



Planting Hope Completes C\$2.2 Million Convertible Debenture Private Placement

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CHICAGO, IL and VANCOUVER, BC / ACCESSWIRE / October 21, 2022 – [The Planting Hope Company Inc.](#) (TSXV: MYLK) (OTCQB: MYLKF) (FRA: J94) (“Planting Hope” or the “Company”), a plant-based food and beverage company focused on producing the world's most nutritious and planet-friendly products, is pleased to announce the completion of a non-brokered private placement (the “Private Placement”) of unsecured, non-transferable 12% convertible debentures (“Convertible Debentures”) at a purchase price of C\$1,000 per Convertible Debenture, raising gross proceeds of C\$2,223,750.

Each Convertible Debenture bears a face value of C\$1,120 (“Face Value”), comprised of a base principal amount of C\$1000 (“Base Principal”) and prepaid interest in the amount of C\$120 (“Prepaid Interest”). The Convertible Debentures will bear interest at a rate of 12% per annum from the date of issue, payable semi-annually in arrears, to be paid at the election of the Company, either in cash or converted into subordinate voting shares of the Company (“Shares”) at a conversion price (the “Interest Conversion Price”) equal to the maximum Discounted Market Price (as defined under the policies of the TSX Venture Exchange (the “Exchange”) based on the closing price of the Shares on the date immediately preceding the interest payment due date.

The holder may, at its option, convert all or a portion of the aggregate Base Principal of each Convertible Debenture at any time prior to October 20, 2025 (the “Maturity Date”) into units (the “Units”) at C\$0.55 per Unit, whereupon all Prepaid Interest and accrued and unpaid interest in respect of the principal amount so converted shall be, at the election of the Issuer, either paid in cash or converted into Shares at the Interest Conversion Price. Each Unit is comprised of one Share (a “Unit Share”) and one non-transferable share purchase warrant (a “Warrant”). Each Warrant is exercisable by the holder thereof to purchase one Share at an exercise price of C\$0.80 at any time prior to the Maturity Date.

The Company shall have the right to redeem the Convertible Debentures prior to the Maturity Date at any time after 6 months from the closing of the Private Placement, by paying holders the then outstanding Face Value of the Convertible Debentures together with all accrued and unpaid interest and a redemption penalty payment of 8% of the then outstanding Face Value, by cash payment on giving the holders 20 business days’ notice (the “Redemption Notice”) to do so. On receipt of the Redemption Notice, a holder, may at its option, convert all or part of the then outstanding aggregate Base Principal of the Convertible Debenture into Units at the Conversion Price and all outstanding Prepaid Interest and any accrued and unpaid interest in respect of the Base Principal amount so converted shall be, at the election of the holder, either paid in cash or converted into Shares at the Interest Conversion Price, by giving the Company notice within 10 business days of receipt of the Redemption Notice.

The Convertible Debentures, Shares, Unit Shares, Warrants and any underlying securities of the Company issuable on conversion or exercise thereunder (collectively, the “Securities”) are subject to a hold period

and may not be traded until February 21, 2023, except as permitted by applicable securities legislation and the rules and policies of the TSX Venture Exchange. In addition, such Securities will not be transferable or saleable until April 21, 2023, being that date that is 6 months and one day following the closing of the Private Placement in addition to any resale and transfer restrictions under applicable securities laws and stock exchange policies.

“We are pleased to have the continued support from the investment community as we execute on our business plan and look forward to continued momentum as we grow and innovate,” said Julia Stamberger, CEO and Co-Founder of Planting Hope. “In a little under a year as a public company, we have introduced more than 35 new products and flavors across our brand portfolio, expanded our total distribution points to over 50,000 placements in North America, acquired and grown our RightRice® product line, and have reported multiple successive quarters of record revenue growth. Plant-based products are here to stay, and products like plant-based milks are continuing to grow rapidly with consumers, retailers, and foodservice. We are thrilled to be at the forefront with our Hope and Sesame® Sesamemilk, a unique category-disrupting breakthrough product in sustainability, performance, and great taste, which has been recognized with eight industry awards for performance, taste and innovation. We continue to deliver on our mission to deliver more nutritious, more sustainable, and more delicious plant-based and plant-friendly food and beverages.”

In consideration for arranging the Private Placement, the Company paid finder’s fees of \$157,860 in cash. The proceeds from the sale of Convertible Debentures under the Private Placement will be used for general working capital.

Certain directors and officers of the Company have acquired Convertible Debentures for an aggregate Base Principal of C\$30,000 (with Face Value of C\$33,600) under the Private Placement. Accordingly, the Private Placement is to that extent a “related party transaction” as defined under Multilateral Instrument 61-101 (“MI 61-101”). The transaction is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as neither the fair market value of any shares issued to, or the consideration paid by such persons will exceed 25% of the Company's market capitalization. The completion of any additional tranche(s) of the Private Placement is subject to the approval of the Exchange. The Company anticipates closing of such tranche(s) as soon as practicable subject to receipt of all necessary regulatory approvals.

About The Planting Hope Company Inc.

Planting Hope develops, launches, and scales uniquely innovative plant-based and planet-friendly food and beverage brands. Planting Hope's award-winning and cutting-edge products fill key unmet needs in the skyrocketing plant-based food and beverage space. The Planting Hope brand family includes award-winning Hope and Sesame® Sesamemilk and Barista Blend Sesamemilk, Sesamilk™ creamers, RightRice® Veggie Rice, Mozaics™ Real Veggie Chips, and Veggicopia® Veggie Snacks. Founded by experienced food industry entrepreneurs, Planting Hope is a women-managed and woman-led company focused on nutrition, sustainability, and diversity. For more information visit: www.plantinghopecompany.com

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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 disclosure in this release, including the expected use of proceeds of the Private Placement, constitutes forward-looking statements that are subject to numerous risks, uncertainties and other factors outside of the Company's control that may cause future results to differ materially from those expressed or implied in such forward-looking statements. In preparing the forward-looking statements in this news release, the Company has applied several material assumptions, including, but not limited to, the assumption that all conditions precedent to the completion of the Private Placement will be satisfied in a timely manner; that general economic and business conditions will not change in a materially adverse manner; and that the Company will be able to raise additional funds on reasonable terms. Although the management of the Company believes that the assumptions made and the expectations represented by such statements are reasonable, there can be no assurance that any forward-looking statement herein will prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements. The Company expressly disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise.