

**2085086 ONTARIO INC.
209 CHESTER AVENUE
MONT-ROYAL, QC H3R 1W4**

June 30, 2021

**EARLY WARNING PRESS RELEASE REGARDING
SECURITIES OF PLANT&CO. BRANDS LTD.**

2085086 Ontario Inc. (the “**Acquiror**”), a company owned and operated by Mark Rechichi and Alex Rechichi, directors of Plant&Co. Brands Ltd. (the “**Company**”) announces that, on June 18, 2021, it acquired ownership of 500,000 units (the “**Units**”) at \$0.20 per Unit pursuant to a non-brokered private placement (the “**Private Placement**”) and was granted 25,000,000 advisory warrants (the “**Advisory Warrants**”) as consideration for the entry into the strategic advisory agreement (the “**Advisory Agreement**”) dated June 1, 2021, entered into among the Company, the Acquiror and Maricom Inc.

Advisory Agreement:

Pursuant to the terms of the Advisory Agreement, the Acquiror and Maricom Inc. agreed to assist the Company with a non-brokered private placement of a minimum of \$300,000 and arranged for the appointments of Alex Rechichi, Mark Rechichi and Kevin Cole to the board of directors of the Company in exchange for an aggregate of 25,000,000 Advisory Warrants issued to the Acquiror. The Advisory Warrants are exercisable at \$0.20 per common share (the “**Shares**”) until June 18, 2026 and are subject to vesting provisions.

Private Placement:

Each Unit consists of 500,000 Shares and 500,000 Share purchase warrants (“**Warrants**”) exercisable into Shares of the Company at a price of \$0.20 until June 18, 2024.

Prior to the issuance of the Shares, Warrants and Advisory Warrants, the Acquiror held nil securities of the Company.

As a result of the issuance of the Shares and Advisory Warrants on June 18, 2021, the Acquiror now holds 500,000 Shares, 500,000 Warrants and 25,000,000 Advisory Warrants. The Acquiror’s non-diluted shareholdings now represent approximately 0.48% of the Company’s issued and outstanding Shares. Thus, on a partially diluted basis (i.e., assuming full exercise of all Warrants and Advisory Warrants and no other issuances of Shares by the Company), the Acquiror would hold a total of 26,000,000 Shares representing approximately 20.04% of the Company’s issued and outstanding Shares.

The Shares were acquired pursuant to a private placement and entry into the Advisory Agreement and did not take place through the facilities of any market for the Company’s securities. The Acquiror acquired the Units and Warrants for investment purposes. The Acquiror may, depending on market and other conditions, increase or decrease his beneficial ownership of or control or direction over the Company’s securities, whether in the open market, by privately negotiated agreements or otherwise, subject to a number of factors, including general market conditions and other available investment and business opportunities, subject in each case to applicable securities laws.

To obtain a copy of the early warning report, please contact the Acquiror at 604.737.2303 or refer to the Company’s SEDAR profile at www.sedar.com.