

# AEGIS BRANDS ANNOUNCES CLOSING OF ST. LOUIS BAR AND GRILL ACQUISITION

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**Markham, Ontario – November 17, 2022** – Aegis Brands Inc. ("**Aegis**" or the "**Company**") (TSX: AEG) is pleased to announce the closing today of the previously announced acquisition of St. Louis Bar and Grill for total consideration of \$50.0 million (the "**Purchase Price**"). The Company, acting through a wholly-owned subsidiary, SLF Operations Limited Partnership, has acquired substantially all of the assets and intellectual property of the "St. Louis Bar & Grill"® brand and trademark.

"We couldn't be happier to welcome the St. Louis brand, their people and franchisees into the Aegis family. St. Louis has big plans for growth and the people to make it happen. I am looking very forward to leading this management team that has been responsible for the success of St. Louis to date." said Steven Pelton, President and CEO of Aegis Brands. "Our job at Aegis is to support the team as they execute their growth plans, which includes launching the fast casual version of St. Louis called "Good to Go by St. Louis" and a foray into the grocery channel with its famous wings and sauces. Aegis will provide resources, expertise and guidance to broaden the St. Louis brand experience across Canada." continued Pelton.

To support the acquisition and Aegis' future growth, the Company has raised \$58.4 million through a combination of debt and equity, including \$30.0 million from the Company's existing senior facility with CWB Franchise Finance (the "**Senior Facility**") and the balance financed through the previously announced "best efforts" private placement offering of subscription receipts for common shares ("**Common Shares**") and subscription receipts for convertible debentures ("**Convertible Debentures**") for gross aggregate proceeds of \$28.4 million with Echelon Capital Markets acting as co-lead agent and sole bookrunner, and Canaccord Genuity Corp. acting as co-lead agent (the "**Offering**"). The details of the Senior Facility and the Offering were outlined in the Company's news release on September 29, 2022 filed under the Company's issuer profile at [www.sedar.com](http://www.sedar.com).

The Offering was approved at a special meeting of shareholders of the Company held earlier today, November 17, 2022. The Offering required approval of shareholders holding greater than 50% of the Common Shares represented in person or by proxy at the Meeting, excluding the Common Shares held by interested shareholders. Of the votes cast at the Meeting by disinterested shareholders with respect to the Offering, a total of 8,872,294 Common Shares were voted in favour of the Offering, representing approximately 98.74% of the disinterested shareholder votes cast on the special resolution. The Company's full report of voting results will be filed under the Company's issuer profile at [www.sedar.com](http://www.sedar.com).

The holders of Common Share subscription receipts and Convertible Debenture subscription receipts have been automatically issued Common Shares and Convertible Debentures, respectively, effective today in accordance with the terms of the subscription receipt agreements governing those securities.

The Common Shares, Convertible Debentures, and the Common Shares issuable upon conversion of the Convertible Debentures remain subject to a statutory hold for a period of four months and one day from the closing of the Offering on September 29, 2022 (the "**Hold Period**"). The Convertible Debentures will be listed for trading on the TSX under the symbol "**AEG.DB**" upon the expiration of the Hold Period, with listing expected to take effect on or about January 30, 2023.

**About Aegis Brands Inc.**

Aegis currently owns and operates Bridgehead Coffee and now St. Louis Bar and Grill. The Company's vision is to build a portfolio of amazing brands that can grow and flourish with access to Aegis' resources and expertise. The Company is committed to letting each brand operate independently while providing shared expertise to help them thrive. For more information, please visit [www.aegisbrands.ca](http://www.aegisbrands.ca).

**Forward Looking Statements**

*Certain information contained in this news release are not statements of historical fact and are "forward-looking" statements. Forward-looking statements relate to future events or future performance and reflect management's expectations or beliefs regarding future events and include, but are not limited to, statements regarding the Company's expectations with respect to the completion of the Transaction.*

*In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "outlook", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved" or the negative of these terms or comparable terminology. By their very nature forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements.*

*In making the forward-looking statements in this news release, the Company has applied certain factors and assumptions that are based on information currently available to the Company as well as the Company's current beliefs and assumptions. These factors as well as the risk factors detailed from time to time in the Company's interim and annual financial statements and management's discussion and analysis of those statements, all of which are filed and available for review on SEDAR at [www.sedar.com](http://www.sedar.com). Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended, many of which are beyond the Company's ability to control or predict. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements and all forward-looking statements in this news release are qualified by these cautionary statements.*

*The forward-looking statements in this press release are made as of the date it was issued and Aegis does not undertake any obligation to update publicly or to revise any of the included forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable law.*

**Media and investor queries**

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