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DISSEMINATION IN THE UNITED STATES.**

**DATINVEST AND IRWIN NATURALS ENTER INTO DEFINITIVE AGREEMENT FOR  
BUSINESS COMBINATION**

**Vancouver, British Columbia, August 10, 2021** –Datinvest International Ltd. (“**DAI**”) (TSXV: DAI.H) and Irwin Naturals (“**Irwin**”) are pleased to announce that they have entered into a definitive business combination agreement dated August 9, 2021 (the “**Business Combination Agreement**”) to complete the business combination (the “**Transaction**”). Upon completion of the Transaction, the combined entity (the “**Resulting Issuer**”) will carry on the business of Irwin. The closing of the Transaction is subject to the receipt of all necessary regulatory and third-party consents and approvals, including without limitation, the listing of the subordinate voting shares of the Resulting Issuer (the “**Resulting Issuer Subordinate Voting Shares**”) on the Canadian Securities Exchange (the “**CSE**”) and the concurrent delisting of the common shares of DAI (the “**DAI Shares**”) from the NEX Board of the TSX Venture Exchange (the “**TSXV**”).

**Terms of the Transaction**

As of the date hereof, prior to giving effect to the DAI Consolidation (as defined below), DAI has outstanding: (i) 9,979,407 DAI Shares; and (ii) 175,000 stock options, which stock options will be cancelled as a condition precedent to the Business Combination Agreement. As of the date hereof, there are 1,052,632 common shares of Irwin outstanding.

Under the Transaction, the DAI Shares will be consolidated on a basis of one post-consolidation DAI Share for every 8.31617 pre-consolidation DAI Shares (the “**DAI Consolidation**”). Under the Transaction, Irwin will undergo a reorganization (the “**Irwin Recapitalization**”) in which it will amend its share capital to create Class A voting shares of Irwin and to add special rights and restrictions to the common shares of Irwin and change the identifying name of the common shares of Irwin to class B non-voting shares of Irwin (“**Irwin Class B Shares**”). DAI and Irwin shall enter into a support agreement, which shall provide, among other things, that: so long as any shares in the capital of Irwin are not owned by DAI or any of its affiliates, the Irwin Class B Shares shall carry certain redemption and exchange rights allowing, subject to contractual restrictions, the holder thereof to redeem or exchange their Irwin Class B Shares for newly-issued Resulting Issuer Subordinate Voting Shares on a one-to-one basis. In connection with the Transaction, Klee Irwin, the founder of Irwin, will subscribe for one Resulting Subordinate Voting Share and a number of multiple voting shares of the Resulting Issuer.

**Board and Management**

The board of directors of the Resulting Issuer shall be reconstituted to consist of four board members, who are expected to be:

**Klee Irwin**, Proposed Chairman, Chief Executive Officer and Director

Twenty-seven years ago, Klee Irwin founded Irwin Naturals with a simple mission – to heal the world with plant medicine. He built the company with no equity or bank financing and relied on his ingenuity, tenacious sales efforts, and a focus on product quality rather than advertising. A cult brand emerged over the years, and his company now leads in most categories in which it competes. In 2018 Klee personally authored the book Pain Nation, which educates on the science and uses of CBD, and Irwin Naturals launched a line of affordable CBD products compared to his competitors. Klee is currently the Chief Executive Officer of Irwin and has held this title for a majority of its existence aside from for a couple

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spells where he decided to expand his horizons and impact on society through other ventures. These ventures included the creation of Quantum Gravity Research (QGR), a non-profit theoretical research institute he founded in 2009 which has published numerous papers and journal articles laying out some of the mathematical building blocks and axiomatic ideas for their unification model. He has supported and invested in a wide range of people, causes and companies including [Change.org](http://Change.org), Upworthy, Donors Choose, Moon Express, Mayasil, the X PRIZE Foundation, and Singularity University, where he is an Associate Founder.

**Philippe Faraut**, Proposed Chief Financial Officer, Corporate Secretary and Director

Philippe brings over 20 years of senior CPG financial management and leadership expertise to the Resulting Issuer. He was a Managing Partner of the investment banking services firm Bastiat Partners from 2016 to 2020, prior to serving as Chief Investment Officer for Knight Global, a leading family office with a diversified asset portfolio from 2015 to 2016. Mr. Faraut started his finance career at Merrill Lynch in the Consumer Retail group in New York and held senior positions at the Sage Group and Intrepid Investment bankers. He holds a Masters of Business Administration from the Anderson School at UCLA (1999).

**Marc-David Bismuth**, Proposed Director

Marc-David is an Operating Partner at L Catterton, a private equity group, where he had been since 2004. Previously, he was the President of Danone Naya Waters North America, where he played a key role in the formation of the joint venture with The Coca-Cola Company as business partner to capture opportunities in the fast growing and highly competitive Bottled Still Water Category in North America. Prior to managing Danone, Marc-David was the Food Division General Manager (Corporate-Paris/Geneva) and a Member of the Corporate Strategic Committee for the Carrefour Group, where he led the \$40 billion Carrefour Global Grocery Sourcing and Vendor Negotiation efforts. Prior to his senior corporate responsibilities Marc-David led the retail growth of Carrefour in key countries in Europe and Asia.

**Rod Kight, Esq.**, Proposed Director

Rod leads Kight Law Office, PC, one of the most respected boutique Cannabis law firms in the United States which was founded in 2000. He is an AV Preeminent Peer Rated Lawyer, as designated by Martindale Hubbell. Rod has been quoted on Cannabis matters in the Wall Street Journal, Time, Politico and Business Insider. He serves on the advisory board of the American Journal of Endocannabinoid Medicine. North Carolina Super Lawyers Magazine calls him “The State’s Biggest Cannabis Advocate”.

