



EAT & BEYOND ANNOUNCES SIGNING OF AGREEMENT FOR ACQUISITION OF 50% SHARES OF PURPOSE ESG HOLDINGS INC.

NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES

VANCOUVER, BC, April 26, 2023 /CNW/ - Eat & Beyond Global Holdings Inc. (CSE: EATS) (OTCPK: EATBF) (FSE: 988) (“**Eat & Beyond**” or the “**Company**”), an investment issuer focused on the global plant-based and alternative protein sector, is pleased to announce, that the Company has entered into a securities exchange agreement dated April 26, 2023 (the “**Definitive Agreement**”), which sets out the terms and conditions for the acquisition by the Company of 50% of the issued and outstanding securities in the capital of Purpose ESG Holdings Inc. (“**Purpose ESG**”) in exchange for securities of Eat & Beyond (the “**Transaction**”).

Pursuant to the terms of the Definitive Agreement, the material terms of the Transaction are as follows:

- In consideration for the Transaction and on closing thereof, Eat & Beyond will issue an aggregate of 6,176,250 common shares of Eat & Beyond (the “**Payment Shares**”) to Purpose ESG shareholders at a deemed price of \$0.25 per Payment Share and will issue 3,823,125 common share purchase warrants (“**Replacement Warrants**”);
- Each Replacement Warrant permits the holder thereof to acquire one common share in the capital of Eat & Beyond (a “**Share**”) at a price equal to the exercise price of the original warrant surrendered for cancellation and the expiration date for each Replacement Warrant will be the same date as the expiration date of such original warrant; and
- There is no hold period for the Payment Shares or the Replacement Warrants pursuant to applicable securities laws.

The Transaction is an arms-length transaction and no change in management or the Board of Directors of Eat & Beyond is being contemplated at this time. The Definitive Agreement contemplates other material conditions precedent to the closing of the Transaction, including, compliance with all applicable regulatory requirements and receipt of all necessary regulatory, corporate, third-party, board and shareholder approvals being obtained, including the approval of the Canadian Securities Exchange. There can be no assurance that the Transaction will be completed as proposed, or at all.

About Purpose ESG

Purpose ESG is a private company existing under the laws of the Province of British Columbia and an investment issuer with a portfolio focused on environmental, social, and governance (ESG) outcomes, with a focus on electrification, food tech, hydrogen power, carbon capture, and technologies supporting the circular economy. Purpose ESG provides its investors with the opportunity to participate in the growth of a portfolio of breakthrough technologies and value chain solutions with market leadership potential. Purpose ESG works closely with its portfolio companies to drive their growth and success, ultimately working to build a smarter, cleaner, and more sustainable future. Learn more: <https://purposeesg.com/>.

About Eat Beyond

Eat Beyond is an investment issuer that makes it easy to invest in the future of food. Eat Beyond identifies and makes equity investments in global companies that are developing and commercializing innovative food tech as well as plant-based and alternative food products. Led by a team of food industry

experts, Eat Beyond is the first issuer of its kind in Canada, providing retail investors with the unique opportunity to participate in the growth of a broad cross-section of opportunities in the alternative food sector, and access companies that are leading the charge toward a smarter, more secure food supply.

Learn more: <https://eatbandeyond.com/>

Find Eat Beyond on Social Media on LinkedIn, Instagram, Twitter and Facebook.

The Canadian Securities Exchange does not accept responsibility for the adequacy or accuracy of this release and has neither approved nor disapproved the contents of this press release.

For further information: For media inquiries, please contact: Brittany@Exvera.com; For investment inquiries, please contact: Info@Eatbeyondglobal.com; For further information, please contact Michael Aucoin at Info@Eatbeyondglobal.com or (604) 416-4099.

Cautionary Note

All information contained in this news release with respect to Purpose ESG was supplied by Purpose ESG for inclusion herein, and Eat & Beyond directors and officers have relied on Purpose ESG for such information.

Forward-Looking Information: This news release includes certain statements that may be deemed “forward-looking statements”. The use of any of the words “anticipate”, “continue”, “estimate”, “expect”, “may”, “will”, “would”, “project”, “should”, “believe” and similar expressions are intended to identify forward-looking statements. Although the Company believes that the expectations and assumptions on which the forward-looking statements are based are reasonable, undue reliance should not be placed on the forward-looking statements because the Company can give no assurance that they will prove to be correct. Since forward-looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties. These statements speak only as of the date of this News Release. Actual results could differ materially from those currently anticipated due to a number of factors and risks including various risk factors discussed in the Company’s disclosure documents which can be found under the Company’s profile on www.sedar.com