PeakBirch Commerce Execution of Definitive Agreement Regarding Acquisition of VAPED

Vancouver, Canada, February 27, 2023 – PeakBirch Commerce Inc. (formerly PeakBirch Logic Inc.) (CSE: PKB) (FSE: KYH2) (OTCQB: PKBFF) ("**PeakBirch**" or the "**Company**") is pleased to announce that it has signed an asset purchase agreement dated February 23, 2023 (the "**APA**") with Kiaro Brands Inc. ("**KBI**") and Kiaro Digital Ltd., pursuant to which, the Company will acquire the assets used in connection with the e-commerce herbal vaporizers and accessories retail business (the "**Business**") operated by KBI indirectly through 8651159 Canada Inc. (formerly Sculthorp SEO Inc.) and Kiaro Australia Pty Ltd.

Pursuant to the terms and conditions of the APA, the Company will purchase all of the issued and outstanding shares of 8651159 Canada Inc. (formerly Sculthorp SEO Inc.) and Kiaro Australia Pty Ltd. and the domain names used in connection with the Business under the brand names "Vaped" and "Vaporizer Direct" (being Vaped.com and Vaped.ca). The purchase price for the acquisition is $250,000, payable on the closing of the transaction in cash. The expected closing date is June 30, 2023.

The APA contains conditions to closing and representations and warranties customary for transactions of this nature. In addition, Kiaro Holdings Corp., the parent company to KBI, will be seeking approval of its shareholders of the transaction contemplated by the APA and the closing of the transaction is subject to such shareholder approval.

About PeakBirch Commerce Inc.

Peakbirch is a multi-brand management company providing services & related products to the cannabis industry that believes its strong focus on and investment in marketing, brand, education to help customers make sound purchasing decision, strategic brand partnerships, and a delivery software technology will create a business with the potential to generate a significant and sustained return on invested capital over the long-term.

Cautionary Note Regarding Forward-Looking Information and Statements

This news release contains statements that may constitute "forward-looking information" within the meaning of applicable Canadian securities legislation. The use of words such as "may", "would", "could", "will", "likely", "believe", "expect", "anticipate", "intend", "plan", "estimate" and similar words and the negative form thereof are used to identify forward-looking statements. In this news release, forward-looking statements relate, among other things, to: completion of the APA, timeline of closing of the APA and the satisfaction of any conditions precedent to the APA. Forward-looking statements should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether, or the times at or by which, such future performance will be achieved. No assurance can be given that any events anticipated by the forward-looking information will transpire or occur. Forward-looking information is based on information available at the time and/or management's good-faith belief with respect to future events and are subject to known or unknown risks, uncertainties, assumptions and other unpredictable factors, many of which are beyond the Company's control. These risks, uncertainties and assumptions include, but are not limited to, the risk that regulators may not approve the APA, other conditions precedent may not be satisfied, the results of due diligence may not be as expected, as well as those risks described in the Company's filing statement and other filings of the Company filed with the securities regulatory authorities, which have been filed on the Company's profile on SEDAR at www.sedar.com, and could cause actual events or results to differ materially from those projected in any forward-looking statements. Accordingly, readers should not place undue reliance on the forward-looking statements and information contained in this news release. The Company does not intend, nor undertake any obligation, to update or revise any forward-looking information contained in this news release to reflect subsequent information, events or circumstances or otherwise, except if required by applicable laws.

For further information:

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