

AUDACIOUS Signs Term Sheet with Thailand-Based Golden Triangle Health to Drive Entry into the Asia-Pacific Cannabis Market

Strategic Partnership with NR Instant Produce Subsidiary, Golden Triangle Health to Manufacture and Market CBD and Hemp-Infused Product Lines in Thailand

Partnership to Benefit from Golden Triangle Health's Well-Established Distribution Networks in Thailand, Driving Strategic Entry into New Global Markets

LAS VEGAS, Nov. 3, 2021 /CNW/ - Terry Booth, CEO, of AUDACIOUS (CSE: AUSA) (OTC: AUSA) ("AUSA", "AUDACIOUS", or the "Company"), is proud to announce the Company has entered into a term sheet in regards to the formation of a strategic partnership with Golden Triangle Health (GTH), a subsidiary of NR Instant Produce PCL ("NRF"), a leading southeast Asian food manufacturer and distributor based in Thailand, producing its own signature brands private label products and co-packaging lines.

Terry Booth, CEO, said, "This is an Audacious partnership whereby we will take our know-how and IP and help our partner optimize operations, product development and utilize our joint marketing and influencer networks to establish a leader in the rapidly growing Asian CBD market. Tom, who we know firsthand as an exceptional business executive with a strong track record in execution, and his team have built an amazing company already. We had been in talks for some time, but everything accelerated due to our presence at MJBizCon, which enabled us to meet face to face and execute on what we believe will be an exceptional opportunity to establish the AUDACIOUS brand internationally. We are very proud of this partnership that makes us, to the best of our knowledge, the first international company with an operational presence in the Asian legal cannabis market."

Mr. Booth added "We believe in the many benefits of CBD and we have the science to prove it. Our discussions with GTH have been diligent and the entire group is aligned with a strong strategy going forward. Tom is a charismatic man with tonnes of positive energy and a force to be reckoned with in Southeast Asia. AUDACIOUS look forward to building our relationship with GTH and their partners globally."

Tom Kruesopon, Director of GTH, added, "While we have strong brand equity in Thailand and large parts of Asia already, combining with AUDACIOUS will lift our recognition to the next level. The combined know-how and our existing partnerships form a very solid foundation to build what we believe can be one of the most meaningful players in the Asian CBD market. I look forward to working closely with Terry and the amazing team at AUDACIOUS and bring our existing and new product lines to the Asian markets and likely beyond."

Strategic Rationale

- The Thai market for CBD products is in its infancy, as GTH projects the market to reach approximately \$1 billion in Thailand at maturity.
- Hemp was authorized as legal in January 2021, and a limited number of licenses were granted by the authorities to date, providing early mover advantage to GTH
- Provides AUDACIOUS with a well-established partner in a CBD derived from hemp market, poised for rapid growth
- Positions AUDACIOUS for further international expansion
- Provides an early mover advantage due to the limited number of licenses granted to date
- Well aligned with the AUDACIOUS strategy for capital light expansion, as under the deal terms, AUDACIOUS is not required to provide capital for construction, working capital or other purposes
- Through GTH's parent company, the partnership will have access to large, well-established distribution networks throughout Thailand, Asia and North America
- GTH is authorized to distribute products through e-commerce and B2C networks
- Partnership will benefit from being the exclusive distribution partner for Cookies in Asia (excluding Japan). Cookies is the iconic California brand, founded by Berner, one of the most respected entrepreneurs in the cannabis space, among others due to their attention to high-quality genetics.
- GTH has access to a broad portfolio of infused and non-infused (industrial hemp) products, diversifying revenue streams
- GTH provides AUDACIOUS with the ability to leverage its network of Asian influencers to expand brand and company recognition in this market

The partnership

The purpose of the partnership is to develop GTH into the most meaningful CBD player in the Asian market. AUDACIOUS will provide advisory services, operational intelligence, including cultivation, manufacturing, and product development, and expansion of brand visibility in Thailand and beyond. Further, the potential exists for AUDACIOUS to become an export partner for GTH's Thai product portfolio, to include CBD and Hemp consumables, topicals and other hemp derived commodities. Products will be sold under the GTH brand, as well as through B2B channels under white label agreements.

Under the terms of the agreement, AUDACIOUS and GTH will enter into a share swap in two tranches whereby a total of up to \$4 million in shares will be exchanged, contingent upon GTH reaching certain milestones. Each tranche is of equal size (US\$2 million), with the second tranche payable only upon GTH achieving profitable operations. Upon completion, AUDACIOUS will obtain an ownership interest of up to 25% in GTH, as well as three board seats.

GTH

GTH was co-founded by Tom Kruesopon, who was one of the co-founders of Asia's first low-cost airline, AirAsia X, which was sold in a successful exit. Mr. Kruesopon, known as Mr. Weed Thailand and the person responsible for helping to legalize cannabis in Thailand, previously was advisor to the former prime minister in Thailand, as well as CEO of Tune Insurance and President of Panda Securities.

GTH has secured a five-year contract with Khon Kaen university to utilize their land (up to 1,000 acres) for cultivation, as well as the university's harvesting and processing equipment for the production of hemp-based products. Product lines will include CBD infused, as well as fiber and oil-based supplements.

