



Pender Growth Fund Inc.
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NEWS RELEASE

FOR IMMEDIATE RELEASE

February 19, 2020

Pender Growth Fund Announces Investment in GreenSpace Brands

VANCOUVER, B.C. Pender Growth Fund Inc. (TSXV: PTF) and PenderFund Capital Management Ltd. (collectively "**Pender**") announce that Pender has entered into a definitive investment agreement with GreenSpace Brands Inc. (TSXV: JTR) (the "**Company**") in which Pender will take the lead order in the Company's offering, by way of a private placement, of up to 100 million common shares (the "**Shares**") at a price of \$0.065 per share for aggregate gross proceeds of \$6.5 million (the "**Private Placement**"). In connection with the transaction, five members of the Company's board of directors will resign and be replaced by three appointees of Pender ("**Pender Nominees**").

One of the Pender Nominees is Paul Henderson who will be appointed as Executive Chairman of the Company. Mr. Henderson brings over 30 years of experience in the food industry, including serving as CEO of Golden Boy Foods until 2015.

The completion of the Private Placement, including the board changes, is subject to the Company obtaining the approval of the TSX Venture Exchange and the Company's shareholders authorizing Pender to take a control position in the Company. Initially, Pender Growth Fund Inc. and other funds managed by PenderFund Capital Management Ltd. will take up to a 19.99% equity stake in the Company in a first tranche closing of the Private Placement. In aggregate, Pender Growth Fund Inc. will invest up to \$3.5 million, of which up to \$1.5 million will be invested in the first tranche. If shareholder approval is granted, the Private Placement and the appointment of the Pender Nominees will constitute a Change of Control of the Company under the policies of the TSX Venture Exchange.

The Private Placement will be made available to accredited investors in all provinces of Canada, and is expected to close in tranches until no later than April 15, 2020. All Shares issued under the Private Placement will be subject to a four-month hold period. For additional details regarding the transaction, see the Company's press release dated February 19, 2020 available on the SEDAR website at www.sedar.com.

About Pender Growth Fund Inc.

Pender Growth Fund Inc. is an investment company with the objective of achieving long-term capital appreciation for its investors. The company utilizes its small capital base and long-term horizon to invest in unique situations; primarily small cap, special situations, and illiquid public and private companies. The company trades on the TSX Venture Exchange under the symbol "PTF".

Please visit www.pendergrowthfund.com.

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

Forward-Looking Information

This news release may contain forward-looking statements (within the meaning of applicable securities laws) relating to Pender Growth Fund Inc.'s proposed investment in GreenSpace Brands Inc. Forward-looking statements are identified by words such as “believe”, “anticipate”, “project”, “expect”, “intend”, “plan”, “will”, “may”, “estimate” and other similar expressions. These statements are based on Pender's expectations and conditions relating to the completion of its proposed investment in GreenSpace Brands Inc. The forward-looking statements in this news release are based on certain assumptions; they are not guarantees and involve risks and uncertainties that are difficult to control or predict. A number of factors could cause actual results to differ materially from the results discussed in the forward-looking statements, including, but not limited to, the transaction not being approved by the TSX Venture Exchange or the GreenSpace Brands Inc. shareholders. There can be no assurance that forward-looking statements will prove to be as accurate as actual outcomes and results may differ materially from those expressed in these forward-looking statements. Readers, therefore, should not place undue reliance on any such forward-looking statements. Further, these forward-looking statements are made as of the date of this news release and, except as expressly required by applicable law, the company assumes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.