

## **Green Rise Approves and Completes Issue of \$1.2 Million Non-Convertible Secured Notes**

Toronto, Ontario (Newsfile Corp. – August 29, 2024 – **Green Rise Foods Inc.** (TSX-V: GRF and “Green Rise” or the “Corporation”) today announced that the Corporation issued to three directors of the Corporation, Messrs. Vincent Narang, Enrico Paolone and Stanley Thomas, or family corporations controlled by them or with which they have a relationship (each a “Lender” and collectively, the “Lenders”), an aggregate of \$1.2 million of non-convertible promissory notes (each a “Note” and collectively, the “Notes”) evidencing separate loans to such persons in the principal amount of \$400,000 each (each a “Loan” and collectively the “Loans”).

Loans will be secured by separate general security agreements charging personal property of the Corporation (each a “GSA” and collectively the “GSAs”). There will be no equity securities, warrants, finder fees, loan bonuses or commissions issued in association with this issue of the Notes. The security under the Notes will, however, be subordinated in priority to prior security interests held by senior creditors, including the Royal Bank of Canada (“RBC”) and the indebtedness under the Notes will be postponed to indebtedness under the RBC loans.

The Loans, for which the principal amounts were advanced by the Lenders prior to August 1, 2024, will bear interest at 8.31% per annum from the date of advance calculated and paid monthly, provided the Corporation is in compliance with its Banking agreements and obligations, with the principal to be paid at maturity on June 30, 2026, provided that such payment of principal is no longer subject to postponement in favor of RBC, or the latter has consented to such payment. The Corporation, if and when authorized by RBC, would also have the option, from time to time, to repay any principal amount owing under the Notes and any unpaid interest thereon on or before maturity.

Since the transactions are “related party transactions” under *Multilateral Instrument 61-101 – Protection of Minority Security Holder’s in Special Transactions* (“MI 61-101”) or because a director participating in the transaction is otherwise interested in the transaction pertaining to him, the Board of Directors had previously authorized the remaining independent directors who are not interested in the transactions and do not have a conflict of interest (the “Independent Committee”), to review and assess the Loans and related documentation and next steps. However, participation by the related parties in the transactions will be exempt from the formal valuation and minority shareholder approval requirements under applicable Canadian securities laws.

Notice was given to the TSX-V and it has formally provided notice to the Corporation that it does not object to the transactions.

The Independent Committee today formally authorized, ratified and approved, on behalf of the Board and the Corporation, the transactions, including the Notes, the GSAs, a RBC Consent to the transactions, Postponements pertaining to each of the Loans and related documents, and all disinterested members of the Board of Directors have separately ratified and approved the Loans of others.

The issue of the Notes is exempt from the prospectus requirements of applicable securities laws in reliance upon the “accredited investor” exemption of *National Instrument 45-106* (“NI 45-106”). The Notes will be subject to a four-month hold period in accordance with applicable securities laws and the rules of the TSX-V but, in any event, are not assignable without the consent of the Corporation (and are thereby effectively non-tradable).

The proceeds of the Notes will be used in the ordinary course to reduce indebtedness under the RBC operating line.

**Contact Information**

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**Forward-Looking Statements**

This news release contains "forward-looking information" within the meaning of applicable securities laws. Any such forward-looking statements may be identified by words such as "expects", "anticipates", "believes", "projects", "plans" and similar expressions. Readers are cautioned not to place undue reliance on forward-looking statements. Actual results and developments may differ materially from those contemplated by these statements depending on, among other things, the risks that the parties will not proceed with the transactions, that the ultimate terms of the transactions will differ from those that currently are contemplated, and that the transactions will not be successfully completed for any reason (including the failure to obtain the required approvals or clearances from regulatory authorities). The statements in this news release are made as of the date of this release. Green Rise undertakes no obligation to update any such forward-looking statements if circumstances or management's estimates or opinions should change except as required by applicable securities laws. The reader is cautioned not to place undue reliance on any such forward-looking statements. Green Rise undertakes no obligation to comment on analyses, expectations or statements made by third parties in respect of Green Rise or its financial or operating results or (as applicable), its securities