TERM SHEET

GREENSPACE BRANDS INC.
JANUARY 26, 2016

A second amended and restated preliminary prospectus dated January 26, 2016 containing important information relating to the securities described in this document has been filed with the securities regulatory authorities in each of the provinces of Canada, other than Quebec. A copy of the second amended and restated preliminary prospectus, and any amendment, is required to be delivered with this document.

The second amended and restated preliminary prospectus is still subject to completion. There will not be any sale or any acceptance of an offer to buy the securities until a receipt for the final prospectus has been issued.

This document does not provide full disclosure of all material facts relating to the securities offered. Investors should read the preliminary prospectus, the second amended and restated preliminary prospectus, the final prospectus and any amendment for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision.

Any terms not defined herein have those meanings as given to them in the second amended and restated preliminary prospectus.

Issuer:	GreenSpace Brands Inc. ("**GreenSpace**" or the "**Company**")
Offering:	9,315,000 units of the Company (the "**Units**"). Each Unit consists of one common share ("**Common Share**") and one-half of one common share purchase warrant ("**Warrant**", and together with the Units and Common Shares, the "**Offered Securities**"), each whole Warrant entitling the holder to purchase one Common Share ("**Warrant Share**") at a price of $1.20 per Warrant Share for a period of 36 months following the Closing Date.
Issue Price:	$0.90 per Unit (the "**Issue Price**").
Offering Size:	$8,383,500, prior to any exercise of the Over-Allotment Option.
Over-Allotment Option	The Company agrees to grant the Underwriters an option (the "**Over-Allotment Option**"), exercisable by the Underwriters at any time, in whole or in part, for a period of 30 days from and including the Closing Date, to purchase any combination of additional Units, Common Shares, and/or Warrants that is equal to 15% of the number of securities sold under the Offering.
Offering Basis	Underwritten deal under an amended and restated preliminary short form prospectus relating to the Offering filed by the Company with the Ontario Securities Commission (in its capacity as the designated and principal jurisdiction under the passport system) and with each of the securities regulatory authorities in all other provinces except Quebec using the short form prospectus distribution system as provided in National Policy 11-202 - *Process for Prospectus Reviews in Multiple Jurisdictions* and National Instrument 44-101 - *Short Form Prospectus Distributions*.

Selling Jurisdictions:	All of the Provinces of Canada other than Quebec.
Use of Proceeds:	The net proceeds of the Offering will be used to complete the first stage of the acquisition of Central Roast Inc. ("**Central Roast**"), for working capital, and general corporate purposes. The purchase of Central Roast will be completed in two stages, with 70% of the equity ownership to be acquired in the first stage and 30% equity ownership to be acquired in a second stage. During the interim period between acquisition dates 100% of the income or loss of Central Roast will be attributed to GreenSpace.
Eligibility:	The Common Shares, Warrant Shares and Warrants will be eligible for RRSPs, RESPs, RRIFs, TFSAs, RDSPs or DPSPs.
Listing:	Subject to applicable TSXV rules, the Company shall use commercially reasonable efforts to obtain all necessary approvals to list the Common Shares, the Warrants, and the Warrant Shares and the Common Shares underlying the Broker Warrants (as defined below) on the TSXV on the Closing Date, which listing shall be conditionally approved prior to the Closing Date.
Commission:	The fees payable to the Underwriters will consist of: a. commission equal to 6.0% of the gross proceeds of the Offering, including any proceeds raised upon the exercise of the Over-Allotment Option (as defined herein) and any President's List orders that are in each case equal to or less than $150,000, but excluding any President's List orders that are in each case over $150,000, such orders shall have a commission of 3.5% applied to them (the "**Underwriting Fee**") and excluding certain other orders which will not have any Underwriting Fee; and b. broker warrants ("**Broker Warrants**") equal to 6.0% of the number of Offered Securities issued in respect of the Offering, including those Offered Securities issued in respect of the Over-Allotment Option and including any Offered Securities issued with respect to President's List orders that are in each case equal to or less than $150,000, but excluding those Offered Securities issued to President's List subscribers where in each case such persons subscribe for over $150,000 of Offered Securities, for which Broker Warrants equal to 3.5% of the number of Offered Securities shall be issued and excluding certain other orders for which no Broker Warrants will be issued (the Broker Warrants, together with the Underwriting Fee, the "**Underwriters' Compensation**"). "**President's List**" shall mean orders of: (i) the principals, (ii) existing shareholders of the Company, or (iii) originating from the principals of the Company. Each Broker Warrant will be exercisable for one Common Share for a period of 24 months following the Closing Date at the Issue Price.
Closing Date:	On or about February 11, 2016 or on such earlier or later date as the Underwriters and the Company may mutually agree (the "**Closing Date**").

The Units, the Common Shares, the Warrants, and the Broker Warrants have not been and will not be registered under the U.S. Securities Act or any state securities laws, and, subject to certain exemptions from registration, may not be offered or sold in the United States or to, or for the account or benefit of, U.S. Persons (as defined in Regulation S under the U.S. Securities Act).