



PACROOTS

THE FUTURE OF GENETICS
CSE: PACR | OTCQB: PARCF | FSE: 4XM

For Immediate Release

November 9th 2021

PAC ROOTS ANNOUNCES PRIVATE PLACEMENT

Vancouver, B.C., November 9th, 2021 – Pac Roots Cannabis Corp. (“PacRoots” or the “Company”) (**CSE: PACR**), announces that it has arranged a non-brokered private placement of units (the “Units”) to raise gross proceeds of up to \$1,000,000 (the “Offering”). The Placement will consist of the sale of up to 14,285,714 units (the “Units”) at CDN\$0.07 per Unit. Each Unit will consist of one common share in the capital of the Company (a “Common Share”) and one warrant (a “Warrant”). Each Warrant will entitle the holder thereof to acquire an additional Common Share at a price of \$0.20 for a period of 24 months from the closing of the Offering. The Warrants will have an acceleration clause whereby if the Company’s common shares trade above \$0.20 for 10 consecutive trading days, the Company may at its discretion issue a press release to accelerate the expiry of the Warrants to a period of 30 days following such notice.

It is anticipated that the proceeds of the Offering will be used for the furtherance of the Company’s Cannabis Act license application, operations on its joint venture, as well as general and administrative costs and working capital.

Finder’s fees may be payable in cash of up to 8% of the cash proceeds raised and warrants to purchase 8% of the number Units sold.

The Company may close the Offering in one or more tranches. Closing of the Offering is expected to occur on or about November 30th 2021 and is subject to regulatory approval, including that of the Canadian Securities Exchange. None of the securities issued in the Offering will be registered under the United States Securities Act of 1933, as amended (the “1933 Act”), and none of them may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the 1933 Act. This news release shall not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of the securities in any state where such offer, solicitation, or sale would be unlawful.



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About Pac Roots

Pac Roots Cannabis is the future of genetics. By focusing on elite genetic development, the company expects to maximize the quality of its products, while keeping yields and profit margins high. Pac Roots has formed a strategic partnership with Phenome One, giving the Company complete access to one of the largest live genetic libraries in Canada composed of the finest cultivars. The Company will use these genetics to develop unique strains with various beneficial characteristics. The 350+ licensed live cultivars and over 1800 seed varieties are the result of a meticulous gene selection process, whereby Phenome One filters through as many as 600 individual plants to lock in a specific phenotype for a single strain. Tailored elite cultivars are then selected for indoor or outdoor cultivation based on various environmental, biological, medical and market driven factors. Visit www.pacroots.ca

ON BEHALF OF PAC ROOTS CANNABIS CORP.

(signed) “Chris Farnworth”
Chief Executive Officer

For further information, please contact:

Pac Roots Cannabis Corp.
www.pacroots.ca
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Not for distribution to United States wire services or dissemination in the United States. This news 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.

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 Corporation’s ability to complete the Offering and proposed use of proceeds from the Offering are all forward-looking information.



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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 failure to obtain regulatory approval, 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.