



## Happy Belly Food Group Closes First Tranche of Oversubscribed Above-Market Convertible Note Financing for Proceeds Of C\$1,000,000.

Toronto, Ontario (April 3<sup>rd</sup>, 2023) - Happy Belly Food Group Inc. (CSE: HBFG) (OTCQB: VGANF) ("Happy Belly" or the "Company"), a leading consolidator of emerging food brands is pleased to announce that the non-brokered private placement (the "**Private Placement**") of unsecured convertible debentures (the "**Debentures**") previously announced on February 24<sup>th</sup>, 2023 was oversubscribed and the first tranche has been closed and was subscribed to by one strategic investor, raising gross proceeds of \$1,000,000.00 CDN. Due to investor interest the financing was oversubscribed and a second tranche under the same terms and conditions is expected to close shortly.

"I would very much like to thank this existing shareholder for his continued support of our long-term strategic plan to build the leading consolidator of emerging brands in Canada. We look forward to immediately applying this acceleration capital towards disciplined organic & inorganic growth", said Sean Black, Chief Investment Officer of Happy Belly.

"Due to the positive response from other existing shareholders and investors this round of financing was oversubscribed so we are extending our debenture with a second tranche offering that will close shortly. This is our second consecutive oversubscribed above-market convertible debenture for Happy Belly. This further demonstrates the market support for our management team, growth plan, and execution to date"

No broker fees, warrants, or finders' fees were paid in the closing of this financing.

### **Debenture Details**

Each Debenture has a principal amount of \$1,000, a 60 month term earning interest at the rate of twelve percent (12%) per annum payable quarterly after the Closing Date, maturing on the date that is the fifth anniversary of the first date that the Debentures are issued (the "Maturity Date") and are convertible at the holder's option into common shares of the Company every three months after the closing date (the "Closing Date"), but prior to the



Maturity Date, into common shares at a conversion price equal to (a) C\$0.30 per common share, provided that not less than 25% of the outstanding principal, and any interest amounts owed, is converted (the "Conversion Price").

On the Maturity Date, any outstanding principal amount of the Debentures, plus any accrued and unpaid interest, shall be paid in cash. All securities issued in connection with the closing of the Private Placement are subject to a four-month and one-day statutory hold period in accordance with applicable securities laws.

### **About Happy Belly Food Group**



Happy Belly Food Group Inc. (CSE: HBFG) (OTCQB: VGANF) ("Happy Belly" or the "Company"), a leading consolidator of emerging food brands.

### **Happy Belly Food Group**

Shawn Moniz  
Chief Executive Officer

FOR FURTHER INFORMATION, PLEASE VISIT:

www: [www.happybellyfg.com](http://www.happybellyfg.com) or email [hello@happybellyfg.com](mailto:hello@happybellyfg.com)

If you wish to contact us please call: [\(604\) 737-2303](tel:6047372303)

*Neither the Canadian Securities Exchange nor its Regulation Services Provider (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this press release, which has been prepared by management.*

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