

# Gabriella's Kitchen Announces the Successful Closing of Upsized Private Placement of Secured Convertible Debentures and Warrants

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CALGARY, March 3, 2019 /CNW/ - Gabriella's Kitchen Inc. ("**GABY**" or the "**Company**") (**CSE: GABY**), a market-leading cannabis wellness company, is pleased to announce that, further to its press release dated January 20, 2019, GABY has closed an upsized non-brokered private placement of 1,300 units ("**Units**") of the Company, citing strong investor demand, at a price of C\$1,000 per Unit, for aggregate gross proceeds of C\$1,300,000 (the "**Offering**").

As announced in the press release dated January 20, 2019, the net proceeds of the Offering will be used for general corporate purposes.

Each Unit is comprised of a secured convertible debenture in the principal amount of C\$1,000 ("**Debentures**") and 500 common share purchase warrants ("**Warrants**"). The Debentures accrue interest at a rate of 15% per annum and mature 2 years from the closing of the Offering (the "**Maturity Date**"). The principal amount of the Debentures, plus any accrued and unpaid interest thereon, are redeemable by the Company and retractable by the holder of the Debenture, at the option of such party, at anytime following 90 days from the date of issuance up to and including the Maturity Date. The holder of the Debenture also has the option to convert the principal amount of the Debentures, plus any accrued and unpaid interest thereon, at anytime following 90 days from the date of issuance up to and including the Maturity Date at the at the greater of: (i) C\$0.37; or (ii) the last closing price of the Company's common shares (the "**Common Shares**") on the Canadian Securities Exchange (the "**CSE**"). Each Warrant is exercisable at a price of C\$0.37 per Common Share for a period expiring 2 years from the closing of the Offering. The securities issued under the Offering are subject to a four-month and one-day hold period in accordance with Canadian securities laws.

Several directors and insiders as defined in Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"), participated in the Offering, either directly or indirectly, therefore the Offering constitutes a "related party transaction" within the meaning of MI 61-101. In its consideration and approval of the Offering, the board of directors of the Company determined that the Offering is exempt from the formal valuation and minority approval requirements of MI 61-101 on the basis that the fair market value of the Offering to related parties does not exceed 25% of the market capitalization of the Company, in accordance with Sections 5.5 and 5.7 of MI 61-101.

Closing of the Offering is subject to final approval of the CSE.

## About Gabriella's Kitchen

GABY is a US-focused, cannabis wellness company holding a manufacturing license and will hold a distribution license issued by the California Bureau of Cannabis Control upon closing of its acquisition of Sonoma Pacific Distribution, announced October 23, 2018. With these licenses, its existing infrastructure of major retailers and an extensive broker and distribution network, GABY is positioned to service mainstream grocery with CBD infused products, as well as licensed cannabis retailers with CBD and THC-infused edible and wellness products.

Margot and her sister Gabriella co-founded GABY, a wellness company, after Gabriella received a dire cancer diagnosis which spurred the sisters to prolong Gabriella's life through a holistic approach to health. Today, GABY is a wellness company with its own manufacturing infrastructure and a diverse range of products that use cannabis to address a variety of dietary and health concerns. Although Gabriella ultimately passed away from her illness, she lived exponentially longer than doctors predicted. Her memory and passion live on through GABY's mission: to empower people to live healthy lives without compromise.

To learn more, please visit the Company's website at [www.gabyinc.com](http://www.gabyinc.com).

## **Disclaimer and Forward-Looking Information**

*The Canadian Securities Exchange does not accept responsibility for the adequacy or accuracy of this release. Certain information set forth in this news release may contain forward-looking statements that involve substantial known and unknown risks and uncertainties, certain of which are beyond the control of Gabriella's Kitchen Inc. Forward-looking statements are frequently characterized by words such as "plan", "continue", "expect", "project", "intend", "believe", "anticipate", "estimate", "may", "will", "potential", "proposed" and other similar words, or statements that certain events or conditions "may" or "will" occur. These statements are only predictions. Readers are cautioned that the assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be imprecise and, as such, undue reliance should not be placed on forward-looking statements. Forward looking statements include, but are not limited to, the receipt of final approval of the CSE. The Company assumes no obligation to update forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable law.*

*The Oil Plant, Inc. ("TOP") is a wholly owned subsidiary of GABY. TOP owns cannabis license in California. Cannabis is legal in the State of California however cannabis remains illegal under United States ("U.S.") federal laws. The U.S. Department of Justice issued guidance in 2013 indicating that it will focus on certain enforcement priorities, outside of which it will generally not enforce federal prohibitions on cannabis in U.S. states that have authorized this conduct so long as the U.S. state has implemented a strong and effective regulatory program. This federal guidance is subject to change, rescission or alteration by other federal government policy pronouncements at any time. TOP's business is conducted in a manner consistent with the State law of California and is in compliance with regulatory and licensing requirements applicable in the State of California. However, the readers should be aware that change in federal guidance on enforcement actions could adversely affect TOP's ability to access private and public capital required in order to support continuing operations and its ability to operate in the U.S.*

## **Related Links**

[www.gabyinc.com](http://www.gabyinc.com)

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CO: Gabriella's Kitchen

