



TSXV: JTR

www.greenspacebrands.ca

(all amounts in Canadian dollars unless otherwise noted)

FOR IMMEDIATE RELEASE

GREENSPACE PROVIDES UPDATE ON PRIVATE PLACEMENT

TORONTO, March 10, 2021 /CNW/ - GreenSpace Brands Inc. (the "**Company**") (TSXV: JTR) is pleased to announce that it has priced the private placement that was announced in its news release of March 2, 2021. The Company has engaged a syndicate of agents led by Canaccord Genuity Corp. (collectively, the "**Agents**") to act as agents on a commercially reasonable best-efforts basis in connection with a proposed brokered private placement ("**Offering**"). The Offering will consist of 42,857,143 units (the "**Units**") of the Company at a price of \$0.07 per Unit for gross proceeds of \$3,000,000. Each Unit will consist of one common share in the capital of the Company ("**Common Share**") and one-half of one Common Share purchase warrant (each whole warrant, a "**Warrant**"). Each Warrant will entitle the holder of the Warrant to purchase one Common Share for \$0.10 per share ("**Exercise Price**") for up to 24 months from the date of issuance thereof ("**Expiry Date**"), provided that if at any time between the date that is four months and one day from date of issuance thereof and the Expiry Date, the daily volume weighted average price of the Common Shares on the TSX Venture Exchange is greater than \$0.20 for ten consecutive trading days, then the Company shall have the option to accelerate the expiry of the Warrants by delivering a notice to holders of the Warrants (the "**Acceleration Notice**"). In such instance, the Warrants will be exercisable only until the 30th day following the delivery of the Acceleration Notice. The net proceeds of the Offering will be used for working capital and general corporate purposes.

PenderFund Capital Management Ltd., an insider and control person of the Company ("**PenderFund**"), will, through funds managed by PenderFund, subscribe for 8,571,428 Units under the Offering for gross proceeds of \$600,000. PenderFund, through funds managed by PenderFund, currently owns or controls 143,699,000 Common Shares, representing approximately 36.3% of the issued and outstanding Common Shares. Upon completion of the Offering, PenderFund would beneficially own or control, directly or indirectly, 152,270,428 Common Shares, representing approximately 34.7% of the issued and outstanding Common Shares (on a non-diluted basis).

In addition, the Company has granted the Agents an option, exercisable in whole or in part at any time and from time to time, up to 48 hours before the closing of the Offering, to arrange for the sale of up to an additional number of Units as is equal to 15% of the number of the Units to be issued under the Offering, on the same terms as set forth above.

In Connection with the Offering, the Agents will be entitled to receive as compensation: (i) a cash commission of 7% of the gross proceeds raised pursuant to the Offering; and (ii) non-transferable broker warrants exercisable at \$0.07 per Common Share until the day that is 18 months from the closing date to acquire in aggregate that number of Common Shares which is equal to 7% of the number of Units sold, subject to reduction to 3% in each case for certain agreed subscribers (collectively, the "**Agents' Fee**"). Closing of the Offering is expected to occur on or about March 30, 2021 or such other date or dates as the Company and the Agents may agree.

Closing of the Offering is subject to receipt of all necessary corporate and regulatory approvals, including the approval of the TSX Venture Exchange ("**TSXV**"). The Units and the securities issuable thereunder will be subject to a statutory hold period of four months plus a day from the closing date in accordance with applicable securities legislation.

RELATED PARTY TRANSACTION

The portion of the Offering that PenderFund subscribes to will be considered a "related party transaction" under Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions ("**MI 61-101**") as PenderFund is an insider and control person of the Company. Unless there is an exemption, the Company would be required to obtain a formal valuation and "minority approval", being approval of disinterested shareholders of the Company.

The Company is relying on the exemption from a formal valuation in available in section 5.5(a) of MI 61-101 and the exemption from minority approval available in section 5.7(a) of MI 61-101. The Company meets the requirements set

out in sections 5.5(a) and 5.7(a) of MI 61-101 because the fair market value of the securities being distributed to PenderFund is less than 25% of the market capitalization of the Company.

About GreenSpace

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 natural and nutritionally-rich ingredients, Central Roast, a clean snacking brand featuring a wide assortment of nut and seed mixes and GO VEGGIE, one of the leaders in the US plant-based dairy market. All brands are wholly-owned and retail in a variety of natural and mass retail grocery locations.

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

The securities being offered have not been, nor will they be, registered under the United States Securities Act of 1933, as amended and may not be offered or sold in the United States or to, or for the account of benefit of, US persons absent registration or an applicable exemption from the registration requirements. This news 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 State in which such offer, solicitation or sale would be unlawful.

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.

FORWARD-LOOKING STATEMENTS

Certain statements in this document 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 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 successful completion of the Offering; general and market conditions (including equity, commodity, foreign exchange and interest rate); increased funding costs and market volatility due to market illiquidity and competition for funding; operational outcomes; capital adequacy; the general business and economic conditions in the regions in which the Company operates; the ability of the Company to execute on key priorities; the ability to implement business strategies and pursue business opportunities; the failure of third parties to comply with their obligations to the Company or its affiliates; the impact of new and changes to, or application of, current laws and regulations; critical accounting estimates and changes to accounting standards, policies, and methods used by the Company; the occurrence of natural and unnatural catastrophic events and claims resulting from such events; and risks related to COVID-19 including various recommendations, orders and measures of governmental authorities to try to limit the pandemic, including travel restrictions, border closures, nonessential business closures, quarantines, self-isolations, shelters-in-place and social distancing, disruptions to markets, economic activity, financing, and supply chains, and a deterioration of general economic conditions including a possible national or global recession, 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. 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 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.

ADDITIONAL INFORMATION

Additional information is on SEDAR at www.sedar.com.

For further information, please contact:

Jan Faryaszewski
Chief Financial Officer
GreenSpace Brands Inc.
Tel: (416) 934-5034