

THIRD AMENDMENT TO ACQUISITION AGREEMENT

THIS AGREEMENT dated this 30th day of September 2019.

AMONG:

GREEN RISE CAPITAL CORPORATION

a corporation incorporated under the laws of the Province of Ontario
("Green Rise")

- and -

BULL MARKET FARMS INC.,

a corporation incorporated under the laws of the Province of Ontario
("Bull Market")

- and -

GREEN RISE FOODS (LEAMINGTON) ACQUISITION CORP.,

a corporation incorporated under the laws of the Province of Ontario
("Subco")

RECITALS

- A. Green Rise is a capital pool company as defined by Exchange Policy 2.4 and is required to complete a Qualifying Transaction;
- B. Green Rise has identified Bull Market as a target company with which to complete its Qualifying Transaction and wishes to acquire all of the issued and outstanding securities of Bull Market in exchange for securities of Green Rise by way of an amalgamation between Bull Market and Subco, such that upon completion of the Amalgamation, the amalgamated corporation shall be a wholly-owned subsidiary of Green Rise;
- C. On March 1, 2019, Green Rise, Bull Market and Subco entered into that certain acquisition agreement providing for the foregoing Qualifying Transaction, subject to the terms and conditions set forth therein and on June 7, 2019 (with effect as and from May 31, 2019) the parties entered into an amendment to the acquisition agreement and on August 2, 2019 (with effect as and from July 31, 2019) the parties entered into a second amendment to the acquisition agreement (collectively, the "**Definitive Agreement**"); and
- D The parties wish to further amend the Definitive Agreement in the manner set forth herein.

AGREEMENT

THIS AGREEMENT WITNESSES that in consideration of the covenants, agreements and other provisions herein set forth and provided for, the parties hereto respectively covenant and agree as set forth below.

- 1. **Definitions.** Unless the context otherwise requires, all terms with initial capitals used herein shall have the meanings set forth in the Definitive Agreement.

2. **Amendment to Conditions to Closing of Green Rise.**

- (a) Section 5.2(j) of the Definitive Agreement (as amended) relating to Green Rise's name change is hereby deleted in its entirety.
- (b) Section 5.2(k) of the Definitive Agreement (as amended) relating to the reconstitution of the Green Rise and Bull Market boards of directors is hereby deleted in its entirety.

3. **Amendment to Representations, Warranties and Covenants of Green Rise.**

- (a) Section 4.1 of the Definitive Agreement is hereby amended to include a new paragraph (ee) as follows:

“Regarding Name: As soon as practicable following the Closing of the transactions contemplated by this Agreement, Green Rise shall use commercially reasonable efforts to work towards (i) the entering into of an agreement with certain founders of Green Rise pursuant to which the rights to the name “Green Rise Capital Corporation” shall be transferred to such founders or a corporation incorporated by them for nominal consideration (\$1.00) and (ii) the approval of the Green Rise Shareholders and the Exchange to the change in the name of Green Rise to “Green Rise Foods Inc.”, the rights to which name shall be granted to the company pursuant to a royalty-free license agreement mutually acceptable to the parties.”

4. **Amendment to Representations, Warranties and Covenants of Bull Market.**

- Section 3.1 of the Definitive Agreement (as amended) is hereby amended to include a new paragraph (ee) as follows:

“Resignation of Directors and Officers: As soon as practicable following Closing of the transactions contemplated by this Agreement, the board of directors and officers of Green Rise and Amalco shall use commercially reasonable efforts to reach an agreement for them to resign their current director and officer positions in and to Green Rise and Amalco (other than those agreed to by the parties acting reasonably with respect to those who will remain as directors and officers of Amalco), together with others who will be directors and officers following completion of the Amalgamation as also reasonably agreed to by the parties. The parties shall also co-operate in effecting, as applicable, a change in the number of directors of Green Rise and the election of directors and officers as reasonably agreed to by the parties subject to the approval of the Green Rise Shareholders and the Exchange. For greater certainty, Green Rise, subject to the immediately preceding sentence, shall use commercially reasonable efforts to nominate Vito Galifi, Matthew Tatomir, Scott Linnell, Rick Paolone, Mark Benadiba, Vincent Narang, Jerry Mancini and another nominee to be determined later for election as directors of Green Rise at a duly-called and held meeting of the Green Rise Shareholders following Closing of the transactions contemplated hereby. It is also agreed that, pending the effective appointment of the aforesaid

directors and officers, the foregoing persons shall be granted observer status at all meetings of the board directors of Green Rise.”

5. **Change in Name of Amalco.** It is acknowledged that Schedule “A” to the Definitive Agreement shall be amended to provide that the name of the continuing corporation following the Amalgamation shall be “Bull Market Farms Inc.” instead of “Green Rise Foods (Leamington) Inc.”.
6. **Saving.** The parties otherwise agree and confirm that all other terms and conditions of the Definitive Agreement (as amended) shall remain in full force and effect, unamended.
7. **General.** The parties further agree that the provisions of Sections 8.1 through 8.9 inclusive of the Definitive Agreement (as amended) shall apply to this amending agreement as if deemed to be incorporated herein.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF the parties hereto have executed this Agreement by their duly authorized officers as of the day and year first above written.

GREEN RISE CAPITAL CORPORATION

Per: (signed) "Vincent Narang"
Name: Vincent Narang
Title: Chief Executive Officer

I/We have authority to bind the Corporation.

BULL MARKET FARMS INC.

Per: (signed) "Matthew Tatomir"
Name: Matthew Tatomir
Title: President

I/We have authority to bind the Corporation.

**GREEN RISE FOODS (LEAMINGTON)
ACQUISITION CORP.**

Per: (signed) "Vincent Narang"
Name: Vincent Narang
Title: Chief Executive Officer

I/We have authority to bind the Corporation.