

BB1 Acquisition Corp. Enters Into Definitive Agreement with PlantEXT Ltd. to Complete Business Combination

Toronto, Ontario--(Newsfile Corp. - August 19, 2019) - PlantEXT Ltd. ("**PlantEXT**") and BB1 Acquisition Corp. (TSXV: BBA.P) ("**BB1**" or the "**Company**"), a capital pool company as defined under Policy 2.4 - Capital Pool Companies (the "**Policy**") of the TSX Venture Exchange (the "**Exchange**"), are pleased to announce that they have entered into a definitive share exchange agreement (the "**Definitive Agreement**") pursuant to which PlantEXT and BB1 will effect a transaction that will result in a reverse takeover of BB1 by the shareholders of PlantEXT (the "**PlantEXT Shareholders**") (the "**Transaction**"). It is the intention of the parties that the corporation resulting from the Transaction (the "**Resulting Issuer**") will continue the business of PlantEXT, and that the common shares of the Resulting Issuer will be listed and posted for trading on the Exchange. BB1 intends that the Transaction will constitute its Qualifying Transaction, as such term is defined in Policy 2.4 of the Exchange.

PlantEXT is an Israeli company that was founded in 2015 as an early mover in the development of medical cannabis intellectual property and innovative products backed by clinical research. PlantEXT has assembled a world class team of pharmaceutical research and development ("**R&D**") and product commercialization experts that have the experience to deliver on PlantEXT's product pipeline. Doug Sommerville, a pharmaceutical industry veteran and former Head of Teva Canada, has assumed the role of Chief Executive Officer. The Honorable Joe Oliver, Canada's former Minister of Finance, is the Chairman of PlantEXT's Board of Directors. PlantEXT's General Manager is Dr. Tahel Altman, a physician with expertise in biotech development. Dr. Marioara Mendelovici-Mares, a former Teva senior chemist, is operating PlantEXT's independent R&D facilities near Tel Aviv. PlantEXT also collaborates with several senior former Teva formulation, chemical and delivery systems experts. Professor Raphael Mechoulam is the Chair of PlantEXT's Scientific Advisory Board, which includes Dr. Zamir Halperin, one of Israel's leading GI specialists.

PlantEXT has established its own dedicated R&D facility in a prominent, industry leading laboratory complex near Tel Aviv. PlantEXT's strategic alliance with its laboratory partner has allowed PlantEXT to kick start its independent product development program by providing laboratory infrastructure, access to technical professionals, and advanced analytical equipment. PlantEXT's independent research is focused on the development of proprietary products based on unique combinations of compounds that create synergistic anti-inflammatory activity, supported by clinical studies conducted with leading medical centres.

Doug Sommerville, CEO of PlantEXT commented, "We are pleased to have completed this important step in our continuing progress toward listing PlantEXT for trading on the TSX Venture Exchange in order to provide investor liquidity and allow us to better serve patient needs through access to public capital markets."

Summary of the Qualifying Transaction

The Definitive Agreement provides that BB1 will acquire all of the issued and outstanding ordinary shares of PlantEXT ("**PlantEXT Shares**") from PlantEXT Shareholders in exchange for BB1 Shares at a rate of exchange equal to one BB1 Share (on a post-consolidation basis) for each PlantEXT Share issued and outstanding (the "**Share Exchange Ratio**"). Following the completion of the Transaction, the PlantEXT Shareholders will own a large majority of the issued and outstanding common shares of the Resulting Issuer (the "**Resulting Issuer Shares**"), resulting in the reverse takeover of BB1 by the PlantEXT Shareholders.

On or immediately prior to the completion of the Transaction, BB1 will effect a consolidation of all of the issued and outstanding common shares of BB1 (the "**BB1 Shares**") currently issued and outstanding on a 7.15 to 1 basis (the "**Consolidation**") resulting in an aggregate of approximately 2,097,902 BB1 Shares outstanding.

