

Plant & Co.

GROWN NOT RAISED™

Plant&Co™ Enters QSR Sector by Signing a Binding Letter of Intent with HEAL Lifestyle.

~ Plant&Co™ Signs Binding Acquisition Agreement for Plant-Based Restaurants ~

Toronto, Ontario – March 23rd, 2022 – 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 signed a binding acquisition agreement for all Heal Wellness Plant-Based Quick Serve Restaurant Locations owned and operated by HEAL Lifestyle.

The mission of Heal Wellness is to provide fresh and healthy, quick serve plant-based wellness food that includes smoothie bowls, smoothies, curated plant based salads and superseed grain bowls, sandwiches, and many other menu options.



“It gives me great pleasure to welcome the Heal Wellness brand to Plant&Co’s portfolio of plant-based foods. Heal Wellness is a high growth brand whose primary business is smoothies and smoothie bowls which contain superseeds. We have been watching the space in the last few months looking at various business opportunities. It was important for us to identify a brand that was beyond the *proof of concept* stage, that was revenue producing as well as being profitable in its own operations. Furthermore we looked for established brands that have an existing customer base and could benefit from the support of Plant&Co for accelerated growth utilizing our expertise to scale. Heal Wellness has all these fundamentals of its business in place, and is the one we have chosen to work together with its owners on accelerating growth.”, said Shawn Moniz, CEO.

“Heal Wellness has the right brand and the highly experienced management team of Jay Zuccato and Jesse Davidson that fits strategically within our growth plans for Plant&Co. We welcome the opportunity to work with great talent and driven individuals such as Jay and Jesse and to get behind their brand and accelerate growth through scale. This is an emerging growth business, and Plant&Co is perfectly suited for helping businesses like Heal Wellness to grow at an accelerated rate.”

“This transaction is aligned with our strategic plan and goals of delivering shareholder value through accretive M&A. Post closing of this accretive transaction we anticipate immediate organic growth from Heal Wellness through existing and new locations being established throughout 2022 and 2023. Sourcing of suitable new locations is currently underway as we work with the Heal Wellness management team on a combined accelerated growth strategy. Plant&Co is looking at the potential of expanding the Heal Wellness stores via corporate and potential franchise locations.”

“Execution on our strategic plan set out in September 2021 has continued to be delivered upon through building and growing shareholder value in accretive M&A and the acceleration of organic growth for all brands within our portfolio. We will continue to look for accretive opportunities as 2022 unfolds.”

Background on Heal Wellness & Its Founders

Prior to becoming a founding partner of Heal Wellness, Jay Zuccato possessed over ten years of experience working as a spokesperson alongside globally distributed nutritional companies to market health and wellness foods. Long-time childhood friend and also a founding partner of Heal Wellness, Jesse Davidson had five years of experience as a leader with Canada’s top protein company, specializing in business systems and operations.

With these strong backgrounds and a passion for wellness, they came together to identify a need for quick-serve food innovation that supported a healthy lifestyle. In June of 2019, they responded to this need by opening the first HEAL location in their hometown of Hamilton, Ontario with the goal of being at the forefront of the plant-based food revolution.

“Heal was created out of a passion and mission to serve quick, fresh plant-based wellness foods that power and support a busy, active lifestyle. Currently, we are pleased to offer a wide variety of smoothie bowls, smoothies, waffles, plant-based burgers, tea, and coffee with plans to introduce new products in the future. We are proud to highlight that every superfood ingredient in the HEAL menu is carefully selected with the intention of fueling the body with a reduced ecological footprint.” said Jay Zuccato, Co-founder, Heal Wellness.



Acquisition Details

Plant&Co & HEAL Lifestyle Inc have entered into a binding agreement that sets out the essential terms for the formation of a joint venture between Plant&Co Brands Ltd. and Heal LifeStyle Inc. by way of incorporation of a new company for the purposes of corporate expansion and growth of Heal Wellness quick serve plant-based foods brand.

Plant&Co will issue to JVCo such number of common shares of Plant&Co equal in value to \$250,000 (based on a 10-day VWAP) at time of closing for 50% ownership of the JVCo. The JVCo receiving the shares will be 50% owned by Plant&Co, and Heal Lifestyle inc will own the remaining 50% in exchange for its Heal Wellness business and business assets. Plant&Co will have majority board of directors ownership. We anticipate the closing of this agreement to take place within the next 60 days. Plant&Co has also obtained the rights to acquire the remaining 50% of the business at its optionality.

Based on 2022 forecasted financials for the current Heal Wellness brand, the acquisition cost is a 2.2x multiple of EBITDA. This does not include our forecasted numbers for growth within net new locations planned, nor the inclusion of the accelerated growth strategy set out for the Heal Wellness brand for 2022-2023.

Based on the financial performance of current locations, Heal Wellness is forecasting revenue of \$1,500,000 with a projected EBITDA \$230,000. This agreement is immediately accretive and allows for significant organic growth moving forward. This forecast does not include net new locations. Revenue gained from net new locations is above and beyond this forecast.

Plant-based Foods Market to Hit \$162 Billion in Next Decade

“Food-related consumer habits often come and go as fads, but plant-based alternatives are here to stay – and grow.” said Jennifer Bartashus, senior consumer staples analyst at Bloomberg Intelligence. The plant-based foods market could make up to 7.7% of the global protein market by 2030, with a value of over \$162 billion, up from \$29.4 billion in 2020, according to a new report by Bloomberg Intelligence called ‘Plant-Based Foods Poised for Explosive Growth’. This represents a tremendous opportunity for Plant&Co as it continues its acceleration growth strategy to capture portions of the growing market verticals within the overall plant-based space. The report further goes on to state that “international restaurant chains, including Taco Bell, Chipotle, Jamba Juice and Starbucks will be significant players in increased sales and consumption of plant-based alternatives.” The opportunity for Plant&Co is significant and the executive management team will continue to work on product and brand development to align with the key growth factors of the plant-based space.

source: <https://www.bloomberg.com/company/press/plant-based-foods-market-to-hit-162-billion-in-next-decade-projects-bloomberg-intelligence/>

About Plant&Co

Plant&Co. Brands Ltd. (CSE: VEGN) (FSE: VGP) (OTCQB: VGANF) is a modern health and wellness company curating delicious plant-based foods. It offers a growing number of plant-based food products through its brand portfolio of Holy Crap Cereals, YamChops ‘a plant-based butcher’, and LumberHeads Food Co. For more information please visit: www.HolyCrap.com www.YamChops.com www.LumberHeads.com www.PlantandCo.com.

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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 future performance of LumberHeads Food Co. 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.