

Hempalta Corp. Announces Definitive Agreement to Acquire Key Stake in Hemp Carbon Standard Inc.

Adding Industrial Hemp Carbon Credits will give HEMPALTA a sustainable, revenue-generating platform and help customers decrease CO2 footprint

Calgary, Alberta--(Newsfile Corp. - April 15, 2024) - Hempalta Corp. (formerly Trail Blazing Ventures Ltd.) (TSXV: HEMP) ("**HEMPALTA**" or the "**Company**") is pleased to announce that further to the strategic alliance agreement, dated October 15, 2023 (the "**Strategic Alliance Agreement**"), the Company has exercised its option to acquire a controlling interest in Hemp Carbon Standard Inc. ("**HCS**") (the "**Option**"). In connection with the exercise of the Option, the Company has entered into a definitive share purchase agreement (the "**Agreement**") among HCS, Climafi Limited ("**Climafi**"), and the Company, pursuant to which HEMPALTA will acquire 50.1% of the outstanding shares of HCS from Climafi (the "**Transaction**").

HCS carries on a business of providing an end-to-end solution to obtain high integrity carbon credits from industrial hemp farming and ancillary activities relating thereto. HCS has certain methodologies and technology to effectively monitor, report, and verify carbon credits derived from growing and processing industrial hemp. HCS has developed a sustainability payment program (the "**Program**") with the objective of creating a payment and co-funding mechanism for farmers, landowners, processors, and other entities ("**Participants**") to enable their transition towards sustainable agricultural practices. The Program utilizes certified methodologies to quantify, monitor, and verify the CO2 sequestration achieved by a Participant.

The purchase price for the Transaction (and the exercise of the Option) shall be structured as follows: i) a cash payment of \$40,000 to Climafi; and (ii) an aggregate of \$2,000,000 in common shares of HEMPALTA ("**Hempalta Shares**") which are issuable at \$0.16 per Hempalta Share, for an aggregate issuance of 12,500,000 Hempalta Shares to the shareholders of Climafi. Assuming all conditions in the Agreement are met or waived, it is anticipated that the closing of the Transaction will occur on or around April 30, 2024.

The Transaction is an arm's length transaction and no finder's fees are payable in connection with the Transaction. The Transaction remains subject to several closing conditions including and not limited to the approval of the TSXV Venture Exchange.

About Hempalta Corp.

Hempalta Corp. is focused on harnessing the immense potential of hemp. The Company's products are made from hemp grown sustainably in Alberta and processed using a state-of-the-art processing plant at its production facility in Calgary. HEMPALTA is led by passionate advocates for industrial hemp who have years of operations, manufacturing, marketing, consumer packaged goods, and retail sales experience. The Company has been named a Top 10 Startup by Platform Calgary's Launch Party and recognized as one of the 50 most investable clean technology companies by Foresight Canada. HEMPALTA is a proud sponsor of the Wilder Institute/Calgary Zoo and provides sustainable hemp-based products to the zoo's operations. Learn more at www.hempalta.com.

HEMP TO BETTER THE PLANET.™

About Hemp Carbon Standard

Hemp Carbon Standard (HCS) is leading the charge in environmental innovation by harnessing the natural carbon sequestration properties of industrial hemp to address climate change. HCS creates and distributes HCS Carbon Certificates across various categories, including regenerative practices, biochar, and biomass burial, certifying the capture and long-term storage of carbon dioxide from a decade up to centuries through sustainable hemp farming practices. These practices are designed not just to mitigate carbon emissions but also to enhance soil health and biodiversity. Through partnerships with farmers and other participants and corporate buyers, HCS is dedicated to advancing a more sustainable economy and shifting agricultural methods towards greater sustainability, demonstrating that environmental stewardship can align seamlessly with economic growth. Learn more at <https://hempcarbonstandard.org>.

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The TSXV has in no way passed upon the merits of the Transaction and has neither approved nor disapproved the contents of this press release.

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 press release.

Cautionary Note Regarding Forward-Looking Statements

This press release contains information and statements that constitute "forward-looking information". Such forward-looking information involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements, or developments to differ materially from the anticipated results, performance or achievements expressed or implied by such forward-looking information.

Although the Company believes, in light of the experience of its officers and directors, current conditions and expected future developments and other factors that have been considered appropriate that the expectations reflected in this forward-looking information are reasonable, undue reliance should not be placed on them because the Company can give no assurance that they will prove to be correct. When used in this press release, the words "estimate", "project", "belief", "anticipate", "intend", "expect", "plan", "predict", "may" or "should" and the negative of these words or such variations thereon or comparable terminology are intended to identify forward-looking information. The forward-looking information in this press release include: information relating to timing for the completion of the Transaction; the Company's receipt of the final approval of the TSXV for the Transaction; the proposed closing date; and the business of HCS. Such statements and information reflect the current view of the Company. By their nature, forward-looking information involve known and unknown risks, uncertainties and other factors that may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking information.

The forward-looking information contained in this news release represents the expectations of the Company as of the date of this news release and, accordingly, are subject to change after such date. Readers should not place undue importance on forward-looking information and should not rely upon this information as of any other date. Except as required by applicable securities laws, forward-looking information contained herein speak only as of the date on which they are made and the Company undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

*This news release does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States. The Company's securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.*

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