

NOT FOR DISTRIBUTION TO U.S. NEWS WIRE SERVICES OR DISSEMINATION IN THE UNITED STATES. ANY FAILURE TO COMPLY WITH THIS RESTRICTION MAY CONSTITUTE A VIOLATION OF U.S. SECURITIES LAW.

HOIST CAPITAL CORP. AND THE HEMPSHIRE GROUP, INC. PROVIDE UPDATE ON BUSINESS COMBINATION AND EQUITY FINANCING

CALGARY, Alberta, June 14, 2022 (NEWSWIRE) –Hoist Capital Corp. (TSXV: HTE.P) ("**Hoist**") and The Hampshire Group, Inc. ("**Hempshire**" or the "**Company**"), a private, non-tobacco and non-nicotine smokable alternatives company, provide an update with respect to the proposed business combination transaction previously announced on December 6, 2021 (the "**Transaction**").

On June 14, 2022, Hoist and Hampshire amended the definitive merger agreement originally entered into on December 5, 2021 (the "**Agreement**") to provide as follows:

- the exchange ratio at which Hoist will acquire each issued and outstanding common share in the capital of Hampshire (each, a "**Hempshire Share**") has been revised to 20.0 common shares in the capital of Hoist ("**Hoist Shares**") at a deemed price of C\$0.10 per Hoist Share prior to giving effect to the proposed consolidation of the Hoist Shares on the basis of one post-consolidation Hoist Share for every four (4) pre-consolidation Hoist Shares (the "**Consolidation**") (representing 5.0 Hoist Shares for every one Hampshire Share after giving effect to the Consolidation); and
- the non-brokered private placement (the "**Private Placement**") of units ("**Units**") of Hampshire to be completed concurrent with the completion of the Transaction has been re-priced to C\$1.40 per Unit and the exercise price for the Hampshire Share purchase warrants (each, a "**Hempshire Warrant**") underlying such Units has been re-priced to \$2.40 per Hampshire Warrant.

In addition to the proposed directors and officers of the Resulting Issuer who were previously announced on December 6, 2021, William Hahn will be appointed as Chief Financial Officer of the Resulting Issuer and Sanjib (Sony) Gill will be appointed as Corporate Secretary of the Resulting Issuer.

Mr. Hahn has over 15 years of progressive public accounting and finance experience. He has held senior finance positions within public companies across different sectors, and most recently served as Interim CFO for Big Rock Brewery Inc, a TSX listed beverage company. Mr. Hahn is a CPA, CA and holds Bachelor of Commerce and Masters of Professional Accounting degrees.

Mr. Gill is a partner at Stikeman Elliott LLP, a national law firm. Mr. Gill has dealt with all aspects of a public and private company's creation, growth, restructuring and value maximization. Mr. Gill has extensive experience in the negotiation, structuring and consummation of a broad spectrum of corporate finance, securities and mergers and acquisitions transactions. He serves on the board of directors of, and acts as corporate secretary to, numerous public and private companies.

At the closing of the Transaction, Everleaf Capital Corp., an arm's length party to Hoist and Hampshire, will be entitled to receive an advisory fee in the form of Units and notes, representing an amount equal to an aggregate of 8% of the fully diluted equity value of Hampshire under the Transaction, plus an additional 200,000 Units, of which approximately 62% of such securities shall be issued as notes which shall be convertible into Units, subject to a restriction on conversion to the extent that any such conversion would result in the combined share ownership of Everleaf Capital Corp. and its principals exceeding 9.99% of the issued and outstanding shares at such time, and the remaining 38% of such securities shall be issued as Units.

About Hoist Capital Corp.

Hoist, a corporation incorporated under the laws of the Province of Alberta, Canada, operates as a capital pool company under Policy 2.4 of the TSXV. Except as specifically contemplated in Policy 2.4, until the completion of its Qualifying Transaction, Hoist will not carry on business, other than the identification and evaluation of businesses or assets with a view to completing a proposed qualifying transaction.

About The Hempshire Group, Inc.

Incorporated in 2019, Hempshire formulates and markets its own proprietary brands under the **MOUNTAIN® Smokes** brand name, including **MOUNTAIN® Originals** cannabidiol hemp smokes ("**CBD Hemp Smokes**") with <0.3% THC, and **MOUNTAIN® Zeros** CBD Hemp Smokes with non-detectible, <0.0001% THC, and has additional proprietary brands under development. Hempshire also offers private white-labeling services and contract manufacturing services, through its partners, for significant non-owned CBD Hemp Smoke brands in the United States and internationally.

Hempshire's products are currently, or in the process of, being distributed internationally in Switzerland, South Africa and New Zealand through exclusive distribution agents. The Company is in discussions for distribution in multiple additional international jurisdictions.

Certain financial information in respect of Hempshire for the year ended December 31, 2021 and the three months ended March 31, 2022 is provided below:

	Year ended December 31, 2021	Three months ended March 31, 2022
	<i>(audited)</i>	<i>(Unaudited)</i>
	(USD\$)	(USD\$)
Assets	678,243	649,841
Liabilities	1,513,700	2,029,436
Revenues	286,351	23,389
Net Profit (Loss)	(2,163,384)	(669,138)

Additional Information

Additional information regarding the Transaction, Hempshire, the Resulting Issuer, the financial statements of Hempshire and pro forma financial statements of the Resulting Issuer after giving effect to the Transaction will be made publicly available in due course under a filing statement to be filed on SEDAR at www.sedar.com.

