



Plant&Co Completes Amalgamation and Acquires Holy Crap Brands Inc.

~ The Holy Crap acquisition brings Plant&Co's plant-based product line to 52 ~

Toronto, Ontario – February 12, 2021 – Plant&Co. Brands Ltd. (CSE: VEGN) (FSE: VGP) (OTCPK: VGANF) (the “Company” or “Plant&Co”), a vertically integrated enterprise focused on the health and wellness sector, and **Holy Crap Brands Inc. (“Holy Crap”)** are pleased to announce that, further to their news releases of November 27, 2020 and November 30, 2020, Plant&Co has completed its acquisition of Holy Crap. The acquisition of Holy Crap forms a new division focused on creating innovative brands and products, inspired to improve lives through high-quality plant-based ingredients focused on gut-health wellness.

“I would like to officially welcome Holy Crap breakfast cereals to the Plant&Co family and to our growing list of amazing high-quality plant-based products that are part of an active and healthy lifestyle,” said Donna Reddy, President of Plant&Co. “We are embarking on an exciting journey within one of the fastest growing segments in the global food industry. High quality plant-based food products are increasingly being found in more and more kitchens across Canada, the United States and around the world. Our focus is to drive revenue by taking the best of acquired companies, like Holy Crap and YamChops, and offering healthy, high-quality plant-based products with superior customer service to a large and growing customer base.”

“We start 2021 in an enviable position of bringing two powerhouse brands, Holy Crap and YamChops, under the Plant&Co brand umbrella,” said Shawn Moniz, CEO of Plant&Co. “Our product portfolio is now at 52 plant-based and proprietary food products which are available for consumer purchase at our YamChops plant-based butcher shop, our online eCommerce stores, and several SKUs are available at over 13 distribution retailers. Our product sales and market share of the growing plant-based sector is increasing. We have the resources to invest in our current line of products and the development of future products and will use U.S. focused packaging and marketing strategies to aggressively expand our own product lines within the United States. We look to make an immediate impact to the plant-based food landscape in North America with our scalable operating facilities plus an extensive distribution system throughout Canada and into the U.S. marketplace.”

Holy Crap breakfast cereal is a high-quality product that tastes great, helps maintain a healthy gut, and makes consumers feel good inside and out. Holy Crap offers four distinct SKUs all of which contain certified organic, non-GMO, kosher and gluten free ingredients, such as hemp seed, buckwheat, chia seeds, and gluten-free oats. The tasty, nutrient-packed breakfast cereals have high levels of essential amino and fatty acids, a kick of fiber, and are free from the top 9 allergens and free from any additives like added flavors, preservatives, chemicals, color, salt, or oils.

Emerging research has connected a healthy gut with a healthy mind, and Holy Crap customers' reviews continue to confirm that its breakfast cereals contribute to a healthful digestive tract. With many people experiencing digestive sensitivities, Holy Crap has developed the right formulation to get people moving.

As featured on CBC's *Dragons Den*, Holy Crap is focused on creating innovative brands and products inspired to improve lives through simple, quality ingredients. The Holy Crap products are manufactured in Gibsons, British Columbia and are available for sale in many well-known Canadian retailers such as Whole Foods, Save-On-Foods and London Drugs, as well as online through its website at www.holycrap.com and through www.amazon.ca.

Transaction

On November 25, 2020, the Company, and a wholly-owned subsidiary of the Company ("**Subco**") entered into an amalgamation agreement (the "**Amalgamation Agreement**") with Holy Crap, pursuant to which the Company agreed to acquire Holy Crap via an amalgamation, whereby Subco would amalgamate with Holy Crap to form one corporation ("**Amalco**") under section 269 of the *Business Corporations Act* (British Columbia) and Amalco would become a wholly-owned subsidiary of Plant&Co (the "**Transaction**"). The Transaction was approved by the shareholders of Holy Crap at the annual general and special meeting held on January 6, 2021, and on November 25, 2020, by the board of directors of Holy Crap, the board of directors of Plant&Co., the sole director of Subco and the sole shareholder of Subco.

On closing of the Transaction, the Company issued (a) 29,300,000 common shares of the Company (the "**Consideration Shares**") at a deemed price of \$0.25 per Consideration Share to the shareholders of Holy Crap on record as at the close of business on February 12, 2021, in exchange for every common share of Holy Crap held, and the Holy Crap common shares were cancelled; and (b) 4,000,000 share purchase warrants entitling the holder thereof to purchase one common share of the Company at a price of \$0.40 to the current warrant holders of Holy Crap, and otherwise on substantially the same terms and the Holy Crap warrants, and the Holy Crap warrants were cancelled. As a result of completing the Transaction, Amalco has made an application for an order under the securities legislation of British Columbia and Ontario to cease being a reporting issuer in the Provinces of British Columbia, Alberta and Ontario.

About Plant&Co

Plant&Co. Brands Ltd. (CSE: VEGN) (FSE: VGP) (OTCPK: VGANF) is modern health and wellness company curating delicious plant-based foods. For more information please visit: www.PlantandCo.com.

About Holy Crap

Holy Crap's mission is to create products that create a healthy gut through simple, quality ingredients that ultimately feed the connection between gut and mind. Holy Crap is an organic breakfast cereal for today's consumer that expects their food to work hard for them. Its great tasting cereal helps maintain a healthy gut which creates a happy mind. For more information on the healthy and high-quality breakfast cereals visit: www.HolyCrap.com.

About YamChops

YamChops is a plant-based butcher shop based in Toronto, Ontario. Vegans, vegetarians, flexitarians and even meat enthusiasts love visiting the beautifully curated shop located in the heart of Toronto's food district. Whether customers sample YamChops' Tunaless "Tuna", Chick*n Schnitzel, Szechuan "Beef", Montreal Style "Steak", or browse their vegan grocery market assisted by its knowledgeable staff, customers will have an unforgettable experience at YamChops vegan butcher shop. YamChops' mission is to provide extraordinary plant-based foods and provide extraordinary service to its customers, with a vision to expand its plant based culinary experience and make YamChops the destination of choice for all consumers. For more product information please visit: www.YamChops.com.

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All statements in this press release, other than statements of historical fact, are "forward-looking information" within the meaning of applicable securities laws, including with respect to the business plans and prospects of Plant&Co. and Holy Crap. The Company provides forward-looking statements for the purpose of conveying information about current expectations and plans relating to the future, and readers are cautioned that such statements may not be appropriate for other purposes. By its nature, this information is subject to inherent risks and uncertainties that may be general or specific and which give rise to the possibility that expectations, forecasts, predictions, projections or conclusions will not prove to be accurate, that assumptions may not be correct and that objectives, strategic goals and priorities will not be achieved. These risks and uncertainties include but are not limited those identified and reported in Plant&Co.'s and Holy Crap's public filings under their respective SEDAR profiles at www.sedar.com. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. The Company disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise unless required by law.