



THE FUTURE OF GENETICS | CSE: PACR

For Immediate Release

February 17th, 2021

PacRoots Announces Share Purchase Agreement with Lords of Grasstown

Vancouver, British Columbia, Feb. 17, 2021 – Pac Roots Cannabis Corp. (“PacRoots” or the “Company”) (CSE: PACR) (OTCQB: PACRF), is pleased to announce the execution of a Share Purchase Agreement with the shareholders of **Lords of Grasstown Holdings Ltd.**, a company existing under the laws of British Columbia (“Grasstown”) pursuant to which the Company will acquire all the issued and outstanding shares of Grasstown (the “Transaction”). Grasstown is a well-established Cannabis Motorcycle lifestyle brand with a tremendous following and acumen that spawned from the vision of Tyler Hazelwood, founder and director of Lords of Grasstown.



Figure 1- Lords of Grasstown a legal cannabis and motorcycle lifestyle brand and apparel.

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The closing date for the Transaction is expected to occur on Feb. 19, 2021, pending completion of the Company's due diligence reviews.

In consideration for the share purchase agreement with Grasstown, the total purchase price will be comprised of a cash payment of \$50,000, payable within 30 days of the closing date for the Transaction and the issuance of an aggregate of 6,000,000 common shares of the Company within five business days of the closing date for the Transaction. The aggregate cash and share consideration will be distributed pro rata to the shareholders of Grasstown.

PacRoots' President and CEO Patrick Elliott comments, *"PacRoots is thrilled to partner with such an incredible brand and story driven by artists with a passionate vision that resonates throughout a massive community. The creators, designers and marketers behind Lords of Grasstown have a truly unique and talented offering that will be invaluable to the PacRoots organization. The Grasstown culture compliments PacRoots' foundation of variety and quality built on the west coast. This platform brings a tremendous following that embraces these attributes which are well positioned to excel in BC and California's west coast marketplaces."*

Through the Lords of Grasstown's strategic partnerships and alliances in the motorcycle and legal cannabis communities, the initial launch of Grasstown USA into California has been well accepted and recognized. PacRoots and Grasstown are excited to build on the initial momentum and expand the brand and offerings through our alliances in the region.



Figure 2 Lords of Grasstown branding and package design concepts for new products.

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Tyler Hazelwood of Grasstown comments, *"We have created a unique story driven by our love for motorcycles and cannabis with a community that extends throughout the Americas. We are ecstatic to be working with our new partner, PacRoots, and look forward to expanding and developing our reach with the Lords of Grasstown and Grasstown USA Brands. Our partners and followers in the USA and Canada have been incredibly supportive of our products, story and the organization, as we look to further proliferate the brands and the culture throughout North America"*.

Medicinal Cannabis and Crohn's Disease:

Tyler's passion for cannabis stems from his 20-year battle with Crohn's disease and accredits cannabis for his ability to defy what western medicine said was possible and avoiding major surgical procedures like colon removal.

Founder and Director of Lords of Gastown and Lords of Grasstown, Tyler Hazelwood comments, *"Without Cannabis I would not be able to be a dedicated single father to my daughter, nor would I have been able to build these brands or ride my motorcycle across North America. Cannabis is without a doubt my biggest tool in managing Crohn's symptoms. I feel a sense of obligation to share my experiences and passion in hopes I can help others with IBD."*

About Lords of Gastown:

Founded in 2011 and incorporated in 2013, Lords of Gastown is a lifestyle brand spawned in the Pacific Northwest and with a love for Harley-Davidson. Lords filled a gap in the Harley-Davidson street wear and apparel offerings and quickly landed on Brian Barnes of Barnes Harley-Davidson Canada. Barnes Harley-Davidson owns Canada's top three dealerships and was a perfect partner for Lords to grow in the community and open up wholesale partners across North America. Gathering attention and social following across the United States with a good following in California, Lords was invited to the Born Free Motorcycle Show in 2015, Born Free is California's largest and most influential custom motorcycle show and Lords was one of the first Canadian brands to be invited. This event opened doors for partnerships and collaboration with some of America's oldest and strongest motorcycle brands such as: Corbin, BMC, TBR, Simpson, Bell, Heatwave and Espinoza's Leather. Lords of Gastown has established 80-plus wholesale accounts across North America, totalling over 100 worldwide, including Switzerland, Mexico, Australia, Indonesia and Japan. This business has been complimented with a healthy e-commerce business shipping \$2 million a year worldwide through www.lordsofgastown.com

About Lords of Grasstown:

Following the cult like success of Lords of Gastown Motorcycle Lifestyle Brand, comes Lords of Grasstown Cannabis Culture Brand. In 2013, the Grasstown Brand was launched as a passion project by Tyler Hazelwood with the focus on a collection of simple, clean, yet edgy street wear apparel and products including a CBD soap line with a nod to Fight Club. In 2015, partnering with BC Cannabis Genetics Guru JB, Grasstown brought some of Canada's highest testing medical cannabis strains into the fold. Grasstown has generated substantial local community and social media exposure with placement of its legendary Grasstown Lowrider Ice Cream Truck at Vancouver's 420 Events, meet and greet Granville street smoke out event with Yela Wolf, and and rock night at No5 orange with guest host MGK.

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ON BEHALF OF PAC ROOTS CANNABIS CORP.

(signed) "Patrick Elliott"
Chief Executive Officer

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Certain statements included in this press release constitute forward-looking information or statements (collectively, "forward-looking statements"), including those identified by the expressions "anticipate", "believe", "plan", "estimate", "expect", "intend", "may", "should" and similar expressions to the extent they relate to the Company or its management. The forward-looking statements are not historical facts but reflect current expectations regarding future results or events. This press release contains forward-looking statements. These forward-looking statements are based on current expectations and various estimates, factors and assumptions and involve known and unknown risks, uncertainties and other factors.

Statements about the Transaction and expected benefits therefrom are all forward-looking information.

Forward-looking statements are not guarantees of future performance and involve risks, uncertainties and assumptions which are difficult to predict. Factors that could cause the actual results to differ materially from those in forward-looking statements include the continued availability of capital and financing, and general economic, market or business conditions, including the effects of COVID-19. Forward-looking statements contained in this press release are expressly qualified by this cautionary statement. These statements should not be read as guarantees of future performance or results. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from those implied by such statements. Although such statements are based on management's reasonable assumptions, there can be no assurance that the statements will prove to be accurate or that management's expectations or estimates of future developments, circumstances or results will materialize. The Company assumes no responsibility to update or revise forward-looking information to reflect new events or circumstances unless required by law. Readers should not place undue reliance on the Company's forward-looking statements.

Neither the Canadian Securities Exchange (the "CSE") nor its Regulation Services Provider (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.

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