For additional information please contact:

Arif Shivji
President and Director

Hoist Capital Corp.
Phone: 604-842-2743
Email: arif@cpcequities.com

Martin Marion
President, CEO and Director

The Hempshire Group, Inc.
Phone: 954-480-7046
Email: marty@hempshiregroup.com

Reader Advisory

Completion of the Transaction is subject to a number of conditions, including but not limited to, TSXV acceptance and if applicable pursuant to TSXV requirements, majority of the minority shareholder approval. Where applicable, the Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the Transaction, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.

This press release is not an offer of the securities for sale in the United States. The securities have not been registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an exemption from registration. This press 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 TSX Venture Exchange Inc. has in no way passed upon the merits of the proposed Transaction and has neither approved nor disapproved the contents of this news release. The TSX Venture Exchange Inc. does not accept responsibility for the adequacy or accuracy of this release.

Forward-Looking Statements

This news release contains forward-looking statements and forward-looking information within the meaning of applicable securities laws. The use of any of the words "expect", "anticipate", "continue", "estimate", "objective", "ongoing", "may", "will", "project", "should", "believe", "plans", "intends" and similar expressions are intended to identify forward-looking information or statements. More particularly, and without limitation, this news release contains forward-looking statements and information concerning the Transaction, the completion and timing of the Transaction, the Private Placement, the completion and timing of the Private Placement, the Resulting Issuer's corporate strategy, and the anticipated benefits of the Transaction. This news release also contains forward-looking statements and information relating to: the Resulting Issuer's business, strategies, expectations, planned operations and future actions; the Resulting Issuer's intention and ability to grow its business, operations and product offerings; expectations regarding growth rates, growth plans and strategies; the management team and the performance thereof; and the general economic, financial market, regulatory and political conditions in which the Resulting Issuer operates.

The forward-looking statements and information are based on certain key expectations and assumptions made by Hoist, including expectations and assumptions concerning: Hoist, Hampshire and the Resulting Issuer; the Private Placement; the Transaction, including the satisfaction of (i) all required regulatory, governmental and third party approvals, and (ii) all other closing conditions in accordance with the terms of the Agreement; the securities markets and general business and economic conditions, including the ongoing impact of COVID-19; the future operations of, and transactions completed by, the Resulting Issuer, including its ability to successfully implement its growth strategies and business plan; ongoing ability to conduct business in the regulatory environments in which the Resulting Issuer operates and may operate in the future; and applicable laws not changing in a manner that is unfavorable to the Resulting Issuer. Readers are cautioned that the foregoing list is not exhaustive of all factors and assumptions which have been used.

Although Hoist believes that the expectations and assumptions on which such forward-looking statements and information are based are reasonable, undue reliance should not be placed on the forward-looking statements and information because Hoist can give no assurance that they will prove to be correct. By its nature, such forward-looking information is subject to inherent risks and uncertainties, which could cause the actual results and expectations to differ materially from the anticipated results or expectations expressed. Without limitation, these risks and uncertainties include: the parties being unable to obtain TSXV approval; risks associated with the cannabis or hemp industries in general; the size of the emerging industrial hemp market; constraints on marketing products; risks inherent in the agricultural business; actions and initiatives of federal and provincial governments and changes to government policies and the execution and impact of these actions, initiatives and policies; the Resulting Issuer's interpretation of and changes to federal and state laws pertaining to hemp; incorrect interpretation of the United States' *Agricultural Improvement Act of 2018*; international regulatory risks; uncertainty caused by potential changes to regulatory framework; regulatory approval and permits; environmental, health and safety laws; anti-money laundering laws and regulations; banking matters; ability to access public and private capital and banking services; denial of deductibility of certain expenses; liability for actions of employees, contractors and consultants; product viability; accuracy of quality control systems; product recalls, product liability and product returns; positive tests for THC or banned substances; supply risk; reliance on third party suppliers, service providers and distributors; failure of counter-parties to perform contractual obligations; industry and intra-industry competition; changing consumer preferences and customer retention;

unfavorable publicity or consumer perception; inability to sustain pricing models; reliance on key inputs; effectiveness and efficiency of advertising and promotional expenditures; retention and recruitment of key officers and employees; inability to renew material leases; obtaining insurance; management of growth; risks related to acquiring companies and entering partnerships; infringement on intellectual property; inability to protect intellectual property; intellectual property claims; litigation; trade secrets may be difficult to protect; data security breaches; global economic uncertainty; geo-political risks; emerging industries; limited market for securities; financial reporting and public company obligations; and other factors more fully described from time to time in the reports and filings made by the Hoist or the Resulting Issuer with securities regulatory authorities.

In addition, Hoist cautions that current global uncertainty with respect to the spread of the COVID-19 virus and its effect on the broader global economy may have a significant negative effect on the Resulting Issuer. While the precise impact of the COVID-19 virus on Hoist, Hampshire and the Resulting Issuer remains unknown, rapid spread of the COVID-19 virus may continue to have a material adverse effect on global economic activity, and may continue to result in volatility and disruption to global supply chains, operations, mobility of people and the financial markets, which could affect interest rates, credit ratings, credit risk, inflation, business, financial conditions, results of operations and other factors relevant to the Resulting Issuer.

Readers are cautioned that the assumptions used in the preparation of forward-looking information, although considered reasonable at the time of preparation, may prove to be imprecise. Actual results, performance or achievement could differ materially from those expressed in, or implied by, these forward-looking statements and accordingly there can be no assurance that such expectations will be realized. Hoist undertakes no obligation to update publicly or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by law. The forward-looking information contained herein is expressly qualified by this cautionary statement.