The company has developed a number of products that it is currently selling on the Thai market. Upon execution of the final agreement, the companies will work together on developing brand and additional infrastructure, with ALPS providing facility design services for a new indoor facility to augment the existing outdoor grow, as well as crop consulting services to improve yields of the outdoor facility.

AUDACIOUS will be nominating three directors for the GTH board, namely Hanoz Kapadia (Chairman of the Board at AUDACIOUS), Dr. Duke Fu (AUDACIOUS COO) and Maximilian Weinberg (Director, International Regulatory Affairs, AUDACIOUS).

Hanoz Kapadia

- Experienced entrepreneur, with over 23 years of experience advising on regulatory, tax and finance matters in public, private, and non-profit enterprises.
- Managing Partner at Kapadia & Associates, a high net-worth accounting and advisory firm
- Former Chair of Finance and Governance at Ontario Cannabis Retail Corporation, served as Chair of the By-law review committee and has also previously served as interim Chairman of the Board of Directors at Ontario Cannabis Retail Corporation.
- Chair of the advisory board at Huex Labs, a leading artificial intelligence company and is a former member of the board at Optimal Research Corporation, a medical research company.

Dr Fu

- Exceptional and experienced leader in biotech and pharmaceutical industries.
- Co-founded Green Therapeutics, an award-winning Nevada-based cannabis company.
- Co-Founder and former president of MedMen (2014-2015)
- Directed one of the most advanced and progressive nuclear pharmacies in the nation at Cardinal Health.
- Joint Doctor of Pharmacy / MBA degree from University of Mexico and post doctorate work at Purdue University.

Maximilian Weinberg

- Director of Business Development, AUDACIOUS
- Former Head of Business Development for Aurora Europe
- Part of small team awarded one of three governmental production licenses for medical cannabis in Germany
- Oversaw subsidiaries and registration of cannabis-based medications in six European countries, including Germany and Poland
- Founder of Can4med - fully licensed narcotic wholesaler in Poland specializing on trading cannabis medications in Europe.

Leveraging Major Partner

GTH is a spin-off from NRF (<https://www.nrinstan.com>), a US\$360 million (by market cap) Thai public company, founded in 1991, specialized in the production and distribution of oriental and plant-based food products. NRF is the leading plant base food in Southeast Asia, traded on the Thailand stock exchange and has just been named as part of the Thai SET benchmark 100. AUDACIOUS, NRF and GTH will be collaborating closely to drive and accelerate growth of GTH in Thailand and other global jurisdictions.

- NRF CEO Dan Pathomvanij was recently named CEO of the year by Thailand Tatler, a leading society and business publisher in Thailand
- NRF will be working with GTH to distribute hemp-base food products to add on to its already successful plant base food line
- NRF and GTH are in discussions or have entered into multiple partnerships with many of Thailand's leading health/wellness brands for the development of CBD-based products under white label agreements. Partners include:
 - leading Thai companies such as Siang Pure oil (the country's oldest and most successful herbal medicine brand), Smooth E (Thailand's leading cosmetics brand), Dentiste (Thailand's number 1 dental care brand), and Divana, Thailand's number 1 spa brand
 - GTH is also collaborating and doing R&D on developing CBD-infused drinks with Thailand's leading energy drink brand
- NRF and GTH have also cemented a partnership with two of Thailand's leading B2B distributors of consumer goods who service major retail operators, including Unilever, 7Eleven, P&F Super Drug, Boots Asia, and others. GTH is also set up for B2C online sales and distribution.

Thai Market

- As of January 29, 2021, the production of hemp and usage became legal
- Products can range from cosmetics to food and beverages, as well as products for the medical and food supplements market
- THC levels are required to be under 1%
- A limited number of licenses were granted by the authorities to date, providing early mover advantage to GTH

The Thai market for CBD products is in its infancy, but AUDACIOUS partner GTH projects the market to reach approximately \$1 billion in Thailand at maturity.

About AUDACIOUS

AUDACIOUS is at its roots a community and culture-based cannabis company. After the completion of a dissident shareholder battle that ended with convincing shareholder approval, Terry Booth, former Aurora CEO, who had to step away from AUSA upon spin off, re-joined AUSA as CEO on March 9, 2021. Since then, the company has reset the direction of AUSA and in just 7 months closed multiple accretive transactions, improved legacy contracts, established a world class Executive Team, and resolved previous executive and board exits.

Also, in the same time frame, AUSA with its acquisition of ALPS has entered the global Sustainable Controlled Environment Agriculture Industry, a rapidly growing segment of the global horticulture market. ALPS provides customized designs along with multiple services that allow operators to maximize yield and quality while minimizing inputs and resources, including labor. ALPS at present is active in cannabis and traditional horticulture projects across the globe, including the U.S., Canada, Denmark Finland, Iceland, Germany, Netherlands, Bahrain, United Arab Emirates, Southeast Asia, Australia, as well as other jurisdictions.

