



Happy Belly Food Group Signs Binding LOI With Pirho Grill – a Fast Casual Greek Restaurant Chain

Toronto, Ontario (November 18th, 2022) - Happy Belly Food Group Inc. (CSE: HBF) (OTCQB: VGANF) ("Happy Belly" or the "Company"), a Quick Serve Restaurant ("QSR") and Consumer Packaged Goods ("CPG") wellness company bringing delicious foods and retail brands to customers, is pleased to announce that it has signed a binding letter of intent to partner in the franchising operations of Pirho Grill, a gourmet bowls, wraps, and pitas fast casual Greek restaurant with the fresh wholesome tastes of Greece and the Mediterranean.

"We are incredibly excited to announce our 1st (first) acquisition and joint-venture outside of the plant-based vertical as well as our 1st (first) asset-light franchise focused development model with Pirho Grill," said Sean Black, Chief Investment Officer of Happy Belly. "George Plagakis, founder of Pirho Grill, and his team have developed an exciting brand built on great food & great people that is now ready to accelerate growth from their current 4 (four) locations in Ottawa. Ever since we grew brands like Extreme Pita, Mucho Burrito, Burger's Priest & Fresh we have been actively looking for the next one in fast casual. Today I feel we have that chance to create a category leader in North America with Pirho Grill. I see the asset-light franchise model that I have worked with previously at Extreme Brandz and MTY Food Group [TSX:MTY] as a big part of the future growth plans for Happy Belly."

"PIRHO culture is rooted in old-world Greek traditions with an emphasis on family and community. We are really excited for the opportunity to provide fresh & healthy Greek food in a fast-casual environment across Canada as we join the Happy Belly family", said George Plagakis, founder of Pirho Grill.

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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 Pirho Grill through the existing four (4) locations and net new franchised locations being established throughout 2022 and 2023 through an aggressive Canada-wide franchising program. Sourcing of suitable new locations is currently underway as we work with the Pirho Grill management team on a combined accelerated growth strategy. Happy Belly is looking at the expansion of Pirho Grill fast casual Greek restaurants via corporate and franchise locations.

Acquisition Details

Happy Belly & Pirho Grill have entered into a binding agreement that sets out the essential terms for the formation of a joint venture between Happy Belly and Pirho Grill by way of incorporation of a new JVCo for the purposes of corporate franchise expansion and growth of Pirho Grill Fast Casual Greek Restaurants.

Happy Belly will issue to JVCo such number of common shares of Happy Belly 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 Happy Belly, and George Plagakis will own the remaining 50% in exchange for Pirho Grills franchising rights, brand assets and IP rights. Happy Belly will have majority board of directors ownership. The Company anticipates the closing of this agreement to take place within the next 30 days. Happy Belly has also obtained the rights to acquire the remaining 50% of the business at its optionality.

Based upon 2023 growth plans for Pirho Grill, the Company expects to open at least eight

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franchise locations that would operate under the joint venture agreement between the Parties. Gross system sales of approximately \$7,500,000 are forecasted to be generated from the eight franchises to be opened.

About Pirho Grill

Our Mediterranean Roots

We strongly believe that food can bring people together and inspire colorful conversations. PI-RHO culture is rooted in old-world Greek traditions with an emphasis on family and community. In the Mediterranean world, mealtime is a big family event. The wholesome ingredients, the careful preparation, the irresistible aromas, the delicious food and of course the human interaction all make for a warm and inviting atmosphere. During our visits to Greece, this nurturing environment left a deep and lasting impression with us. So much so that it led to the creation of PI-RHO True Food Grill. The best of Greece and the Mediterranean, right here in Ottawa! In our fast-paced world, taking the time to connect with friends and family has never been more important. You deserve to enjoy those precious moments and connect with your loved ones, in real life, with True Food. Join us for lunch or dinner at PI-RHO Grill and fuel your soul

About Happy Belly Food Group



Happy Belly Food Group Inc. (CSE: HBFQ)(OTCQB: VGANF) ("Happy Belly" or the "Company"), a Quick Serve Restaurant ("QSR") and Consumer Packaged Goods ("CPG") wellness company bringing delicious foods and retail brands to customers. It offers a growing number of CPG and QSR brands through its portfolio of Holy Crap Foods, YamChops, LumberHeads Food Co., Lettuce Love Café, and Heal Wellness.

For more information please visit: www.HolyCrap.com, www.YamChops.com, www.LumberHeads.com, www.HealWellness.ca, www.LettuceLoveCafe.com and www.HappyBellyFG.com.



Happy Belly Food Group

Shawn Moniz
Chief Executive Officer

FOR FURTHER INFORMATION, PLEASE VISIT:

www: www.happybellyfg.com or email hello@happybellyfg.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 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 Happy Belly 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.