant to an exemption from such registration.

### **Special Meeting**

The Company advises that it has set down July 5, 2021 as the date of its annual and special meeting of shareholders (the "**Meeting**"). At the Meeting, among other things, shareholders will be asked to consider the Transaction and the delisting of the Company's common shares from the TSX Venture Exchange. Due to provincial health orders regarding COVID-19 pandemic and the protection of the Company's stakeholders, the Meeting will be held virtually. Further details on how shareholders may access the Meeting will be provided in the Company's management information circular and related proxy materials.

### **Trading Halt**

The common shares of the Company continue to be halted from trading, and trading is expected to remain halted pending completion of the Transaction. The Company does not expect trading to recommence on the TSX Venture Exchange.

### **Forward-Looking Statements**

This news release contains certain "forward looking statements" including, for example, statements relating to the completion of the Transaction and Private Placement and the Resulting Issuer's anticipated share capital. Such forward-looking statements involve risks and uncertainties, both known and unknown. The results or events depicted in these forward-looking statements may differ materially from actual results or events. In addition to other factors and assumptions which may be identified herein, assumptions have been made regarding and are implicit in, among other things: receipt of regulatory approvals, the Company's ability to complete the Transaction and Private Placement, the state of the capital markets, the impact of the COVID-19 pandemic, the ability of the Resulting Issuer to successfully manage the risks inherent in pursuing business opportunities in the cannabis industry, and the ability of the Resulting Issuer to obtain qualified staff, equipment and services in a timely and cost efficient manner to develop its business. Any forward-looking statement reflects information available to the Company as of the date of this news release and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking statement, whether as a result of new information, future events or results or otherwise.

**Entheos Capital Corp.**

*"Brayden R. Sutton"*

---

**Brayden R. Sutton, Chief Executive Officer**

***Neither the 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.***

*Completion of the Transaction is subject to a number of conditions, including stock exchange acceptance and majority of the minority Shareholder approval. The Transaction cannot close until the required Shareholder approval is obtained. There can be no assurance that the Transaction will*

*be completed as proposed or at all. Investors are cautioned that, except as disclosed in the Information Circular and Listing Statement to be prepared in connection with the Transaction, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of the Company should be considered highly speculative. The TSX Venture Exchange has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.*

SOURCE Entheos Capital Corp.

View original content: <http://www.newswire.ca/en/releases/archive/April2021/19/c5078.html>

%SEDAR: 00003975E

**For further information:** Brayden Sutton, (778) 656-0377

CO: Entheos Capital Corp.

CNW 13:28e 19-APR-21