

GreenSpace Brands Closes First Tranche of Private Placement

TSXV: JTR

www.greenspacebrands.ca

(all amounts in Cdn\$ unless otherwise noted)

TORONTO, Feb. 26, 2020 /CNW/ - GreenSpace Brands Inc. (the "**Company**") (TSXV: JTR) is pleased to announce that, further to its news release of February 19, 2020, it has closed the first tranche of its non-brokered private placement ("**Private Placement**"). The first tranche of the Private Placement consists of subscriptions for 60,755,548 common shares in the capital of the Company ("**Common Shares**") at price of \$0.065 per Common Share for gross proceeds of \$3,949,111. Certain finders received a \$45,582 fee paid in cash by the Company. The Company will use the net proceeds of the Private Placement to pay, or otherwise satisfy the Company's accounts payable and inventory build needs and for general corporate purposes.

As previously announced, the Company and PenderFund Capital Management Ltd. ("**Pender**") entered into an investment agreement (the "**Investment Agreement**") that grants Pender certain rights to acquire a control position in the Company and to appoint a majority of the Company's board of directors ("**Board**"). Under the Investment Agreement, Pender Growth Fund Inc., and other funds managed by Pender, subscribed for an aggregate 19,018,942 Common Shares. With the closing of the first tranche of the Private Placement, Pender now beneficially owns or controls Common Shares representing approximately 19% of the issued and outstanding Common Shares. As part of this closing, three members of the Board have resigned, including Paul Cherrie, Roger Daher, and James Haggarty. The remaining members of the Board have appointed Paul Henderson (who will also serve as Executive Chairman of the Company) and Tracy Tidy, both individuals were nominated by Pender. The Board now consists of six members.

The second tranche of the Private Placement will consist of no more than 39,244,452 Common Shares, and will close no later than April 15, 2020 and will be subject to the Company receiving TSX Venture Exchange ("**TSXV**") approval and the approval of the Company's shareholders (excluding any Common Shares beneficially owned or controlled, directly or indirectly, by Pender) to: (i) allow Pender to become a "Control Person" of the Company for purposes of the TSXV; and (ii) authorize Pender's right to nominate a majority of the Board. The Company intends to seek shareholder approval by the written consent of shareholders holding more than 50% of the issued and outstanding Common Shares. Subject to receipt of applicable approvals, upon the closing of the second tranche Pender, through one or more funds managed by Pender, is expected to acquire the balance of Common Shares not purchased by other subscribers. In addition, upon closing of the second tranche, the Board will consist of five members, three of whom (including Henderson and Tidy) will be appointees of Pender.

The Common Shares issued in the first tranche are subject to a statutory hold period of four months plus a day from the closing date as prescribed by the TSXV and applicable securities laws.

This press release will not constitute an offer to sell or the solicitation of an offer to buy, nor will

there be any sale of these securities in any jurisdiction in which that offer, solicitation or sale would be unlawful before registration or qualification under the securities laws of any such jurisdiction.

Neither the TSX Venture Exchange nor its regulation services provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

About GreenSpace Brands Inc.

GreenSpace is a Canadian-based brand ideation team that develops, markets and sells premium natural food products to consumers across North America. GreenSpace owns Love Child, a producer of 100% organic food for infants and toddlers made with the purest, natural and most nutritionally-rich ingredients, Central Roast, a clean snacking brand featuring a wide assortment of nut and seed mixes, CEDAR, a Canadian based Cold Press Juice business and GO VEGGIE, one of the leaders in the US plant-based cheese market. All brands are wholly owned and retail in a variety of natural and mass retail grocery locations across Canada.

For more information, visit www.greenspacebrands.ca. GreenSpace's filings are also available at www.SEDAR.com.

Forward-Looking Statements

Certain statements in this press release constitute forward-looking statements within the meaning of applicable securities laws. Forward-looking statements include, but are not limited to, statements made concerning the Company's future objectives, strategies to achieve those objectives, as well as statements with respect to management's beliefs, plans, estimates, and intentions, and similar statements concerning anticipated future events, results, circumstances, performance or expectations that are not historical facts. Forward-looking statements generally can be identified by the use of forward-looking terminology such as "outlook", "objective", "may", "will", "expect", "intend", "estimate", "anticipate", "believe", "should", "plans" or "continue", or similar expressions suggesting future outcomes or events. Such forward-looking statements reflect management's current beliefs and are based on information currently available to management. Forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those contemplated by such statements, and there can be no assurance that actual results will be consistent with these forward-looking statements. Factors that could cause such differences include the cyclical nature of the construction and agriculture industries, changes in general economic conditions and interest rates, adverse weather, cost and availability of materials used to manufacture the Company's products, competitive developments, legislative and government policy changes, volatility in interest and exchange rates, volatility in the capital or credit markets, as well as other risk factors included in the Company's Annual Information Form under the heading "Risks and Uncertainties Related to the Business" and as described from time to time in the reports and disclosure documents filed by the Company with Canadian securities regulatory agencies and commissions. This list is not exhaustive of the factors that may impact the Company's forward-looking statements. These and other factors should be considered carefully, and readers should not place undue reliance on the Company's forward-looking statements. As a result of the foregoing and other factors, no assurance can be given as to any such future results, levels of activity or achievements or levels of dividends and neither the Company nor any other person assumes responsibility for the accuracy and completeness of these forward-looking statements. The factors underlying current expectations are dynamic and subject to change. Certain statements included in this press release may be considered "financial outlook" for purposes of applicable securities laws, and such financial outlook may not be appropriate for all purposes. All forward-looking statements in this press release are qualified by these cautionary statements. The forward-looking statements contained herein are made as of the date of this press release and is based only on information currently available to us and speaks only as of the date on which it is made, and except as required by applicable law, the Company undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

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