



CSE: PPB

Pure to Pure Signs Definitive Agreement to Acquire 51% of SunSeal™

Vancouver, British Columbia – August 9, 2023 – Pure to Pure Beauty Inc. (the “Company” or “Pure to Pure”) (CSE: PPB), a consumer product goods company focused on the development and sale of health and wellness products, is pleased to announce that, further to its March 29, 2023 press release, it has signed a definitive share purchase agreement (the “**Agreement**”) dated August 8, 2023 to acquire a 51% equity interest of UK-based SunSeal International Limited (the “**SunSeal**”) from Corium Health Limited. (the “**Vendor**”).

SunSeal (www.sunsealinternational.com) is a developer of skin care brands specifically in the sun care market. The SunSeal assets include a sun protection product that aims to disrupt traditional sunscreen brands by providing SPF50+ coverage that lasts for up to three days. The product is not absorbed into the skin, is breathable, completely waterproof and has been developed and tested by the world’s foremost sunscreen formulation laboratory in Sydney, Australia, which showed that the unique formulation used in SunSeal™ remained 93% effective after being submerged in water for 7 days.

Originating from Australia, SunSeal™ exclusively uses patented Microskin™ technology and is manufactured to the highest of standards to protect the skin from the UVB rays that “burn the skin” and the UVA rays that “age the skin”.

The SunSeal™ product has received approval from the Australian Therapeutic Goods Administration (TGA). It is also approved for use in the UK and across the EU and an application is currently being prepared for FDA approval in the United States.

“We expect the acquisition of 51% of SunSeal to provide us with a strong market position in the suncare industry, with the SunSeal™ products providing us with a number of synergies with our existing portfolio,” stated Simon Cheng, Chief Executive Officer of Pure to Pure. “This acquisition aligns with our strategy to expand our portfolio of health and wellness products, and we look forward to working with Corium Health in the further development of the SunSeal™ products.”

Upon closing, the Company will acquire 51% of SunSeal in consideration for 5,000,000 common shares of the Company (the “**Consideration Shares**”) and CAD\$75,000 in cash (the “**Cash Consideration**”) ,and will enter into an earn-out and performance payment agreement (the “**Earn-out and Performance Payment Agreement**”) and a purchaser option agreement (the “**Purchaser Option Agreement**”) with the Vendor. The Earn-out and Performance Payment Agreement will entitle the Vendor to receive (a) up to an additional CAD\$75,000 in cash; and (b) receive a performance payment (a “**Performance Payment**”) of up to (i) CAD\$750,000 if

SunSeal achieves CAD\$2,500,000 in cumulative revenue and EBITA of CAD\$350,000 by June 30, 2025; and (b) an additional performance payment of CAD\$1,000,000 if SunSeal achieves CAD\$6,250,000 in cumulative revenue and EBITDA of CAD\$700,000 by June 30, 2025, with the Company being able to settle such Performance Payment in common shares of the Company. The Purchaser Option Agreement shall entitle the Company to acquire a further 29% equity interest in SunSeal for an additional \$300,000, which may be satisfied through the issuance of common shares of the Company.

The Consideration Shares will be subject to a four-month and one day statutory hold period as well as a voluntary six-month pooling arrangement pursuant to the Agreement. Completion of the acquisition of Sunseal is subject to a number of conditions, including, but not limited to: (a) the satisfactory completion of due diligence; (b) the implementation of a SunSeal shareholders agreement; (c) a director of the Vendor being appointed to the board of directors of the Company; (d) the parties entering into (i) the Earn-out and Performance Payment Agreement (ii) the Purchaser Option Agreement, (iii) a manufacturing and distribution agreement for the SunSeal™ products, (iv) a supply agreement for the SunSeal™ products; (e) the Company having applied to list its common shares on the Frankfurt Stock Exchange; (f) the Company having minimum working capital of \$450,000; and (g) the receipt of any and all required approvals or consents. The proposed acquisition of Sunseal cannot be completed until these conditions have been satisfied. The proposed acquisition is not expected to constitute a fundamental change or change of business for the Company, nor is it expected to result in a change of control of the Company within the meaning of applicable securities laws and the policies of the Canadian Securities Exchange. The Company is at arms-length from the Vendor and each of its shareholders.

About Pure to Pure

Pure to Pure is engaged in the development and sale of consumer product goods, including health and wellness products, under its “Pure to Pure” brand. For more information about the Company, please visit <https://www.p2pbrands.com>. For more information about SunSeal, please visit www.p2pbrands.com/sunseal.

Pure to Pure Beauty Inc.

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The CSE has neither approved nor disapproved the contents of this news release. Neither the CSE nor its Market Regulator (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.

CAUTIONARY STATEMENT REGARDING “FORWARD-LOOKING” INFORMATION

This news release contains certain forward-looking statements that are based on assumptions as of the date of this news release, including with respect to the completion of the proposed acquisition of the proposed acquisition of Sunseal. Forward-looking statements are frequently characterized by words such as “anticipates”, “plan”, “continue”, “expect”, “project”, “intend”, “believe”, “anticipate”, “estimate”, “may”, “will”, “potential”, “proposed”, “positioned” and other similar words, or statements that certain events or conditions “may” or “will” occur. All such forward-looking statements involve substantial known and unknown risks and uncertainties, certain of which are beyond the Company’s control. The reader is cautioned that the assumptions used in the preparation of the forward-looking statements may prove to be incorrect and the actual results, performance or achievements could differ materially from those expressed in, or implied by, these forward-looking statements. Accordingly, no assurances can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do, what benefits, including the amount of proceeds, the Company will derive therefrom. Readers are cautioned that the foregoing list of factors is not exhaustive. The Company is under no obligation, and expressly disclaims any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as expressly required by applicable law.