Aretto Wellness Announces Debt Settlement

VANCOUVER, BC, December 30, 2022 – Aretto Wellness Inc. ("Aretto" or the "Company") (CSE:ARTO) (FSE:ORW) (OTCQB:RRSFF) is pleased to announces that it has settled \$400,313 in debt owing by the Company to certain creditors (the "Creditors") through the issuance of 5,337,501 common shares of the Company (the "Shares"), at a deemed price of \$0.075 per Share (the "Debt Settlement").

The Debt Settlement constituted a "related party transaction" within the meaning of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"), as two of the Creditors are insiders of the Company. Through the Debt Settlement, such Creditors settled aggregate debts of \$80,588 in exchange for 1,074,500 Shares (the "**Insider Debt Settlement Shares**"). The Company relied on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101, respectively, as the fair market value of the Insider Debt Settlement Shares did not exceed 25% of the market capitalization of the Company. The Company did not file a material change report in respect of the related party transaction at least 21 days before completing the Debt Settlement, which the Company deemed reasonable in the circumstances in order to complete the Debt Settlement in an expeditious manner.

About Aretto Wellness Inc.

Aretto Wellness Inc. is a functional superfood company that creates plant-based elixirs - which support immunity, focus and relaxation. To learn more, please visit <u>www.rritual.com</u>.

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