Total Capex committed by ALPS' clients since Aurora divested its interest just 17 short months ago during the Covid crisis, stands at approximately \$1 billion, with a rapidly growing business development pipeline with over \$4 billion in total Capex planned to be spent by potential clients.

AUSA's business assets include: a 51% ownership interest in ALPS, a milestone weighted deal with an option to acquire the remaining 49% of ALPS — AUSA and Green Therapeutics, an award-winning MSO, have finalized and agreed to all terms with respect to AUSA's 100% acquisition (subject to regulatory state licensing approvals). AUSA also owns land assets in Bellingham, Washington - as well as the iconic West Coast brand Mr. Natural and the ingestibles brand LOOS with a footprint in the California market. The Company is in the process of completing the acquisition of a retail facility in San Jose, which comes with the ability to cultivate and manufacture, as well as a state-wide partnership with Eaze, the largest legal delivery services in the U.S. AUDACIOUS also has a partnership with the PBR, the (Professional Bull Riders group). Under the partnership, the Company is launching a PBR endorsed line of topical CBD products under the Wreck-Relief brand. Expected to launch with the PBR Event "Release the Beast" in early November 2021.

AUSA also has a supply partnership with Belle Fleur, founded by the team behind Rapper Weed. AUSA and Belle Fleur are working towards a broader arrangement to include brand partnerships in Massachusetts and other jurisdictions the companies intend entering into. The Belle Fleur project in Massachusetts is well underway with ALPS being awarded the engineering and design contract.

In San Jose, CA, the Company is completing the acquisition of the Herbs dispensary, which comes with a distribution partnership with Eaze, the largest legal cannabis delivery service in North America.

AUSA furthermore has investments in Body and Mind Inc., a U.S. MSO, Quality Green, a Canadian licensed producer and Cocoon, a company changing the dispensary customer user experience through self-service kiosks. The Company also has entered into a sponsorship agreement with Endeavour owned Professional Bull Riders, as well as executed a term sheet for a JV partnership with 3 Rivers Biotech for plant tissue culture, genetics clean-up and micro propagation.

AUSA and ALPS have secured contracts or are in late-stage negotiations in the following jurisdictions: Australia, UAE, Bahrain, Canada, Finland, Germany, Iceland, Jordan, Kuwait, Netherlands, Saudi Arabia, Denmark, Massachusetts, Arizona, Nevada, Washington, Michigan, Missouri, Oklahoma, Colorado, Florida, Illinois, Maine, Maryland, New Mexico, Pennsylvania, Wyoming, and California, with other deals in other states presently being evaluated and negotiated. Audacious are laser focused on New York and New Jersey as well.

The Company's common shares trade on the CSE under the symbol "AUSA" and on the OTCQB under the symbol "AUSAF".

"Terry Booth"

Terry Booth

Chief Executive Officer

Forward-Looking Statement

This press release contains "forward-looking information" within the meaning of applicable securities legislation. All statements, other than statements of historical fact, included herein is forward-looking information. Generally, forward-looking information may be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "proposed", "is expected", "budgets", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases, or by the use of words or phrases which state that certain actions, events or results may, could, would, or might occur or be achieved. In particular, this press release contains forward-looking information in relation to: the ability of ALPS to convert its pipeline into contracts; the impact of the changes to U.S. federal and state statutory developments with respect to the cannabis industry and the opportunities this may present for the Company; and the Company's current liquidity. This forward-looking information reflects the Company's current beliefs and is based on information currently available to the Company and on assumptions the Company believes are reasonable. These assumptions include but are not limited to the ability of the Company to successfully satisfy the conditions to closing the proposed transaction; the ability of the Company to successfully execute on its plans for the Company and GT; legal changes relating to the cannabis industry proceeding as anticipated.

Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking information. Such risks and other factors may include, but are not limited to: general business, economic, competitive, political and social uncertainties; general capital market conditions and market prices for securities; the actual results of the Company's future operations; competition; changes in legislation affecting the Company; the timing and availability of external financing on acceptable terms; lack of qualified, skilled labour or loss of key individuals; risks related to the COVID-19 pandemic including various recommendations, orders and measures of governmental authorities to try to limit the pandemic, including travel restrictions, border closures, non-essential business closures, service disruptions, quarantines, self-isolations, shelters-in-place and social distancing, disruptions to markets, economic activity, financing, supply chains and sales channels, and a deterioration of general economic conditions that could limit the Company's ability to obtain external financing.

A description of additional risk factors that may cause actual results to differ materially from forward-looking information can be found in the Company's disclosure documents on the SEDAR website at www.sedar.com. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. Accordingly, readers should not place undue reliance on forward-looking information. Readers are cautioned that the foregoing list of factors is not exhaustive. Readers are further cautioned not to place undue reliance on forward-looking information as there can be no assurance that the plans, intentions or expectations upon which they are placed will occur. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated.

Forward-looking information contained in this press release is expressly qualified by this cautionary statement. The forward-looking information contained in this press release represents the expectations of the Company as of the date of this press release and, accordingly, are subject to change after such date. However, the Company expressly disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as expressly required by applicable securities law.

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