

Odd Burger Signs Letter of Intent to Open 150 locations in India and Singapore and Provides Corporate Update

LONDON, ON, May 10, 2023 /CNW/ - Odd Burger Corporation ("Odd Burger" or the "Company") (TSXV: ODD) (OTCBQ: ODDAF) (FSE: IA9) is pleased to announce it has signed a non-binding letter of intent ("LOI") with 14728696 Canada Inc. o/a Earthlings Canada Inc. (the "Developer") to open 145 locations in India and 5 locations in Singapore over a period of 10 years.



Famous Burger from Odd Burger. (CNW Group/Odd Burger Corporation)

The Developer group is led by Utsang Desai, a director of the Company, and an experienced QSR developer and Odd Burger board member. In addition to its Canadian operations, the group has a local presence in the Indian/Singapore market, which is expected to accelerate Odd Burger's growth in those regions. The group plans on opening a corporate flagship location in Mumbai, India by the end of 2023, which will serve as a model store for the territory.

"The growth opportunity in the Indian market is significant," says James McInnes, CEO and Co-Founder of Odd Burger. "It is estimated that there are 574 million people that follow a meat-free diet in India, with 126 million of those adhering to a vegan diet. The local connections and knowhow gained through our partnership with the Developer group will help us service this large and growing market."

"We expect there to be tremendous excitement when we launch Odd Burger in the Indian market," says Utsang Desai. "The market is craving an industry-leading brand like Odd Burger to provide a vision for a sustainable future and to make plant-based eating more accessible."

The terms of the agreement include a 50% split of all royalties and franchise fees collected in the territory with Odd Burger, as well as a 2.5% contribution to the Odd Burger advertising fund. The definitive agreement is expected to close on or before May 31st, 2023, upon which the Developer is expected to acquire the Master Franchise rights to both India and Singapore as well as the right of first refusal to purchase additional territories in other South-East Asian countries including Australia and New Zealand.

For information about franchise operations in India, please contact:

Utsang Desai at utsang@oddburger.com

Corporate Store Transition to Franchise Operators

Odd Burger has started the process of transitioning its corporately owned restaurant locations to franchise operators. This transition will allow the Company to focus on growth through strategic acquisitions and continuing to expand its franchise model. Odd Burger has signed a Consulting Agreement with Starke Corporation to act as its exclusive advisor to sell 6 corporate-owned Odd Burger locations to franchise operators. Odd Burger is expected to realize net proceeds of CAD \$1.5M in cash from the sale, after commissions.

Starke Corporation currently holds the Odd Burger franchise development rights for Ontario and has a vested interest in finding qualified and driven franchisees to take over the Company's corporate-owned locations. In connection with the Consulting Agreement, Odd Burger will issue Starke Corporation 1,800,000 stock options at a price of \$0.15, which will vest in tranches of 300,000 options as each location is sold. Starke Corporation will have 18 months to complete the sale, whereon any unexecuted options will expire, and unsold locations will continue to be operated by Odd Burger. Odd Burger has corporate-owned locations in London, Hamilton, Waterloo, Vaughan, Toronto and Whitby.

For information about purchasing a location, please contact:

Prashant Dalal at pdalal@oddburger.com

Issuance of Stock Options to the Board of Directors

Odd Burger is pleased to announce that it has issued 150,000 stock options at a price of \$0.15 to all Odd Burger board members and its corporate secretary, Trevor Wong-Chor. The board of directors is comprised of James McInnes (Chairman), Vasiliki McInnes, Edward (Ted) Sehl, Michael Fricker, Utsang Desai, Francois Arbour and Marc Goodman. The stock options shall vest in 1/3 increments on each of the 12, 24 and 36 month anniversaries of grant.

Officers of the company are comprised of James McInnes (President and CEO), Ted Sehl (CFO), Vasiliki McInnes (COO) and Trevor Wong-Chor (Corporate Secretary).

Required Early Warning Disclosure and Related Party Considerations

Immediately prior to the issuance of stock options, James McInnes owned and exercised control over an aggregate of 22,417,857 common shares, 1,699,479 stock options and 892,857 warrants, representing an interest of approximately 24.5% of the issued and outstanding voting securities of the Company on a non-diluted basis and 26.6% of the issued and outstanding securities of the Company assuming conversion of the options and exercise of the warrants.

As a result of the Offering, James McInnes will own and exercise control over an aggregate of 22,417,857 common shares, 1,849,479 stock options and 892,857 warrants representing approximately 24.5% of the issued and outstanding voting securities of the Company on a non-diluted basis and 26.7% of the issued and outstanding securities of the Company, assuming conversion of the options and exercise of the warrants.

Immediately prior to the issuance of stock options, Vasiliki McInnes owned and exercised control over an aggregate of 22,417,857 common shares, 1,699,479 stock options and 892,857 warrants, representing an interest of approximately 24.5% of the issued and outstanding voting securities of the Company on a non-diluted basis and 26.6% of the issued and outstanding securities of the Company assuming conversion of the options and exercise of the warrants.