**Irwin Financial Information**

The following table sets out certain selected financial information of Irwin in summary form for the years ended December 31, 2020 and 2019. Such information is derived from the audited combined financial statements of Irwin and should be read in conjunction with such financial statements. All amounts presented are in thousands of United States dollars.

<b>Combined Statement of Profit and Loss and Comprehensive Income</b>	<b>As at and for the year ended December 31, 2020</b>	<b>As at and for the year ended December 31, 2019</b>
Operating revenue	\$ 89,377	\$ 87,861
Income from operations	\$ 7,658	\$ 6,357
Income from operations per share (basic and diluted) <sup>(1)</sup>	\$ 0.024	\$ 0.020

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Comprehensive Income	\$ 7,240	\$ 5,915
Comprehensive income per share (basic and diluted) <sup>(1)</sup>	\$ 0.023	\$ 0.018
<b>Combined Statement of Financial Position</b>		
Total assets	\$ 36,421	\$ 41,967
Total long-term liabilities	\$ 812	\$ 2,146
Cash dividends per share <sup>(1)</sup>	\$ 0.018	\$ 0.022

Notes:

(1) Per share calculations based on pro-forma shares outstanding following the Transaction.

The following tables set forth selected financial information for Irwin and DAI and selected *pro forma* financial statements of the Resulting Issuer as at and for the three months ended March 31, 2021. Such information is derived from the financial statements of Irwin and DAI and should be read in conjunction with such financial statements.

	<b>Irwin as at and for the three month period ended March 31, 2021 (\$US in '000's, except per share data)</b>	<b>DAI as at and for the three month period ended March 31, 2021 (\$C in '000's, except per share data)</b>	<b>Resulting Issuer <i>pro forma</i> as at and for the three month period ended March 31, 2021 (\$US in 000's, except per share data)</b>
<b>Statement of Profit and Loss and Comprehensive Income and Loss</b>			
Operating revenue	\$ 24,135	\$ -	\$ 24,135
Income (loss) from operations	\$ 3,803	\$ (30)	\$ 3,778
Income (loss) from operations per share (basic and diluted) <sup>(1)</sup>	\$ 0.012	\$ (\$0.025)	\$ 0.010
Comprehensive income (loss)	\$ 3,715	\$ (31)	\$ 750
Comprehensive income (loss) per share (basic and diluted) <sup>(1)</sup>	\$ 0.012	\$ (\$0.026)	\$ 0.002
<b>Statement of Financial Position</b>			
Total assets	\$ 35,943	\$ 738	\$ 39,329
Total long-term liabilities	\$ 466	\$ -	\$ 466
Cash dividends per share <sup>(1)</sup>	\$ 0.004	\$ -	\$ -

Notes:

(1) Per share calculations based on pro-forma shares outstanding following the Transaction.

**Other Terms**

The certain related matters to the Transaction required the approval of the shareholders of DAI. DAI held an annual and special shareholder meeting on June 24, 2021, where shareholders of DAI approved, among other things, the amendment of the articles of DAI to create proportionate voting shares and multiple voting shares and to add special rights and restrictions to the DAI Shares and change the identifying name of the DAI Shares to “Subordinate Voting Shares”; (ii) the delisting of the DAI Shares from the TSXV; (iii) the appointment of the auditor of the Resulting Issuer; (iv) the approval of an equity incentive plan of the Resulting Issuer; and (v) election of the board of directors of the Resulting Issuer to take effect following closing of the Transaction. The Transaction is also subject to the receipt of all required regulatory and stock exchange approvals and the Resulting Issuer satisfying the initial listing requirements of the CSE.

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DAI and Irwin will provide further details in respect of the Transaction in due course. Investors are cautioned that, except as disclosed in the filing 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 DAI Shares has been halted pursuant to the policies of the TSXV. There can be no assurance that the Transaction will be completed as proposed or at all.

**About Irwin**

Irwin Naturals is a leading herbal supplement company in the United States and a large distributor of CBD products in mass-market and health food chain stores. The Irwin brand has been a household name for the better part of 27-years and is distributed in about 100,000 stores.

**For more information, please contact:**

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**Forward-Looking Information**

This news release contains certain forward-looking statements that reflect the current views and/or expectations of management of DAI and Irwin with respect to performance, business and future events, including but not limited to express or implied statements and assumptions regarding the intention of DAI and Irwin to complete the Transaction. Forward-looking statements are based on the then-current expectations, beliefs, assumptions, estimates and forecasts about the business and the industry and markets in which DAI and Irwin operate. Forward-looking statements are not guarantees of future performance and involve risks, uncertainties and assumptions which are difficult to predict. In particular, there is no guarantee that the parties will successfully complete the Transaction contemplated herein, including that DAI will obtain any required regulatory approvals, including the listing of the Resulting Issuer Subordinate Voting Shares on the CSE and the concurrent delisting of the DAI Shares from the TSXV. Accordingly, readers should not place undue reliance on forward-looking statements and information, which are qualified in their entirety by this cautionary statement. Neither DAI nor Irwin undertake any obligation to release

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publicly any revisions for updating any voluntary forward-looking statements, except as required by applicable securities law.

This press release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities 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 or an exemption from such registration is available. Not for distribution to U.S. newswire services or for dissemination in the United States. Any failure to comply with this restriction may constitute a violation of U.S. securities laws.

*All information contained in this press release with respect to Irwin, its businesses and proposed corporate reorganization and financing was supplied by Irwin for inclusion herein. DAI has not conducted due diligence on the information provided and does not assume any responsibility for the accuracy or completeness of such information.*

*Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.*