

Plant & Co

Plant&Co Closes its Oversubscribed and Strategic Non-Brokered Placement

~ Three newly appointed board members and strategic food industry participants make strategic investment in Plant&Co ~

Toronto, Ontario – June 21, 2021 – Plant&Co. Brands Ltd. (CSE: VEGN) (FSE: VGP) (OTCPK: VGANF) (“Plant&Co” or the “Company”), a modern health and wellness company curating delicious plant-based foods, is pleased to announce it has closed a strategic non-brokered private placement (the “**Private Placement**”) raising gross proceeds of \$600,000 through the issuance of 3,000,000 units (the “**Units**”) at \$0.20 per Unit.

“It is with great pleasure that we announce the closure of this strategic private placement led by the CraveIT Restaurant Group,” said Shawn Moniz, CEO of Plant&Co Brands. “It sends a strong message when newly minted board members put their own money directly into the company they will help shape and build into the years to come. Coupled with the overwhelming and sheer volume of interest in the limited private placement, it confirms that our strategic direction is not only sound but is also in the best interest of our shareholders for driving value, growth, and sustainability. Interest parties ranged from Canadian and US restaurant groups, brokerage houses, institutional firms, family offices, to existing shareholders, which is a strong indication of tremendous support in Plant&Co’s current direction and growth strategy.”

“We have witnessed a shift to plant-based eating in our own business interests over the past few years and we are thrilled to have this opportunity with Plant&Co,” said Alex Rechichi, Director, Plant&Co Brands. “We believe we are entering at the ground level of the growing plant-based food industry in North America. Plant & Co is well positioned for future acquisitions and to introduce many product lines through various channels all while leveraging the Board of Director’s contacts and deep experience in the food industry.”

Kevin Cole, a director of the Company subscribed for 125,000 Units and Mark Rechichi and Alex Rechichi, directors of the Company, subscribed for 500,000 Units through their company, 2085086 Ontario Inc. on the same terms as the other investors in the Private Placement for gross proceeds of \$125,000 (the “**Insider Participation**”). Sean Black, Chief Development Officer of CraveIT Restaurant Group, subscribed for 800,000 Units for gross proceeds of \$160,000

Each Unit of the private placement consists of one common share in the capital of the Company (a “**Share**”) and one transferable common share purchase warrant (a “**Warrant**”), with each Warrant exercisable into Shares of the Company at a price of \$0.20 per Share for a period of three (3) years from the date of closing of the Private Placement on June 18, 2021 (the “**Closing**”). All securities issued pursuant to the Private Placement are subject to a statutory hold period of four months and one day. No finder’s fees were paid in connection with the Private Placement. The Company intends to use the net proceeds from the Private Placement for merger and acquisition opportunities in the plant-based food market and for general working capital.

The Insider Participation constitutes a “related party transaction” pursuant to Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). The Company is exempt from the requirement to obtain a formal valuation or minority shareholder approval in connection with the Insider Participation under MI 61-101 in reliance on Sections 5.5(a) and 5.7(1)(a) of MI 61-101 due to the fair market value of the Insiders Participation being below 25% of the Company’s market capitalization for purposes of MI 61-101. The Company did not file a material change report 21 days prior to the expected

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closing date of the Private Placement as the details of the Insider Participation in the Private Placement had not been finalized at that time. The Private Placement was approved by the board of directors of the Company prior to Kevin Cole, Mark Rechichi and Alex Rechichi joining the board. The Company has not received, nor has it requested a valuation of its securities or the subject matter of the Insider Participation in the 24 months prior to the date hereof.

Strategic Advisory Agreement

On June 1, 2021, the Company entered into a strategic advisory agreement (the “**Advisory Agreement**”) with Maricom Inc. and 2085086 Ontario Inc. (the “**Advisors**”) represented by Sean Black, Mark Rechichi and Alex Rechichi to assist with the Private Placement and to arrange for Alex Rechichi, Mark Rechichi and Kevin Cole to join the board of directors of the Company (the “**Board**”). In consideration for the assistance with the Private Placement and the arrangement of strategic appointments to the Board (the “**Strategic Board Appointments**”), the Company agreed to issue an aggregate of 27,000,000 non-transferrable share purchase warrants (“**Advisory Warrants**”) to the Advisors. Each Advisory Warrant entitles the holder to acquire one Share at a price of \$0.20 for a period of five (5) years from their date of issue and vest upon the occurrence of the vesting triggers noted below:

Number of Advisory Warrants Vested	Vesting Trigger
5,200,000	Closing of the Private Placement
2,700,000	\$0.50 ⁽¹⁾
2,750,000	\$0.75 ⁽¹⁾
5,400,000	\$1.00 ⁽¹⁾
5,450,000	\$1.50 ⁽¹⁾
5,500,000	\$2.00 ⁽¹⁾

Note: (1) Closing price of the Common Shares on the Canadian Securities Exchange (or any other stock exchange that the Common Shares may trade) required to trigger vesting of Advisory Warrants.

Pursuant to the Advisory Agreement, Shawn Moniz, CEO, Secretary and a director of the Company, Donna Reddy, President of the Company and Dean Callaway, CFO of the Company, have agreed to enter into lock-up agreements preventing the sale and transfer of any securities of the Company.

In connection with the Closing and the Strategic Board Appointments, the Company issued the Advisory Warrants effective June 17, 2021. The Advisory Warrants and any securities issued upon exercise thereof are subject to a four month hold period pursuant to the policies of the Canadian Securities Exchange. For further information on the Strategic Board Appointments, please see the Company’s press release dated June 2, 2021.

About Plant&Co

Plant&Co. Brands Ltd. (CSE: VEGN) (FSE: VGP) (OTCPK: VGANF) is modern health and wellness company curating delicious plant-based foods. It offers a growing number of delicious plant-based food products through two leading plant-based brands Holy Crap Foods Inc. and YamChops, the vegan butcher. For more information please visit: www.HolyCrap.com www.YamChops.com www.PlantandCo.com.

For additional information, please contact:

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Cautionary Note Regarding Forward-Looking Statements

All statements in this press release, other than statements of historical fact, are “forward-looking information” with respect to the Company within the meaning of applicable securities laws. Forward-looking information is frequently characterized by words such as “plan”, “expect”, “project”, “intend”, “believe”, “anticipate”, “estimate” and other similar words, or statements that certain events or conditions “may” or “will” occur, and include the Company’s intention to use the net proceeds from the Private Placement for merger and acquisition opportunities in the plant-based food market and for general working capital. Forward-looking statements are based on the opinions and estimates at the date the statements are made, and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those anticipated in the forward-looking statements. There are uncertainties inherent in forward-looking information, including factors beyond the Company’s control. There are no assurances that the business plans for Plant&Co. Brands described in this news release will come into effect on the terms or time frame described herein. The Company undertakes no obligation to update forward-looking information if circumstances or management’s estimates or opinions should change except as required by law. The reader is cautioned not to place undue reliance on forward-looking statements. For a description of the risks and uncertainties facing the Company and its business and affairs, readers should refer to the Company’s Management’s Discussion and Analysis and other disclosure filings with Canadian securities regulators, which are posted on www.sedar.com.