As a result of the Offering, Vasiliki McInnes will own and exercise control over an aggregate of 22,417,857 common shares, 1,849,479 stock options and 892,857 warrants representing approximately 24.5% of the issued and outstanding voting securities of the Company on a non-diluted basis and 26.7% of the issued and outstanding securities of the Company, assuming conversion of the options and exercise of the warrants.

James McInnes and Vasiliki McInnes acquired the stock options for investment purposes only and intend to review their holdings on a continuing basis and such holdings may be increased or decreased in the future. A copy of the Form 62-103F1 – Early Warning Report filed in connection with this disclosure may be found on www.SEDAR.com.

Such participation is considered a related party transaction within the meaning of Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The related party transaction will be exempt from minority approval and valuation requirements pursuant to the exemptions contained in Section 5.5(a) and 5.7(1)(a) of MI 61-101, as neither the fair market value of the securities to be issued nor the consideration to be paid by insiders will exceed 25% of the Company's market capitalization.

About Odd Burger Corporation

Odd Burger Corporation is a chain of company-owned and franchised vegan fast-food restaurants as well as a food technology company that manufactures and distributes a proprietary line of plant-based protein and dairy alternatives to its locations. Odd Burger restaurants operate as smart kitchens, which use state-of-the art cooking technology and automation solutions to deliver a delicious food experience to customers craving healthier and more sustainable fast food. With small store footprints optimized for delivery and takeout, advanced cooking technology, competitive pricing, a vertically integrated supply chain along with healthier ingredients, Odd Burger is revolutionizing the fast-food industry by creating guilt-free fast food. Odd Burger Corporation is traded on the TSX Venture Exchange under the symbol ODD and on the OTCQB under the symbol ODDAF. For more information visit <https://www.oddburger.com>.

Forward-Looking Information

This news release contains forward-looking information for the purpose of providing information about management's current expectations and plans relating to the future. Readers are cautioned that reliance on such information may not be appropriate for other purposes. Any such forward-looking information may be identified by words such as "proposed", "expects", "intends", "may", "will", and similar expressions. Forward looking information contained or referred to in this news release includes statements relating to future restaurant openings, our India and Singapore prospects and growth opportunities, potential franchises and franchisees, the sale of stores, net proceeds from the sale of franchises, demand for our products and other similar statements. Forward-looking information is based on several factors and assumptions which have been used to develop such information, but which may prove to be incorrect including, but not limited to material assumptions with respect to the continued strong demand for the Company's products, the availability of sufficient financing on reasonable terms to fund the Company's capital requirements and the ability to obtain necessary equipment, production inputs and labour. Although the Company believes that the expectations reflected in such forward-looking information are reasonable, undue reliance should not be placed on forward-looking information because the Company can give no assurance that such expectations will prove to be correct. Risks and uncertainties that could cause actual results, performance or achievements of the Company to differ materially from those expressed or implied in such forward-looking information include, among others, negative cash flow and future financing requirements to sustain and grow operations, limited history of operations and revenues and no history of earnings or dividends, expansion of facilities, competition, availability of raw materials, dependence on senior management and key personnel, general business risk and liability, regulation of the food industry, change in laws, regulations and guidelines, compliance with

laws, unfavourable publicity or consumer perception, product liability and product recalls, risks related to intellectual property, difficulties with forecasts, management of growth and litigation, as well as the impact of, uncertainties and risks associated with the ongoing COVID-19 pandemic, many of which are beyond the control of the Company. For a more comprehensive discussion of the risks faced by the Company, please refer to the Company's Annual Information Form filed with Canadian securities regulatory authorities at www.sedar.com. The forward-looking information in this news release reflects the current expectations, assumptions and/or beliefs of the Company based on information currently available. Any forward-looking information speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking information, whether as a result of new information, future events or results or otherwise. The forward-looking information contained in this news release is expressly qualified by this cautionary statement.

Non-GAAP Measures

This news release may refer to certain non-GAAP measures. These measures are not recognized measures under IFRS, do not have a standardized meaning prescribed by IFRS, and are therefore unlikely to be comparable to similar measures presented by other companies. Rather, these measures are provided as additional information to complement those IFRS measures by providing further understanding of our results of operations from management's perspective. Accordingly, these measures should not be considered in isolation nor as a substitute for analysis of our financial information reported under IFRS. The TSX Venture Exchange has neither approved nor disapproved the contents of this news release. 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 news release

SOURCE Odd Burger Corporation

 View original content to download multimedia:
<http://www.newswire.ca/en/releases/archive/May2023/10/c9754.html>

%SEDAR: 00038059E

For further information: For any questions please contact Odd Burger investor relations at invest@oddburger.com

CO: Odd Burger Corporation

CNW 07:30e 10-MAY-23