

Captiva Announces Amendments to Share Repurchase and Option Agreements

Vancouver, British Columbia--(Newsfile Corp. - October 11, 2024) - Captiva Verde Wellness Corp. (CSE: PWR) (OTC Pink: CPVF) ("**Captiva**") a public company listed on the Canadian Securities Exchange under the trading symbol **PWR** and further listed on the US OTC Market under the symbol **CPVF** announces that, further to its news release of August 30, 2024, the Company has entered into: (i) an amending agreement (the "**Repurchase Amending Agreement**") in respect of the previously announced share repurchase agreement (the "**Repurchase Agreement**") with its wholly-owned subsidiary, 1435300 B.C. Ltd. ("**Sonny Sports Holdco**"), Ronnie Strasser ("**Strasser**") and certain shareholders of the Company listed in Schedule "A" thereto (the "**Purchasing Shareholders**"); and (ii) an amending agreement (the "**Option Amending Agreement**") in respect of the previously announced option agreement (the "**Option Agreement**") with Strasser and certain shareholders of the Company (collectively, the "**Strasser Group**").

Pursuant to the Repurchase Amending Agreement, the parties to the Repurchase Agreement agreed to amend the Repurchase Agreement to: (i) extend the outside date for completing the transaction contemplated thereby to December 31, 2024 (the "**Outside Date**"); (ii) amend the contractual hold periods that will apply to the common shares in the capital of Greenbriar Sustainable Living Inc. (each, a "**Greenbriar Share**") transferred to Strasser to settle certain debts owed to Strasser under a consulting agreement dated August 31, 2023, such that the hold periods will expire six and nine months after the date of transfer instead of eight and 12 months after the date of transfer; and (iii) provide that the Company will transfer an additional 500,000 Greenbriar Shares to Strasser at a deemed price of \$0.50 per Greenbriar Share in the event that the transactions contemplated by the Repurchase Agreement, as amended, do not close before the Outside Date.

Under the Option Agreement, the Strasser Group granted to the Company the option, but not the obligation, to identify purchasers of up to 37,000,000 common shares in the capital of the Company beneficially owned or controlled, directly or indirectly, by any member of the Strasser Group at a price of C\$0.02 per common share (the "**Option**"), which could be exercised, in whole or in part, at any time on or before 4:00 p.m. (Vancouver time) on the date that is 30 days following the receipt of all Regulatory Approvals (as defined in the Repurchase Agreement). Pursuant to the Option Amending Agreement, the parties to the Option Agreement agreed to amend the Option Agreement such that: (i) 1/3 of the Option may only be exercised, in whole or in part, at any time on or before 4:00 p.m. (Vancouver time) on October 31, 2024; (ii) 1/3 of the Option may only be exercised, in whole or in part, at any time on or before 4:00 p.m. (Vancouver time) on November 30, 2024; and (iii) 1/3 of the Option may only be exercised, in whole or in part, at any time on or before 4:00 p.m. (Vancouver time) on December 31, 2024.

The completion of the transactions contemplated by, or in connection with, the Repurchase Agreement, as amended, and the Option Agreement, as amended, is subject to the receipt of all required regulatory approvals. The transactions described herein may not close on the terms described above or at all.

Private Placement

Further to the Company's news release of August 26, 2024, the Company has arranged with a European finder, Cormel Capital LLC, to issue and sell by way of a private placement up to 150 million units of the Company (each, a "**Unit**") at C\$0.02 per Unit for aggregate gross proceeds of up to C\$3,000,000 (the "**Private Placement**"). Each Unit will be comprised of one common share and one common share purchase warrant (a "**Warrant**"). Each Warrant will entitle the holder thereof to acquire an additional common share (a "**Warrant Share**") at an exercise price of C\$0.05 per Warrant Share for a period of three years. The Company intends to use the net proceeds raised in the Private Placement for general

working capital and as a reserve to advance Captiva's business of developing sustainable real estate projects that was disclosed in the Company's final prospectus dated September 20, 2018.

All securities issued in connection with the Offering will be subject to a statutory hold period of four months and one day following the date of issuance in accordance with applicable Canadian securities laws.

The securities issued pursuant to the Private Placement have not, nor will they be registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons in the absence of U.S. registration or an applicable exemption from the U.S. registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in the United States or in any other jurisdiction in which such offer, solicitation or sale would be unlawful.

On Behalf of the Board of Directors

"Jeff Ciachurski"

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Neither Canadian Securities Exchange nor its regulation services provider accepts responsibility for the adequacy or accuracy of this release.

Cautionary Note Regarding Forward-Looking Information

This news release includes "forward-looking statements" and "forward-looking information" within the meaning of Canadian securities laws and United States securities laws (together, "forward-looking statements"). All statements included in this news release, other than statements of historical fact, are forward-looking statements including, without limitation, statements with respect to completion of the transactions contemplated by, or in connection with, the Repurchase Agreement and Option Agreement, as amended by the Repurchase Amending Agreement and Option Amending Agreement, respectively, and the receipt of all required regulatory approvals therefor, the Private Placement and the use of proceeds raised in the Private Placement.

Forward-looking statements include predictions, projections and forecasts and are often, but not always, identified by the use of words such as "anticipate", "believe", "plan", "estimate", "expect", "potential", "target", "budget", "propose" and "intend" and statements that an event or result "may", "will", "should", "could" or "might" occur or be achieved and other similar expressions and includes the negatives thereof.

Forward-looking statements are based on a number of assumptions and estimates that, while considered reasonable by management based on the business and markets in which the Company operates, are inherently subject to significant operational, economic, and competitive uncertainties, risks and contingencies. These include assumptions regarding, among other things: general business and economic conditions, including interest rates and the rate of inflation, the Company's current expectations about: opportunities, market standards, vacancy and rental growth rates, demographic trends, the realization of property value appreciation and timing thereof, the price at which properties may be acquired and disposed of and the timing thereof, the availability of mortgage financing and current interest rates, assumptions about the markets in which the Company intends to operate, expenditures and fees in connection with the maintenance, operation and administration of properties, the timely receipt of all necessary permits and regulatory approvals, the impact of geopolitical events, including the conflicts in Ukraine and the Middle East, and government

regulations or tax laws. There can be no assurance that forward-looking statements will prove to be accurate and actual results, and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from the Company's expectations include, among other things, the availability of suitable real estate for purchase by the Company, the availability of mortgage financing for such properties, and general economic and market factors, including interest rates, prospective purchasers of real estate, the attractiveness of developed properties and the ability of the Company to sell its properties, business competition, public health crises and disease outbreaks, changes in government regulations or income tax law, and those described under the heading "Risks and Uncertainties" in the Company's most recently filed MD&A (a copy of which is available under the Company's SEDAR+ profile at www.sedarplus.ca). The Company does not undertake to update or revise any forward-looking statements, except in accordance with applicable law.



CAPTIVA VERDE

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