



## Plant&Co Announces Signing of Arrangement Agreement

~ Executing on plan to spin out its cannabis related assets to unlock dormant shareholder value ~

**Toronto, Ontario – August 9, 2021 – Plant&Co. Brands Ltd. (CSE: VEGN) (FSE: VGP) (OTCQB: VGANF) (“Plant&Co” or the “Company”),** a modern health and wellness company curating delicious plant-based foods, is pleased to announce that, further to its news releases of April 13, 2021 and July 22, 2021, it has entered into an arrangement agreement (the “**Arrangement Agreement**”) dated July 26, 2021 with 1309185 BC Ltd. (“**Spinco**”) whereby the Company has transferred the assets (the “**Assets**”), being all cannabis related assets into Spinco, and is proceeding with a plan of arrangement (the “**Arrangement**”) pursuant to Division 5 of Part 9 of the *Business Corporations Act* (British Columbia). On completion of the Arrangement, Spinco will become a reporting issuer in the Provinces of British Columbia, Alberta, and Ontario.

Prior to entering into the Arrangement Agreement, the Company entered into an asset purchase agreement (the “**Asset Purchase Agreement**”) with Spinco whereby Spinco purchased the Assets from the Company for a purchase price of \$1,000,000 payable by the issuance of 10,000,000 common shares of Spinco (the “**Spinco Shares**”) at a deemed price of \$0.10 per Spinco Share.

The purpose of the Arrangement and the Asset Purchase Agreement is to unlock dormant shareholder value through the spinout of the Assets into a separate private company with the intension of going public in the future. Spinco is led by a team of seasoned entrepreneurs, own a portfolio of revenue generating cannabis assets, and focus on technology related to the cannabis sector. The sale of the Assets and the Arrangement benefits Plant&Co shareholders (the “**Plant&Co Shareholders**”) two ways:

1. Plant&Co has received \$1 million in Spinco Shares for the sale of the Assets,
2. Pursuant to the Arrangement, and on the share distribution date (to be determined), the Plant&Co Shareholders will receive a total of 10,000,000 Spinco Shares, based on the share conversion factor of 0.09582452.

When the Arrangement has completed, the Company will be singularly focused on plant-based foods and technical operations, including its Holy Crap Breakfast Cereal brand and its YamChops plant-based deli operations.

The Arrangement will be subject to the approval of the Supreme Court of British Columbia, as well as approval by the Plant&Co Shareholders at an annual general and special meeting to be held on September 2, 2021 (the “**Meeting**”).

Details of the proposed Arrangement are provided in the Information Circular (the “**Circular**”) of the Company that will be mailed to the Plant&Co Shareholders on record as of July 22, 2021, the record date for the Meeting (the “**Record Date**”). At the Meeting, the Plant&Co Shareholders will be asked to vote on a special resolution approving the Arrangement. The Plant&Co Shareholders of record as at the Record Date will be eligible to vote on the Arrangement. The Arrangement Agreement and Circular will be posted on SEDAR under the profile of Plant&Co.

The effective date of the Arrangement is expected to be in September 2021. A further press release will be issued by the Company with additional details regarding the Arrangement and when the effective date is confirmed.

### **About Plant&Co**

Plant&Co. Brands Ltd. (CSE: VEGN) (FSE: VGP) (OTCQB: 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](http://www.HolyCrap.com) [www.YamChops.com](http://www.YamChops.com) [www.PlantandCo.com](http://www.PlantandCo.com).



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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](http://www.sedar.com).*