

## **BZAM Ltd. Announces Chairman to Invest an Additional \$5,000,000 through a Non-Brokered Private Placement**

**Vancouver, BC and Toronto, ON, May 19, 2023** – BZAM Ltd. (the “**Company**” or “**BZAM**”) (CSE: **BZAM**) (US-OTC:**BZAMF**), a leading Canadian cannabis producer, announces that it intends to complete a non-brokered private placement of up to approximately 22,222,223 units of the Company (each, a “**Unit**”) at an issue price of C\$0.225 per Unit for gross proceeds of up to approximately C\$5,000,000 (the “**Offering**”).

Matt Milich, CEO, stated: “We are grateful for the continued support of our Chairman and largest shareholder. This investment falls within the estimated range of funding anticipated at the time of the November merger to be required by the Company, as we continue to work toward achieving positive EBITDA and free cashflow in the second half of 2023.”

Each Unit will consist of one common share (each, a “**Share**”) and one Share purchase warrant (each, a “**Warrant**”), with each Warrant entitling the holder thereof to acquire one Share (each, a “**Warrant Share**”) at an exercise price of C\$0.40 per Warrant Share for a period of three years from the Closing Date (as defined below).

The Company intends to use the proceeds of the Offering for general corporate and working capital purposes.

Subject to customary closing conditions, including, if applicable, regulatory and CSE approvals, it is anticipated that the Offering will be completed on or about May 31, 2023, or such other date as may be determined by the Company (the “**Closing Date**”). There can be no assurances that the Offering will be completed on the terms set out herein, or at all, or that the proceeds of the Offering will be sufficient for the purposes of the Company set out herein.

The securities issued or issuable in connection with the Offering (including the Units, Shares, Warrants, and Warrant Shares) will be subject to a statutory hold period of four months and one day from the date of issuance in accordance with applicable securities legislation.

As the Company's Chairman, who is an insider and largest shareholder of the Company, will purchase all of the Units issued as part of the Offering, the Offering is considered to be a "related party transaction" for purposes of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). Pursuant to MI 61-101, the Company will file a material change report providing disclosure in relation to each "related party transaction" on SEDAR under BZAM's issuer profile at [www.sedar.com](http://www.sedar.com). The Company did not file the material change report more than 21 days before the expected Closing Date as the details of the Offering and the participation therein by the "related party" of the Company were not settled at such time. The Company is relying on exemptions from the formal valuation and minority shareholder approval requirements available under MI 61-101. The Company is exempt from the formal valuation requirement in section 5.4 of MI 61-101 in reliance on section 5.5(a) of MI 61-101 as the fair market value of the transaction, insofar as it involves interested parties, is not more than the 25% of the Company's market capitalization. Additionally, the Company is exempt from minority shareholder approval requirement in section 5.6 of MI 61-101 in reliance on section 5.7(1)(a) as the fair market value of the transaction, insofar as it involves interested parties, is not more than the 25% of the Company's market capitalization.

*This news release is not for publication or distribution, directly or indirectly, in or into 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 of BZAM Ltd. in the United States, nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. The securities offered have not been and will not be registered under the United States Securities Act of 1933, as amended, or any U.S. state securities laws and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. Persons unless registered under the United States Securities Act of 1933, as amended, and applicable state securities laws or unless an exemption from such registration is available. No public offering of securities is being made in the United States.*

#### **About BZAM Ltd.**

BZAM Ltd. (CSE: BZAM) (US-OTC: BZAMF) is a leading Canadian cannabis producer with a focus on branded consumer goods, innovation, quality, consistency, integrity and transparency. The BZAM family includes core brands BZAM™, TGOD™, ness™, Highly Dutch Organic™, TABLE TOP™, and partner brands Dunn Cannabis, FRESH and Wyld. BZAM operates facilities in BC, Alberta, Ontario and Quebec, as well as retail stores in Winnipeg, Manitoba and Regina, Saskatchewan

BZAM's Shares and certain warrants issued under the indentures dated June 12, 2020, October 23, 2020 and December 10, 2020 currently trade on the CSE under the symbol "BZAM", "BZAM.WR", "BZAM.WA", and "BZAM.WB" respectively. BZAM's Shares trade in the U.S. on the OTCQX under the symbol "BZAMF". For more information on BZAM Ltd., please visit [www.bzam.com](http://www.bzam.com).

#### **CONTACT INFORMATION**

Matt Milich, CEO  
[mmilich@bzam.com](mailto:mmilich@bzam.com)  
778-655-6335

Lisa Stewart, Investor Relations  
[lstewart@bzam.com](mailto:lstewart@bzam.com)  
604-341-8177

#### **Cautionary Statements**

*This news release includes statements containing certain "forward-looking information" within the meaning of applicable securities law ("forward-looking statements"). Forward looking statements in this release include, but are not limited to, statements with respect to the Offering; the Company achieving positive EBITDA and free cashflow in the second half of 2023; the actual Closing Date for the Offering; the ability of the Company to obtain all necessary corporate and regulatory approvals, including Board approval, and any approval required from the CSE; and the Company's anticipated use of proceeds from the Offering. Forward-looking statements are frequently characterized by words such as "plan", "continue", "expect", "project", "intend", "should", "believe", "anticipate", "estimate", "may", "will", "potential", "proposed" and other similar words, or statements that certain events or conditions "may" or "will" occur. These statements are only predictions. Various assumptions were used in drawing the conclusions or making the projections contained in the forward-looking statements throughout this news release. Forward-looking statements are based on the opinions and estimates of management at the date the statements are made and are subject to a variety of risks and uncertainties (including market conditions) and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements, including those risk factors described in the Company's most recent Annual Information Form filed with Canadian securities regulators and available on the Company's issuer profile on SEDAR at [www.sedar.com](http://www.sedar.com). Although the Company believes that the assumptions and factors used in preparing the forward-looking information or forward-looking statements in this news*

*release are reasonable, undue reliance should not be placed on such information and no assurance can be given that such events will occur in the disclosed time frames or at all. The forward-looking information and forward-looking statements included in this news release are made as of the date of this news release. 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.*

*Neither the CSE nor the CSE's Regulation Services Provider (as that term is defined in the policies of CSE) accept responsibility for the adequacy or accuracy of this release.*

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