



Wildpack Announces Execution of Amended Loan Agreement with Sandton Capital Partners

May 23, 2023, VANCOUVER, BC, Wildpack Beverage Inc. (TSXV: CANS) (OTC PINK: WLDPF) ("**Wildpack**" or the "**Company**") today announces that it has entered into an amended and restated loan agreement (the "**A&R Loan Agreement**") with Sandton Credit Solutions Master Fund V, LP (the "**Lender**"), an affiliate of Sandton Capital Partners, L.P. ("**Sandton**"), via each of its wholly-owned subsidiaries, Thirsty Cat, LLC, Hungry Hippo Company, Wildpack Holdings U.S. Inc., K.T. Murray Corporation, CraftPac LLC, Wild Leaf Holdings U.S. LLC, Vertical Distilling LLC and Wild Leaf Ventures Group Nevada Inc., as borrowers (collectively, the "**Borrower**"), pursuant to which the Lender will advance to the Borrower a non-revolving term credit facility in the principal amount of USD\$25,000,000 (the "**Loan**"). The A&R Loan Agreement fully amends and restates the loan agreement among the Lender and the Borrower as described in the Company's news release dated April 19, 2023 (the "**Original Loan Agreement**"), and the principal amount of the Loan includes the USD\$12,500,000 advanced to the Borrower pursuant to the Original Loan Agreement. The Loan is convertible into approximately 49% of the equity of Thirsty Cat, LLC ("**Thirsty Cat**"), as more particularly described below.

"We are excited for our new partnership with Sandton. They have been great to work with as we focus on capitalizing our business to sustain our current growth rate. We are looking forward to a long, successful relationship," said Mitch Barnard, Chief Executive Officer.

Closing of the transaction is expected on or about May 30, 2023.

The Loan

The Loan is comprised of a 48-month secured term loan in the principal amount of USD\$25,000,000, bearing interest at a rate of 13.0% per annum. For any period during which an event of default has occurred under the A&R Loan Agreement and continues uncured or waived, the applicable interest rate shall be increased to an annual rate of 18.0% per annum.

Proceeds from the Loan will be utilized for facility improvements and working capital to support and continue Wildpack's growth trajectory in sales and production (as disclosed in Monthly Corporate Updates press released on January 19, February 10, March 3, April 10 and May 16, 2023). The Loan is secured by a first priority lien on all assets of the Company and its subsidiaries and is guaranteed by the Company and its subsidiaries. The Company's shares have been pledged as security in connection with the Loan.

Equity Purchase Option

Pursuant to the A&R Loan Agreement, the Lender has been granted the right, exercisable at any time after the two-year anniversary of the Loan but prior to the four-year anniversary of the Loan, to convert in whole and not in part the outstanding principal amount of the Loan into 49% of the equity of Thirsty Cat (the "**Equity Purchase Option**"). Any accrued interest shall be paid in cash.

Thirsty Cat is an indirectly, wholly owned subsidiary of Wildpack which holds interests in all of the Company's U.S. operations, which represent substantially all of the principal business assets of the



Company. Accordingly, if the Lender exercises the Equity Purchase Option, this will result in Sandton, indirectly via the Lender, becoming a Control Person (as defined in the policies of the TSX Venture Exchange ("TSXV")). Accordingly, because of the grant of the Equity Purchase Option to the Lender and the creation of a new Control Person in connection therewith, the Loan is considered a "Reviewable Disposition" under TSXV Policy 5.3 – *Acquisitions and Dispositions of Non-Cash Assets* and therefore requires the approval of the TSXV and the written consent of shareholders of the Company holding in the aggregate over 50% of the issued securities of the Company.

The Lender and Sandton are not Non-Arm's Length Parties (as defined in TSXV Policies) to the Company and its affiliates.

Per: "Mitch Barnard"

Mitch Barnard
Chief Executive Officer and Director

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Advisors

Fasken Martineau DuMoulin LLP is the legal advisor to Wildpack Beverage Inc.

Visit our investor website at:

<https://investor.wildpackbev.com>

About Wildpack

Wildpack is engaged in beverage manufacturing and packaging operating in the middle market by providing sustainable aluminum can filling, decorating, packaging, brokering, sleeve/label printing services, and logistics to brands throughout the United States. Wildpack currently operates indirectly through its wholly owned subsidiaries and out of six facilities in Baltimore, Maryland, Grand Rapids, Michigan, Atlanta, Georgia, Longmont, Colorado, Sacramento, California and Las Vegas, Nevada with a focus on digital innovation and green ready-to-drink packaging. Wildpack commenced trading on the TSX Venture Exchange under the symbol "CANS" on May 19, 2021, and on the OTCQB® Venture Market under the symbol "WLDPF" on February 23, 2022.



Cautionary Statement on Forward Looking Information

This news release may contain "forward-looking statements" within the meaning of applicable Canadian securities laws, including, but not limited to, statements with respect to: the anticipated closing date of the transaction; the Loan; the Equity Purchase Option; the anticipated benefits to Wildpack resulting from completion of the transaction; and regulatory and shareholder approval in connection therewith. Forward-looking statements are based upon a number of estimates and assumptions that, while considered reasonable by management, are inherently subject to significant business, economic and competitive risks including but not limited to: Wildpack obtaining regulatory approval with respect to the Agreement, the Loan and the grant of the Equity Purchase Option to the Lender; and Wildpack obtaining shareholder approval of the Lender becoming a Control Person. These statements generally can be identified by the use of forward-looking words such as "may", "should", "will", "could", "intend", "estimate", "plan", "anticipate", "expect", "believe" or "continue", or the negative thereof or similar variations. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause future results, performance, or achievements to be materially different from the estimated future results, performance or achievements expressed or implied by those forward-looking statements and the forward-looking statements are not guarantees of future performance. Forward-looking statements expressed or implied by Wildpack are subject to a number of risks, uncertainties, and conditions, many of which are outside of Wildpack's control, and undue reliance should not be placed on such statements. Although Wildpack has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. Forward-looking statements are qualified in their entirety by the inherent risks and uncertainties related to Wildpack's business, including: that Wildpack's assumptions in making forward-looking statements may prove to be incorrect; inability to obtain necessary regulatory or shareholder approval; adverse market conditions; and risks inherent in the beverage manufacturing and packaging sector in general. Except as required by securities law, Wildpack does not assume any obligation to update or revise any forward-looking statements, whether as a result of new information, events or otherwise.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Source: Wildpack Beverage Inc.