



Pender Growth Fund Inc.

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NEWS RELEASE

FOR IMMEDIATE RELEASE

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Pender Growth Fund Announces Purchase of GreenSpace Brands Debt

VANCOUVER, B.C. Pender Growth Fund Inc. (TSXV: PTF) ("**Pender Growth Fund**" or the "**Company**") announces today that it has entered into a purchase and sale agreement to acquire approximately \$1M in debt of GreenSpace Brands Inc. (TSXV: JTR) ("**GreenSpace**").

Under the terms of the purchase and sale agreement, the Company will take assignment of certain rights and interest in a loan agreement (including certain security granted thereunder) between GreenSpace, as borrower, and Primary Capital Inc. ("**Primary**"), as the administrative and collateral agent for a syndicate of lenders. Pender Growth Fund will acquire \$694,633.35 of the outstanding principal amount including fees advanced under the loan agreement, plus an additional \$336,543.49 in accrued and unpaid interest, for a purchase price of \$800,000.

The Company, together with other entities managed by PenderFund Capital Management Ltd., beneficially owns or controls, directly or indirectly, common shares representing 32.8% of the issued and outstanding common shares of GreenSpace (on a non-diluted basis). As a result of this ownership, the transaction is a "related party transaction" under *Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). The Company relied on the exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 contained in Sections 5.5(a) and 5.7(1)(a) of MI 61-101 as the Company is listed on the TSXV and neither the fair market value (as determined under MI 61-101) of the subject matter of, nor the fair market value of the consideration for, the transaction, exceeds 25% of the Company's market capitalization (as determined under MI 61-101).

Completion of the transaction is subject to receipt of the approval of the TSX Venture Exchange.

About Pender Growth Fund Inc.

Pender Growth Fund Inc. is an investment company with the objective of achieving long-term capital appreciation for its investors. The company utilizes its small capital base and long-term horizon to invest in unique investments; primarily small cap, special situations, and illiquid public and private companies. The company trades on the TSX Venture Exchange under the symbol "PTF".

Please visit www.pendergrowthfund.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 Information

This news release contains forward-looking statements (within the meaning of applicable securities laws) relating to Pender's proposed acquisition of certain GreenSpace debt. Forward-looking statements are identified by words such as "believe", "anticipate", "project", "expect", "intend", "plan", "will", "may", "estimate" and other similar expressions. These statements are based on Pender's expectations and conditions relating to the completion of the proposed acquisition. The forward-looking statements in this news release are based on certain assumptions; they are not guarantees and involve risks and uncertainties that are difficult to control or predict. 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 receipt of approval of the transaction from the TSX Venture Exchange. There can be no assurance that forward-looking statements will prove to be as accurate as actual outcomes and results may differ materially from those expressed in these forward-looking statements. Readers, therefore, should not place undue reliance on any such forward-looking statements. Further, these forward-looking statements are made as of the date of this news release and, except as expressly required by applicable law, the company assumes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.