BB1 will be required to hold a special meeting of shareholders in connection with the Transaction, where, among other things, the shareholders of BB1 will be asked to approve: (i) the Consolidation; (ii) the change of name of BB1 to "PlantEXT Ltd." or such other name as may be proposed by PlantEXT and accepted by the Exchange; and (iii) the appointment of a new slate of directors, conditional upon completion of the Transaction.

The completion of the Transaction is subject to the satisfaction of various conditions as are standard for a transaction of this nature, including but not limited to (i) receipt of all requisite regulatory, stock exchange, or other third party consents approvals and authorizations; (ii) the conditional approval of the Exchange for the listing of the Resulting Issuer Shares; (iii) in accordance with the Policy, BB1 shall have received a final receipt for a prospectus from the Ontario Securities Commission ("**OSC**") (and other applicable securities commissions under the passport system) unless an exemption from such a requirement is obtained from the Exchange and the OSC; (iv) the absence of any material change affecting BB1 or PlantEXT; (v) completion of the Concurrent Financing (as defined below); and (vi) PlantEXT shall have received the approval of at least such minimum number of PlantEXT Shareholders as is sufficient to enable BB1 to acquire all of the PlantEXT Shares.

Concurrent Financing

Prior to or concurrently with closing of the Transaction, PlantEXT expects to complete an equity financing by way of a private placement (the "**Concurrent Financing**"). The terms and conditions of the proposed Concurrent Financing have not been finalized as of the date hereof and the parties have not yet engaged a lead agent to assist with the completion of the Concurrent Financing. Additional information regarding the Concurrent Financing will be announced at a later date once determined.

Details of the Proposed Transaction

In addition to the BB1 Shares, options and warrants currently outstanding, the Transaction is expected to involve the issuance of approximately 24,018,116 Resulting Issuer Shares at a deemed issue price of US\$1.25 per Resulting Issuer Share (on a post-Consolidation basis). In addition, each of the issued and outstanding convertible securities of PlantEXT will be adjusted in accordance with their terms such that upon exercise or conversion thereof, the holder will receive Resulting Issuer Shares on an economically equivalent basis and at a rate of exchange equal to the Share Exchange Ratio.

It is expected that following completion of the Transaction, the current holders of PlantEXT Shares will hold approximately 91.9% of the outstanding Resulting Issuer Shares and the current holders of BB1 Shares will collectively hold approximately 8.1% of the outstanding Resulting Issuer Shares, all as calculated on a non-diluted basis immediately following the closing of the Transaction and before giving effect to the completion of the Concurrent Financing and the issuance of any additional PlantEXT Shares prior to the completion of the Transaction.

The Resulting Issuer

Immediately prior to the completion of the Transaction, the Resulting Issuer is expected to change its name to PlantEXT Ltd.

Concurrent with the completion of the Transaction, all directors and officers of BB1 will resign and be replaced by nominees put forth by PlantEXT. The following individuals are expected to be appointed as new directors and/or officers of the Resulting Issuer pursuant to the Transaction:

Hon. Joe Oliver, PC

Chairman of the Board

Mr. Oliver is Chairman of the Board at PlantEXT as well as Echelon Wealth Partners, a Toronto-based wealth management and investment firm. Mr. Oliver brings extensive management and governance experience from his service as the Government of Canada's Minister of Finance and Minister of Natural Resources. Mr. Oliver is a past president and CEO of the Investment Dealers Association, and a former executive director of the Ontario Securities Commission. He has also held senior positions at Merrill Lynch Royal Securities Ltd., Nesbitt Thomson Inc., BMO Nesbitt Burns and First Marathon Securities Ltd. Mr. Oliver is a respected and outspoken advocate supporting the development of medical cannabis treatments backed by clinical research, as demonstrated in his published articles.

Doug Sommerville, MBA

Chief Executive Officer

Mr. Sommerville has more than a quarter-century of results-driven success in medical and pharmaceutical business development, both in domestic and international markets. Before joining PlantEXT, Mr. Sommerville headed up Teva Canada, where he oversaw record annual revenues of over \$1.3 billion. He has also held executive positions within Baxter International, serving in Chicago as global vice president of infusion systems and in Canada as vice president of medication delivery. His wealth of experience includes a term as chair of the Canadian Generic Pharmaceutical Association, the leading industry group for the thriving \$6 billion-dollar generic pharmaceutical market in Canada.

