



NOT FOR DISTRIBUTION TO UNITED STATES NEWS WIRE SERVICES OR DISSEMINATION IN THE UNITED STATES

NEPRA FOODS ANNOUNCES NON-BROKERED PRIVATE PLACEMENT AND CORPORATE DEVELOPMENT & MARKETING AGREEMENT

VANCOUVER, BC / ACCESSWIRE / September 13, 2023 / Nepra Foods Inc. (CSE: NPRA; FSE: 2P6; OTC Pink: NPRFF) (“**Nepra Foods**” or the “**Company**”) is pleased to announce a non-brokered private placement of up to 20,000,000 units of the Company (the “**Units**”) at \$0.05 per Unit for gross proceeds of up to \$1,000,000 (the “**Offering**”). Each Unit will consist of one common share in the capital of the Company (a “**Share**”) and one common share purchase warrant (a “**Warrant**”). Each Warrant will entitle the holder to purchase one additional Share at a price of \$0.10 for a period of 24 months from the closing of the Offering.

The Company may pay finder’s fees on the Offering within the amount permitted by the policies of the Canadian Securities Exchange (“**CSE**”). The Company will use the proceeds for general corporate purposes.

Closing of the Offering is subject to a number of conditions, including receipt of all necessary corporate and regulatory approvals, including the CSE. All securities issued in connection with the Offering will be subject to a statutory hold period of four months plus a day from the date of issuance in accordance with applicable securities legislation. The Offering is not subject to a minimum aggregate amount of subscriptions.

The Units, Shares, Warrants and Shares underlying the Warrants being offered have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “**U.S. Securities Act**”) and may not be offered or sold in the United States or to, or for the account or benefit of, “U.S. persons” (as defined in Regulation S under the U.S. Securities Act) absent registration or an applicable exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws. The Units may be offered and sold in the United States to accredited investors (each, a “**U.S. Accredited Investor**”) meeting one or more of the criteria in Rule 501(a) of Regulation D under the U.S. Securities Act by way of a private placement pursuant to an exemption from the registration requirements under the U.S. Securities Act and applicable state securities laws. Any Units offered and sold in the United States shall be issued as “restricted securities” as defined in Rule 144(a)(3) under the U.S. Securities Act. This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

About Nepra Foods

Nepra Foods is grounded in a passion for food. We believe eating healthy should be easy. Everybody deserves food options that are truly nutritious and taste good. Food should be

allergen-free so that everyone in the family can enjoy eating it together. Plant-based foods can offer high-quality nutrition and taste great while maintaining a low-carb profile. Nepra Foods is on a mission to make healthy, enjoyable food for everybody.

ON BEHALF OF THE BOARD OF DIRECTORS

Chadwick White, CEO & Director

investors@neprafoods.com

Investor Relations Toll-free (844) 566-1917

The CSE has neither approved nor disapproved the contents of this news release. The CSE does not accept responsibility for the adequacy or accuracy of this release.

Forward-Looking Statements

This news release contains statements and information that, to the extent that they are not historical fact, constitute "forward-looking information" within the meaning of applicable securities legislation. Forward-looking information is based on the reasonable assumptions, estimates, analysis and opinions of management made in light of its experience and its perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date that such statements are made, but which may prove to be incorrect.

Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Company to differ materially from any future results, performance or achievements expressed or implied by the forward-looking information, including, but not limited to, statements relating to the Company's financial performance, business development, results of operations, and those listed in filings made by the Company with the Canadian securities regulatory authorities (which may be viewed at www.sedar.com). Accordingly, readers should not place undue reliance on any such forward-looking information. Further, any forward-looking statement speaks only as of the date on which such statement is made. New factors emerge from time to time, and it is not possible for the Company's management to predict all of such factors and to assess in advance the impact of each such factor on the Company's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. The Company does not undertake any obligation to update any forward-looking information to reflect information, events, results, circumstances or otherwise after the date hereof or to reflect the occurrence of unanticipated events, except as required by law including securities laws.