



PRIME DRINK GROUP ANNOUNCES THE ACQUISITION OF OLIVIER PRIMEAU'S MEDIA ASSETS, VLOG DAY EVERY DAY AND MIDWAY GROUP'S MARKETING DIVISION, WHICH WILL FORM PART OF A NEW MEDIA DIVISION: PRIME INFLUENCE MEDIA

- *These acquisitions will cover all of Prime's marketing needs, from events (Beachclub, Escapade, etc.) to brands such as Beach Day Every Day, Glutenberg and Oshlag.*
- *The creation of Prime Influence Media is a key step in Prime's growth strategy, positioning the Company as a leader in integrated marketing. This initiative supports Prime's future acquisition and development ambitions in areas such as podcasting, social media and others to help drive sales in Prime's core business of selling beverages.*

Montreal, Québec, December 4, 2024 – Prime Drink Group Corp. (CSE: PRME) (“Prime” or the “Company”) is thrilled to announce that it has entered into a non-binding letter of intent dated September 27, 2024, for the strategic acquisition of all the issued and outstanding shares of Gestion Olivier Primeau Inc. (the “**Target**”), a corporation governed under the laws of Québec (the “**Proposed Transaction**”). The Target is the owner of the Vlog Day Every Day brand (“**Vlog Day Every Day**”) and the marketing division of Midway Group. Therefore, upon completion of the Proposed Transaction, Prime will create a wholly-owned entity, Prime Influence Media, that will centralize and cover all of the Company's marketing needs including for its flagship events such as Beachclub and Escapade and for Prime's iconic beverage brands, such as Beach Day Every Day, Glutenberg, Octane and Oshlag.



“With the anticipated creation of Prime Influence Media, we will build a unique and innovative structure that will bring all of our marketing under one roof. This powerful tool will allow us to amplify the impact of our brands and events by offering integrated and cohesive campaigns focused on engagement and innovation. Our goal is to redefine the way consumers discover and experience our products,” said Olivier Primeau, VP Marketing, Strategic Vision and Acquisitions at Prime.

Combining the expertise of Vlog Day Every Day, an influential digital media company, and the marketing division of Midway Group, known for its powerful marketing campaigns, will provide Prime with complete and integrated solutions for:

- Producing compelling content for each brand and event;
- Targeted advertising campaigns to maximize visibility; and
- A unified strategy that links Prime’s retail products and events under a single marketing banner, ensuring consistency and unrivalled impact in the marketplace.

“The Proposed Transaction and the creation of Prime Influence Media are an important part of our growth strategy and will enhance Prime’s core business of selling beverages. By consolidating all of our marketing into a single entity, we are strengthening our ability to connect directly with our consumers. Prime Influence Media will become one of the key drivers for increasing our visibility and establishing our position as a market leader in the beverage industry,” added Alexandre Côté, President and CEO of Prime.

Summary of Transaction

In consideration for the acquisition of the Target, Prime will make the following payments to the shareholders of the Target (the “**Target Shareholders**”) as at the closing of the Proposed Transaction (the “**Closing**”):

- \$1,000,000 to the Target Shareholders to be satisfied via the issuance of common shares in the capital of the Company (the “**Prime Shares**”) at a deemed price equal to the 5-day volume-weighted average trading price of the Prime Shares prior to the date of Closing, or such other higher price as may be required by the policies of any stock exchange on which the Prime Shares may be listed at the time of Closing;
 - \$250,000 in a lump sum cash payment; and
 - the issuance of a \$1,000,000 promissory bill payable in 24 equal instalments of \$41,666.67 per month
- (collectively, the “**Consideration**”).

All dollar figures provided herein are in Canadian dollars unless otherwise stated.

The Prime Shares being issued pursuant to the Consideration will be issued under prospectus exemptions pursuant to National Instrument 45-106 – *Prospectus and Registrations Exemptions* (“**NI 45-106**”) and may be subject to an applicable statutory hold period along with any other resale restrictions imposed under applicable securities laws or the policies of the Canadian Securities Exchange (the “**CSE**”). The Proposed Transaction would not constitute a “Major Acquisition” under the policies of the CSE and the Company does not anticipate requiring shareholder approval in connection with the Proposed Transaction under the policies of the CSE.

The Proposed Transaction is subject to completion of due diligence by Prime on the Target, the entering into a definitive agreement with respect to the Proposed Transaction, the approval of the CSE, and the satisfaction of conditions customary for a transaction of this nature.

Upon entry into a definitive agreement with respect to the Proposed Transaction, the Company anticipates issuing a further press release announcing further details with respect to the Proposed Transaction and the Target.

As Olivier Primeau is both an executive and shareholder of both the Company and Target, it is anticipated that the Proposed Transaction would constitute a “related party transaction” as defined under Multilateral Instrument 61-101 *Protection of Minority Securityholders* (“**MI 61-101**”). The Company expects the Proposed Transaction would be exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as neither the fair market value of the securities

being issued to such insider in connection with the Proposed Transaction, nor the consideration for the securities being paid to such insider would exceed 25% of the Company's market capitalization.

About Prime Drink Group

Prime Drink Group Corp (CSE: PRME) is a Québec-based corporation focused on becoming a leading diversified holding company in the beverage, influencer media and hospitality sectors.

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For further information, please contact:

Jean Gosselin, Secretary

Phone: (514) 394-7717

Email: info@prime-group.ca

Forward-Looking Information

This press release contains "forward-looking information" within the meaning of applicable Canadian securities legislation. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations (including negative and grammatical variations) of such words and phrases or state that certain acts, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved".

Forward-looking information in this press release may include, without limitation, statements relating to: (i) the completion of the Proposed Transaction on the terms described herein; (ii) the entry into a definitive agreement with respect to the Proposed Transaction; (iii) the anticipated benefits of the combined companies; (iv) the strategic and marketing vision of the combined companies; (v) the availability of an exemption under MI 61-101; (vi) the completion of satisfactory due diligence of the Target by the Company; and (vii) the receipt of all necessary approvals with respect to the Proposed Transaction.

These statements are based upon assumptions that are subject to significant risks and uncertainties, including risks regarding the beverage industry, management's ability to integrate Target's business into the Company's business and execute its business plan, market conditions, general economic factors, management's ability to execute its business plan, sufficient due diligence being provided by Target, no adverse change in applicable regulations, changes in consumer marketing and product preferences, and the equity markets generally. Because of these risks and uncertainties and as a result of a variety of factors, the actual results, expectations, achievements or performance of Prime may differ materially from those anticipated and indicated by these forward-looking statements. Any number of factors could cause actual results to differ materially from these forward-looking statements as well as future results. Although Prime believes that the expectations reflected in forward-looking statements are reasonable, they can give no assurances that the expectations of any forward-looking statements will prove to be correct. Except as required by law, Prime disclaims any intention and assumes no obligation to update or revise any forward-looking statements to reflect actual results, whether as a result of new information, future events, changes in assumptions, changes in factors affecting such forward-looking statements or otherwise.

Neither the Canadian Securities Exchange nor its Regulation Services Provider accepts responsibility for the adequacy or accuracy of this release.