



THE FRESH FACTORY ANNOUNCES US\$3 MILLION NON-BROKERED PRIVATE PLACEMENT

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CAROL STREAM, IL / ACCESSWIRE / December 15, 2025 – The Fresh Factory B.C. Ltd. (TSXV: FRSH) (FRA: Q4Z) (“The Fresh Factory” or the “Company”), a mission-driven company for fresh, clean-label, and better-for-you food and beverage brands, is pleased to announce that it intends to complete a non-brokered private placement of up to 26,087 proportionate voting shares (“Proportionate Voting Shares”) in the capital of the Company at a price of US\$115.00 (approximately C\$158.48) per Proportionate Voting Share for total gross proceeds of up to approximately US\$3,000,000 (approximately C\$4.13M) (the “Offering”).

The Company intends to use the net proceeds from the Offering to fund the growth and development of its business, including upgrades to its existing facilities, and for general corporate and working capital purposes. Closing of the Offering is expected to occur in one or multiple tranches, with the first tranche expected to close on or about December 19, 2025, and is subject to the satisfaction of certain conditions, including receipt of all applicable regulatory approvals, including the approval of the TSX Venture Exchange (the “TSXV”).

Each Proportionate Voting Share to be issued pursuant to the Offering has a restricted right to convert into 100 subordinate voting shares in the capital of the Company (the “Subordinate Voting Shares”), subject to adjustments for certain customary corporate changes. The ability to convert the Proportionate Voting Shares is subject to a restriction that the aggregate number of Subordinate Voting Shares and Proportionate Voting Shares held of record, directly or indirectly, by residents of the United States may not exceed 40% (subject to increase to 50% in the sole and unfettered discretion of the board of directors of the Company) of the aggregate number of Subordinate Voting Shares and Proportionate Voting Shares issued and outstanding after giving effect to such conversions, and to a restriction on beneficial ownership of Subordinate Voting Shares exceeding certain levels, in order for the Company to maintain its status as a “foreign private issuer” (as determined in accordance with Rule 3b-4 under the U.S. Exchange Act). The Subordinate Voting Shares are listed and posted for trading on the TSXV under the symbol “FRSH”. The Proportionate Voting Shares are not listed or posted for trading on any stock exchange.

This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any state in which such offer, solicitation or sale would be unlawful. The securities being offered have not been, nor will they be, registered under the United States Securities Act of 1933, as amended (the "1933 Act") and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the 1933 Act, as amended, and applicable state securities laws.

About The Fresh Factory B.C. Ltd.

The Fresh Factory is a vertically integrated company focused on accelerating the growth of the fresh, clean-label, plant-based food and beverage brands of tomorrow. The Fresh Factory owns or partners with emerging brands in the plant-based space to develop, manufacture, and sell products made from fresh produce and recognizable ingredients. It operates from its centrally located manufacturing facility near Chicago, serving customers across the United States. As a public benefits corporation, The Fresh Factory is ESG-focused, driven to make a lighter, greener impact on the environment and a stronger, positive impact on local communities and the food system as a whole. Learn more about The Fresh Factory at www.thefreshfactory.co and find The Fresh Factory on social media at Instagram, Twitter, and LinkedIn.

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Forward-Looking Statements

This news release contains "forward-looking statements" or "forward-looking information" (collectively referred to hereafter as "forward-looking statements") within the meaning of applicable Canadian securities legislation. All statements that address activities, events, or developments that the Company expects or anticipates will, or may, occur in the future, including, but not limited to, statements about the Offering, the use of proceeds from the Offering, the anticipated closing date of the Offering, the receipt of all required regulatory approvals including the Company's objectives and goals conducted and proposed to be conducted at the Company's facilities, Company's new product offerings, its ability to execute on its goals, general macro and micro economic impacts of inflation on the business and operation of the Company, the timing pertaining to these goals and receipt of

applicable consents and approvals, and Company's business prospects, future trends, plans, and strategies. In some cases, forward-looking statements are preceded by, followed by, or include words such as "may", "will," "would", "could", "should", "believes", "estimates", "projects", "potential", "expects", "plans", "intends", "proposes", "anticipates", "targeted", "continues", "forecasts", "designed", "goal", "anticipate" or the negative of those words or other similar or comparable words. Although the management of the Company believes that the assumptions made and the expectations represented by such statements are reasonable, there can be no assurance that a forward-looking statement herein will prove to be accurate. Forward-looking statements involve known and unknown risks, uncertainties, and other factors which may cause the actual results, performance, or achievements of the Company to be materially different from any future results, performance, or achievements expressed or implied by such forward-looking statements. Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated, or intended. Risks and uncertainties applicable to the Company, as well as trends identified by the Company affecting its industry, can be found in the final long-form prospectus of the Company dated November 10, 2021, and the Company's continuous disclosure record available on SEDAR+ at www.sedarplus.ca. Such cautionary statements qualify all forward-looking statements made in this news release. The Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise, except as required by applicable law.

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

SOURCE: The Fresh Factory B.C. Ltd.