Kiaro Provides Additional Information Regarding Closing of BC Retail Assets Sale

Vancouver, British Columbia – June 9, 2023 – Kiaro Holdings Corp. (TSXV: KO) (the "**Company**" or "**Kiaro**"), a cannabis retailer, wishes to clarify its news release dated June 1, 2023, and provide additional information regarding the closing of the sale of interest in and to certain cannabis retail stores operated by Kiaro Brands Inc. ("**KBI**"), the wholly owned subsidiary of the Company, located in the Province of British Columbia to 1371511 B.C. Ltd. (the "**Purchaser**").

Pursuant to an asset acquisition agreement dated December 13, 2022 (the "**Agreement**"), between the Purchaser and KBI, KBI has completed the sale and disposition (the "**Transaction**") of certain books and records, assumed contracts, permits, inventory, fixed assets, leaseholds, and intangibles (the "**Assets**") of the four retail cannabis stores located in British Columbia owned by KBI operated from (i) 2816 St Johns St., Port Moody, BC V3H 2C1; (ii) 1666 Graveley St., Vancouver, BC V5L 3A7; (iii) 475 Gorge Rd. E, Victoria, BC V8T 2W1; and (iv) 1650 Pandosy St., Kelowna, BC V1Y 1P7.

Pursuant to the Agreement, KBI further granted to the Purchaser a right of first refusal to purchase all or any part of the KBI's interest in and to KBI's remaining cannabis retail stores, for a term of 36 months from the date of closing of the Transaction.

The Company received shareholder approval for the Transaction at its annual general and special meeting of shareholders held on March 27, 2023. For additional information, please refer to the Company's management information circular dated February 23, 2023, which is available on the Company's SEDAR profile at www.sedar.com, and the Company's news release dated March 28, 2023.

Further to its news release dated April 18, 2023, the Company wishes to clarify and confirm that The Marketing Alliance was not involved in the sale of the Company's three Ontario retail locations located at (a) Suite 100 - 65 Front Street, Toronto, Ontario M5E 1B5, (b) 955 Westney Road, South Ajax, Ontario L1S 3K7, and (c) 171 Rideau Street, Ottawa, Ontario K1N 9P1.

Kiaro Holdings Corp.
Based in Vancouver, British Columbia, Kiaro is an independent, omni-channel cannabis retailer. Kiaro is driven to introduce new and experienced consumers to a lifelong exploration of cannabis.

Forward-Looking Information

This news release contains statements that may constitute "forward-looking information" within the meaning of applicable Canadian securities legislation. Forward-looking information may include, among others, the terms, conditions, anticipated closing timelines, conditions precedent and other matters related to the Transaction, statements regarding the future plans, costs, objectives or performance of Kiaro, or the assumptions underlying any of the foregoing. In this news release, 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. 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 Kiaro's control. These risks, uncertainties and assumptions include, but are not limited to, risks associated with the cannabis and e-commerce industries generally, as well as those described in the Company's filing statement dated September 29, 2020, the Company's management discussion and analysis for the three and nine months ended October 31, 2022, the Company's management information circular dated February 23, 2023, 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. Furthermore, any forward looking information with respect to future expansion plans is subject to the qualification that management of Kiaro may decide, and the assumptions that any construction or conversion would not be cost prohibitive, required permits will be obtained and the labour, materials and equipment necessary to complete such construction or conversion will be available. Accordingly, readers should not place undue reliance on the forward-looking statements and information contained in this news release. Kiaro 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 more information, visit: investors.kiaro.com

On Behalf of the Board of Directors
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