Dr. Oded Sagee, PhD

Founder and President (Israel)

Dr. Sagee founded PlantEXT in 2015 as a wholly owned subsidiary of Israel Plant Sciences Limited. He is also CEO and founder of BreedIT Corp., an agro-breeding information technology company. As PlantEXT's founder and president, he combines decades of scientific experience in plant biology with management acumen from his time as chief scientist and manager of business development for Gaon Agro Industries Ltd., in addition to senior positions at Phytech Ltd. and AminoLab Ltd. Previously, Dr. Sagee held the role of department head at the Agricultural Research Organization, Volcani Center, a leading public research institute in Israel, and authored numerous scientific papers in the fields of botany and plant sciences.

AI Shefsky, JD

President (Canada)

Mr. Shefsky has focused his career on starting up, financing and operating innovative businesses in the technology and resource sectors. He is also president of Cannadigm Corp., a private Canadian company that invests in the medical cannabis sector, and he co-founded Delshen Therapeutics Corp., a licensed Canadian producer and seller of medical cannabis. Prior to entering the cannabis industry, Mr. Shefsky founded and served as president for Pele Mountain Resources Inc. for over 20 years, providing vision and leadership in the execution of the company's project generation, financing and development strategies, including raising tens of millions of dollars and negotiating several successful joint venture agreements with industry leading companies.

Paul Andersen, CA, CPA, GGMA

Chief Financial Officer

Mr. Andersen is the managing partner of Forbes Andersen LLP, a financial management company that works with both business owners and public companies. He has over 25 years of experience as a senior officer and director in public and private companies, both in Canada and internationally. Mr. Andersen has experience in the cannabis industry as a director of Abba Medix Group (now Canada House Wellness Group Inc.) and is the CFO and a director of Cannabis Growth Opportunity Corporation, a cannabis focused investment corporation.

Stan Bharti, PEng, CEng, MSc, DIC

Board Member

Mr. Bharti is a professional engineer, international financier, and seasoned entrepreneur. He has more than 30 years of experience in business, finance, markets, and operations. He has been instrumental in raising over \$3 billion worth of investment capital for the companies that he has worked with. Mr. Bharti has been pivotal in the acquiring, financing, restructuring and building dozens of established companies and start-ups throughout North America, South America, Africa and Australia.

Kevin McGovern

Board Member

Mr. McGovern is chairman and CEO of McGovern Capital LLC, a global investment, strategy and licensing provider to emerging companies, particularly in consumer technologies and IP-based industries. Through McGovern Capital and its affiliates, he has co-founded over twenty-five (25) companies, six of which have become world/category leaders. Mr. McGovern also founded SoBe Beverages, at one time, the fastest-growing beverage company in the United States, before selling to Pepsi for \$375 million. Mr. McGovern is also a Director of WeedMD Inc., a Canadian-licensed producer and distributor of medical-grade cannabis.

Ittamar Herman, LLB

Board Member

Mr. Herman is an experienced senior manager who has served for over 30 years at various companies in marketing, technologies, communications and tourism. He is currently chairman of Kfar Maccabiah, an Israeli hotel in Tel Aviv. Mr. Herman also boasts considerable experience in public and non-profit sector management, having served as chairman of the 18th Maccabiah Organizing Committee and as director of Jewish National Fund, which oversees 17% of all land in Israel.

