

# Plant & Co

February 12, 2021

Canadian Securities Exchange  
First Canadian Place  
100 King Street West, Suite 7210  
Toronto, Ontario M5X 1E1

Dear Sirs/Mesdames:

Re: Plant&Co Brands Ltd. (the “**Company**”) Asset Acquisition

This letter is written in connection with the listing of an additional 29,300,000 common shares of the Company on the Canadian Securities Exchange (the “**CSE**”). Reference is made to the Amalgamation Agreement dated November 25, 2020 (the “**Agreement**”), among the Company, Plant & Co Brands Group Inc. (“**Subco**”) and Holy Crap Brands Group Inc. (“**HCB**”) pursuant to which the Company agreed to acquire all of the issued and outstanding shares of HCB (the “**Transaction**”). The Transaction closed on February 12, 2021 and Subco, a wholly-owned subsidiary of the Company, amalgamated with HCB, and the amalgamated company became a wholly-owned subsidiary of the Company. As consideration for the acquisition of HCB, the Company issued an aggregate of 29,300,000 common shares of the Company (“**Consideration Shares**”) at a deemed price of \$0.25 per Share to the former shareholders of HCB (the “**Vendors**”), and the common shares of HCB were cancelled. Also under the Agreement, all 4,000,000 outstanding common share purchase warrants of HCB (“**HCB Warrants**”) were exchanged for common share purchase warrants of the Company (“**Consideration Warrants**”), on a one-for-one basis. Each Consideration Warrant entitles the holder thereof to purchase one common share of the Company at a price of \$0.40 per share “**Warrant Shares**”), and otherwise on substantially the same terms as the HCB Warrants, and the HCB Warrants were cancelled. The Consideration Shares, Consideration Warrants and Warrant Shares are referred to herein as, the “**Transaction Securities**”.

In connection with the above, please find enclosed a Certificate of Compliance (CSE Form 6). The Company has posted the Notice of Proposed Issuance of Listed Securities (CSE Form 9) on its CSE profile.

Yours truly,

s/ “*Shawn Moniz*”

Shawn Moniz  
Chief Executive Officer