

GREENSPACE BRANDS ANNOUNCES BOUGHT DEAL PRIVATE PLACEMENT WITH PARTICIPATION FROM PENDERFUND AND GREENSPACE MANAGEMENT TEAM

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TORONTO, Sept 10, 2021 /CNW/ - GreenSpace Brands Inc. ("**GreenSpace**" or the "**Company**") (TSXV: JTR), a leader within the organic and plant-based food industry, announces that it has engaged a syndicate of underwriters, including PI Financial Corp., as lead underwriter and sole-bookrunner, and Canaccord Genuity Corp. (collectively, the "**Underwriters**"). The Offering will be conducted on a "bought deal" private placement basis and will consist of 41,700,000 units of the Company ("**Units**") issued at a price of \$0.06 per Unit for gross proceeds to the Company of \$2,502,000 ("**Offering**"). 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 \$0.09 per share for up to 24 months from the Closing Date (as defined below).

The Company will grant the Underwriters an option to increase the size of the Offering by up to 15% at any time prior to the closing of the Offering, which is expected to be on or about September 30, 2021 or such other date or dates as the Company and the Underwriters may agree (the "**Closing Date**").

The net proceeds of the Offering will be used for working capital, investments in innovation, geographic and channel expansion, and general corporate purposes.

In connection with the Offering, the Underwriters shall be paid (i) a cash commission equal to 7% of the gross proceeds of the Offering; and (ii) non-transferable broker warrants exercisable at any time until the day that is 18 months from the Closing Date to purchase that number of Common Shares that is equal to 7% of the aggregate number of Units sold under the Offering, at an exercise price of \$0.06 per Common Share, subject to reduction to 3%, in each case, for certain agreed subscribers.

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 TRANSACTIONS

PenderFund Capital Management Ltd., an insider and control person of the Company ("**PenderFund**"), intends to participate in the Offering. PenderFund and its affiliates beneficially

own or control, directly or indirectly, 152,270,428 Common Shares, representing 33.5% of the issued and outstanding Common Shares (on a non-diluted basis).

Management of GreenSpace Brands Inc. ("GreenSpace Management"), expects to subscribe for up to 5% of the Units under the Offering. GreenSpace Management beneficially own or control, directly or indirectly, 2,000,000 Common Shares representing 0.4% of the issued and outstanding Common Shares (on a non-diluted basis).

The portion of the Offering that PenderFund and GreenSpace Management subscribe to will each 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 and GreenSpace Management are insiders of the Company. Unless there is an exemption, the Company would be required to obtain a formal valuation and "minority shareholder approval", being approval of disinterested shareholders of the Company. The Company is relying on the exemption from a formal valuation 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 under the Offering, and to each of PenderFund and GreenSpace Management, is less than 25% of the market capitalization of the Company.

The securities referred to in this news release 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 within the United States or to, or for the account or benefit of, U.S. persons absent U.S. registration or an applicable exemption from the U.S. registration requirements. This press release does not constitute an offer for sale of securities, nor a solicitation for offers to buy any securities in the United States, nor in any other jurisdiction in which such offer, solicitation or sale would be unlawful. Any public offering of securities in the United States must be made by means of a prospectus containing detailed information about the company and management, as well as financial statements.

ABOUT GREENSPACE BRANDS INC.:

GreenSpace is a North American organic and plant-based food business that develops, markets and sells premium food products to consumers within the fast-growing natural and organic food categories. GreenSpace owns LOVE CHILD ORGANICS, 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 organic nut and seed mixes and GO VEGGIE, one of the pioneers and leaders in the US plant-based dairy market. All brands are wholly-owned and are sold in a variety of online, natural and retail grocery locations.

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

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION:

This news release includes certain information that may constitute "forward-looking information" under applicable Canadian securities legislation. Forward-looking information is necessarily based upon a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties, certain of which are beyond the control of GreenSpace, including, but not limited to, 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; and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking information, including the risks identified in the Company's disclosure documents. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information. All forward-looking information contained in this press release is given as of the date hereof and is based upon the opinions and estimates of management and information available to management as at the date hereof. The Company disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by law.

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.

For further information, please contact:

Shawn Warren

President and Chief Executive Officer

GreenSpace Brands Inc.

swarren@greenspacebrands.com

416-934-5034