Control Persons

As of the date hereof, PlantEXT Shareholders who each hold a controlling interest in PlantEXT are Israel Plant Sciences Ltd. ("**IPS**"), Cannadigm Corp. ("**Cannadigm**") and Greenway International Investments Ltd. ("**Greenway**"). The current ownership of the remaining interest in PlantEXT consists of 48 PlantEXT shareholders holding 7,055,103 PlantEXT Shares, representing approximately 29.4% of the total issued and outstanding shares of PlantEXT as of the date hereof. IPS is a company incorporated under the laws of Israel and currently owns 10,000,000 PlantEXT Shares, representing approximately 41.6% of the total issued and outstanding shares of PlantEXT as of the date hereof. Two shareholders hold a controlling interest in IPS: Starbiotech 2015 Ltd. ("**Starbiotech**") and McGovern Capital LLC ("**McGovern Capital**"). Starbiotech is a company incorporated under the laws of Israel and is owned and controlled by Oded Sagee, a resident of Herzliya, Israel and Ittamar Herman, a resident of Ramat HaSharon, Israel. McGovern Capital is a company incorporated under the laws of the State of Florida and is controlled by Kevin McGovern, a resident of Boca Raton, Florida.

Cannadigm is a company incorporated under the federal laws of Canada and currently owns 4,105,870 PlantEXT Shares, representing approximately 17.1% of the total issued and outstanding shares of PlantEXT as of the date hereof. Cannadigm is controlled by Al Shefsky, a resident of the province of Ontario.

Greenway is a company incorporated under the laws of Barbados and currently owns 2,857,143 PlantEXT Shares, representing approximately 11.9% of the total issued and outstanding shares of PlantEXT as of the date hereof. Greenway is controlled by Fred Leigh, a resident of the province of Ontario.

It is anticipated that immediately following the Transaction, the only shareholders that will hold greater than 10% of the issued and outstanding Resulting Issuer Shares will be IPS, Cannadigm and Greenway.

Sponsorship

BB1 intends to apply to the Exchange for an exemption from applicable sponsorship requirements.

About PlantEXT

PlantEXT is an Israeli company focused on developing and commercializing the world's most effective pharmaceutical cannabis formulations for the treatment of inflammation related medical conditions. PlantEXT has entered into a strategic partnership and exclusive agreement with the State of Israel's Agricultural Research Organization to develop and commercialize a treatment for inflammatory bowel disease. PlantEXT also operates independent research and development facilities near Tel Aviv, where it is developing an extensive pipeline of anti-inflammatory products supported by pre-clinical and clinical research.

About BB1

BB1 Acquisition Corp. is a capital pool company whose sole business is the identification and evaluation of assets or businesses with a view to completing a qualifying transaction.

Contact Information

For more information about PlantEXT, please contact Doug Sommerville, PlantEXT's CEO at +1 (416) 640 5353.

For more information about BB1 please contact Stephen Shefsky, BB1's CEO at +1 (416) 366 4200.

Cautionary Note

Completion of the Transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and if applicable pursuant to Exchange 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.

The TSX Venture Exchange Inc. has not passed upon the merits of the proposed Transaction and has neither approved nor disapproved the contents of this press release.

Forward-Looking Information

The information in this news release includes certain information and statements about management's view of future events, expectations, plans and prospects that constitute forward looking statements. The foregoing statements are based upon assumptions that are subject to significant risks and uncertainties. Because of these risks and uncertainties and as a result of a variety of factors, the actual results, expectations, achievements or performance may differ materially from those anticipated and indicated by these forward-looking statements. Forward-looking statements in this news release include, but are not limited to the completion of the Transaction on the terms and conditions contained herein; the completion of the Concurrent Financing; the listing of the Resulting Issuer Shares on the Exchange; and BB1 receiving a final receipt for a prospectus from the OSC. Any number of factors could cause actual results to differ materially from these forward-looking statements as well as future results. Although the Company believes that the expectations reflected in forward looking statements are reasonable, it can give no assurance that the expectations of any forward-looking statements will prove to be correct, or that the Transaction or the Concurrent Financing will be completed on the terms contained herein, or at all. Except as required by law, the Company disclaims any intention and assumes no obligation to update or revise any forward-looking statements to reflect actual results, whether as a result of new information, future events, changes in assumptions, changes in factors affecting such forward-looking statements or otherwise.

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