



INDIVA™
OUR ROOTS RUN DEEP

INDIVA GRANTS INCENTIVE STOCK OPTIONS AND ANNOUNCES INTEREST PAYMENT ON DEBENTURES

LONDON, Ontario – December 31, 2020: Indiva Limited (the “**Company**” or “**Indiva**”) (TSXV:NDVA) (OTCQX:NDVAF), the leading Canadian producer of cannabis edibles, is pleased to announce that the Company has granted 630,000 incentive stock options (the “**Options**”) to certain employees and an executive officer. The Options have an exercise price of \$0.30 per share and will be valid until December 30, 2025. The Company’s Stock Option Plan allows for issuances of up to 10% of issued and outstanding share capital in the form of incentive stock options. As a result of the grant, the company has a total of 8,158,333 stock options issued, representing approximately 7% of the issued and outstanding share capital.

The Company is also pleased to announce it has entered into shares for debt agreements, to satisfy an aggregate of \$45,750 (“**Debt**”) in relation to accrued but unpaid portions of the interest payments outstanding (“**Interest**”) under certain convertible debentures of the Company issued in Q4 2019 and Q1 2020 (the “**Debentures**”). The Debt will be satisfied by the issuance of common shares (“**Shares**”) of the Company. The creditors include certain related parties of the Company, including John A Marotta, a director of the Company, Andre LaFleche, a director of the Company, Niel Marotta, the CEO and a director of the Company and Jennifer Welsh, the CFO of the Company (collectively, the “**Related Parties**”). Every other creditor is an arm's length party who subscribed for convertible debentures of the Company.

An aggregate of 183,000 Shares at a deemed price of \$0.25 per Share are proposed to be issued to the creditors which includes an aggregate of 152,000 Shares to be issued to the Related Parties. An aggregate of 100,000 Shares are proposed to be issued to John A Marotta, a director of the Company, representing the extinguishment of \$25,000 in Interest amounts owing. An aggregate of 40,000 Shares are proposed to be issued to Andre LaFleche, a director of the Company, representing the extinguishment of \$10,000 in Interest amounts owing. An aggregate of 10,000 Shares are proposed to be issued to the Company's CEO, Niel Marotta representing the extinguishment of \$2,500 in Interest amounts owing. An aggregate of 2,000 Shares are proposed to be issued to the Company's CFO, Jennifer Welsh representing the extinguishment of \$500 in Interest amounts owing.

The Company offered all Debenture holders the opportunity to elect to receive common shares of the Company in lieu of a cash payment for the Interest in order to preserve its cash for development of its business. The Shares will be issued upon acceptance by the TSX Venture Exchange. The Shares issued pursuant to the shares for debt agreements will be subject to a four month plus one day hold period pursuant to the policies of the TSX Venture Exchange.

The shares for debt transaction involving the Related Parties will constitute a “related party transaction” under Multilateral Instrument 61-101 - *Protection of Minority Securityholders in Special Transactions* (“**MI 61-101**”). However, the issuance is exempt from: (i) the valuation requirement of MI 61-101 by virtue of the exemption contained in Section 5.5(b), as the shares into which the Units are convertible are not listed on a market specified in MI 61-101, and (ii) from the minority shareholder approval requirement of MI 61-101 by virtue of the exemption contained in Section 5.7(1)(a) of MI 61-101, as the fair market value of the Shares does not exceed 25% of the Company’s market capitalization. The participation by the Related Parties in

the shares for debt transactions has been approved by directors of the Company who are independent in connection with such transaction.

COVID-19

Government and private entities are still assessing the present and future effects of the COVID-19 pandemic. Indiva has continued to operate with enhanced health and safety protocols in place to protect its employees. The Company continues to assess the customer, supply chain, and staffing implications of COVID-19 and is committed to making continuous adjustments to minimize disruption and impact. Indiva will remain proactive in its response to the pandemic and compliant with any and all provincial and/or federal policy enacted to protect Canadians.

ABOUT INDIVA

Indiva sets the standard for quality and innovation in cannabis. As a Canadian licensed producer, Indiva creates premium pre-rolls, flower, capsules, and edible products and provides production and manufacturing services to peer entities. In Canada, Indiva produces and distributes the award-winning Bhang® Chocolate, Wana™ Sour Gummies, Ruby® Cannabis Sugar, Sapphire™ Cannabis Salt, Artisan Batch, and other *Powered by INDIVA™* products through license agreements and partnerships. Click here to connect with Indiva on [LinkedIn](#), [Instagram](#), [Twitter](#) and [Facebook](#), and [here to find more information on the Company and its products](#).

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DISCLAIMER AND READER ADVISORY

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) has in any way passed upon the merits of the contents of this press release and neither of the foregoing entities accepts responsibility for the adequacy or accuracy of this release or has in any way approved or disapproved of the contents of this press release.

Certain statements contained in this press release constitute forward-looking information. These statements relate to future events or future performance. The use of any of the words “could”, “intend”, “expect”, “believe”, “will”, “projected”, “estimated” and similar expressions and statements relating to matters that are not historical facts are intended to identify forward-looking information and are based on the parties’ current belief or assumptions as to the outcome and timing of such future events. Actual future results may differ materially. In particular, this release contains forward-looking information relating to the approval of the TSX Venture Exchange of the transactions contemplated herein. All such statements involve substantial known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to vary from those expressed or implied by such forward-looking statements. Forward-looking statements reflect current expectations regarding future events and operating performance and speak only as of the date of this news release. Forward-looking statements involve significant risks and uncertainties, they should not be read as guarantees of future performance or results. A number of factors could cause actual results to differ materially from the results discussed in the forward-looking statements, including, but not limited to, the Company satisfying the conditions for TSX Venture Exchange approval of the transactions herein. Although the forward-looking statements contained in this news release are based upon what management believes are reasonable assumptions on the date of this news release, the Company cannot assure investors that actual results will be consistent with these forward-looking statements.

None of the Securities have been or will be registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the securities, in any jurisdiction in which such offer, solicitation or sale would require registration or otherwise be unlawful.