



Plant&Co™ Announces Share Distribution Record Date

~ Shareholders of the Company on December 29, 2021 to receive shares of Spinco ~

Toronto, Ontario – December 1, 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 it has determined the share distribution record date with respect to the plan of arrangement (the “Arrangement”) among the Company, 1309185 BC Ltd. (“Spinco”) and the shareholders of the Company (the “VEGN Shareholders”).

“The sale and carve out of our technology related assets is a value-added benefit for our shareholders, and is another step forward for our Company as we focus on accelerating our growth,” said Shawn Moniz, CEO of PLANT&CO. “We have accomplished a great deal in the past 6 months and will continue to execute on our growth strategy by expanding our brands, products, and distribution networks for continued sales growth. We are now singularly focused on achieving growth through the execution of our 2021-2022 corporate strategy.”

Under the terms of the Arrangement, VEGN Shareholders of record at the close of business on December 29, 2021 (the “**Share Distribution Record Date**”) will receive one common share of Spinco (a “**Spinco Share**”) with respect to every one common share of the Plant&Co (a “**VEGN Share**”) multiplied by the conversion factor (“the “**Conversion Factor**”).

The purpose of the Arrangement is to unlock dormant shareholder value through the spinout of technology related assets into a separate private company with the intension of going public. Spinco is led by a team of seasoned entrepreneurs which own a portfolio of revenue generating assets and are focused on growth sectors. The sale of the technology related assets and the Arrangement benefits VEGN Shareholders two ways:

1. Plant&Co receives \$1,000,000 CDN in Spinco Common Shares for the sale of the Assets,
2. VEGN Shareholders will receive Spinco Shares based on the share Conversion Factor.

Pursuant to the Arrangement, the Conversion Factor means the number arrived at by dividing 10,000,000 (ten million) by the number of issued VEGN Shares as of the close of business on the Share Distribution Record Date so that the total number of Spinco Shares to be issued to the VEGN Shareholders pursuant to the Arrangement is equal to 10,000,000 (ten million) Spinco Shares, subject to rounding of fractional shares.

Spinco Shares will be issued to the VEGN Shareholders on or around December 31, 2021.

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. 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.