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**MANIFESTSEVEN ANNOUNCES REFINANCING OF H3O NOTE AND SHARES FOR SERVICES
ISSUANCES**

IRVINE, Calif. – January 11, 2021 – [ManifestSeven Holdings Corporation](#) (formerly P&P Ventures Inc.) (“**M7**” or the “**Company**”) announces that its wholly-owned subsidiary, M7 Regulated Inc. (“**M7R**”), has entered into an amendment (the “**H3O Note Amendment**”) that amends the terms of a convertible secured promissory note (the “**H3O Note**”) issued to the sellers (the “**H3O Sellers**”) in connection with M7R’s acquisition of 80% of the issued and outstanding equity securities of Health Healing Holistic Options, Inc. (“**H3O**”), which operates under the trade name “Weden” and conducts cannabis retail and delivery operations out of the Company’s dispensary in Santa Ana, California.

Pursuant to the H3O Note Amendment, the principal amount remaining under the H3O Note has been reduced from \$5,750,000 (USD) to \$772,083.33 (USD), and the H3O Note, as amended, carries an annual interest rate of 18% until its maturity date on January 1, 2022 (the “**H3O Note Term**”). The H3O Note is convertible into the Company’s subordinate voting shares (“**Shares**”), at the discretion of the H3O Sellers during the H3O Note Term, at a price equal to the higher of (i) \$1.00 (USD) per Share or (ii) a 20% discount to the volume-weighted average price of Shares for the ten trading days immediately preceding the conversion date. In consideration of the H3O Note Amendment, the Company has agreed to issue to the H3O Sellers 321,250 Shares at a deemed price of \$0.35 (CAD) per share.

Additionally, M7R and H3O have issued a secured promissory note in the aggregate principal amount of \$4,750,000 to a third-party private lender (the “**Lender**”), which carries an annual interest rate of 18% until its maturity date on January 1, 2022 (the “**Secured Promissory Note**”). The maturity date of the Secured Promissory Note may be extended by twelve additional months upon the satisfaction of certain conditions and the payment of an extension fee equal to 1% of the then outstanding principal balance. The Company has executed the Secured Promissory Note as guarantor. The Secured Promissory Note is secured by a pledge and security agreement entered into among M7R, H3O, and the Lender, which provides the Lender with a first priority security interest in all assets of H3O and all equity securities of H3O owned by M7R. The net proceeds of the Secured Promissory Note were used to partially pay down the H3O Note.

Pursuant to the terms of agreements entered into by a wholly-owned subsidiary of the Company and certain service providers of the Company, the Company shall issue a total of 446,022 Shares to arm’s length third parties at deemed prices ranging between \$0.3613 (CAD) and \$0.41 (CAD) per Share.

ABOUT MANIFESTSEVEN:

ManifestSeven is the first integrated omnichannel platform for legal cannabis, merging compliant distribution with a retail superhighway. M7, headquartered in Irvine, California, services the needs of lawful operators across the supply chain, from the cultivator to the consumer, through an expansive network of four facilities stretching from the San Francisco Bay Area to San Diego. M7 further augments its business-to-business value proposition with a growing portfolio of owned and operated retail operations located in major metro markets, including brick-and-mortar dispensaries, local on-demand delivery services, e-commerce, and subscription offerings.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION AND STATEMENTS:

This press release contains “forward-looking information” within the meaning of applicable Canadian securities legislation. Such forward-looking information and forward-looking statements are not representative of historical facts or information or current condition, but instead represent only the Company’s beliefs and assumptions regarding future events, plans or objectives, many of which, by their nature, are inherently uncertain and outside of the Company’s control. This forward-looking information is based on certain assumptions made by management and other factors used by management in developing such information.

Although the Company believes that the assumptions and factors used in preparing, and the expectations contained in, the forward-looking information and statements are reasonable, undue reliance should not be placed on such information and statements, and no assurance or guarantee can be given that such forward-looking information and statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information and statements. Factors that could cause the actual results to differ materially from those in forward-looking statements include the continued ability of the Company to meet its obligations under the H3O Note, further amendments to the H3O Note, the Secured Promissory Note, regulatory actions, market prices, and continued availability of capital and financing, and general economic, market or business conditions. The forward-looking information and forward-looking statements contained in this press release are made as of the date of this press release, and the Company does not undertake to update any forward-looking information and/or forward-looking statements that are contained or referenced herein, except in accordance with applicable securities laws. All subsequent written and oral forward-looking information and statements attributable to the Company or persons acting on its behalf are expressly qualified in its entirety by this notice.

The securities of the Company referred to in this press release have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws. Accordingly, the securities of the Company may not be offered or sold within the United States unless registered under the U.S. Securities Act and applicable state securities laws or pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws. This press release does not constitute an offer to sell or a solicitation of any offer to buy any securities of the Company in any jurisdiction in which such offer, solicitation or sale would be unlawful.

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