



BGP ACQUISITION CORP. ANNOUNCES COMPLETION OF QUALIFYING TRANSACTION OF CRAFT 1861 GLOBAL, INC., NAME CHANGE AND AMENDMENT TO CREDIT FACILITY

Vancouver, British Columbia – February 28, 2023 – BGP Acquisition Corp. (NEO: BGP.U, BGP.WT.U, OTCQX: BGPPF, BGPAF) (the “**Corporation**” or “**BGP**”), announced today that it has completed its qualifying transaction (the “**Qualifying Transaction**”) with Craft 1861 Global, Inc. (“**Craft Global**”). Concurrent with the closing of the Qualifying Transaction (the “**Closing**”), the Corporation changed its name to CRAFT 1861 Global Holdings Inc. (“**New Craft**”).

Following the Closing, New Craft’s subordinate voting shares (the “**Subordinate Voting Shares**”) and warrants (the “**Warrants**”) will be listed and posted for trading on the Neo Exchange Inc. (“**NEO**”) under the symbols “HUMN” and “HUMN.WT.A”, respectively, and are expected to commence trading on March 1, 2023, at market open.

“We could not be more excited about this transaction. We believe Craft Global is extraordinarily well positioned to become a globally recognized and trusted cannabis wellness brand. Craft Global has already proven its ability to create exclusive long-term health and wellness partnerships with many of the most prominent names in global sports, and we are excited for the company’s next steps as a public company. With significant funding secured for its operating needs, including its recent private placement in the amount of US\$100 million, Craft Global is well positioned to execute on its business plan,” noted Ruth Epstein, Chairwoman and CEO of BGP.

Robert Aranda, Chairman and CEO of New Craft, added “We feel fortunate to have found partners in BGP who understand and share our vision, and look forward to executing our global roll out as a fully funded public company. We are proud of the partnerships we have formed with the most exciting global sports organizations and we continue to expand our market opportunities with a number of exciting additional partnerships with globally recognized organizations who share our focus on improving health and wellness. By combining these unprecedented partnerships with our clinically researched, rigorously tested, BSCG certified safe for sport, all natural products, Craft Global is fulfilling its mission by promoting Human Sustainability, to create better wellness for all.”

Craft 1861 Global, Inc. Highlights

- The markets for cannabidiol (“CBD”) and delta-9-tetrahydrocannabinol (“THC”) products are expected to exceed US\$20 billion and US\$60 billion, respectively, in global sales by 2030.¹
- Through its exclusive long-term strategic licensing rights partnerships (“**Strategic Partnerships**”) for all cannabinoids with leading global organizations including the World Boxing Council, Moto GP, Maserati Venturi/Formula E, and Premier League football teams, Craft Global aims to capture

¹ Source: Grandview Research, New Frontier Data.

what management believes is a once-in-a-generation opportunity to build the first globally recognized and trusted cannabidiol (“**CBD**”) brand.

- Prior to Closing, Craft Global entered into an amending agreement to its line of credit agreement and line of credit promissory note dated October 22, 2022 with Brott Ltd. (the “**Credit Agreement**”), pursuant to which an additional US\$900 million is available to Craft Global on the same terms and conditions as the original facility, for total availability of US\$1 billion, which, together with the proceeds of the recently closed US\$100 million private placement, will be used to fund Craft Global’s ongoing operations and working capital needs.
- Significant pipeline of additional sporting, celebrity and corporate strategic partnership opportunities in negotiation.
- By focusing its initial partnerships on CBD, Craft Global avoids many of the difficulties facing delta-9-tetrahydrocannabinol (“**THC**”) driven companies, including onerous taxes and limits on moving products across state and country lines.
- Data-driven approach to identifying partners provides highly engaged consumer audience with global scale and anticipated high conversion rates, driving a low customer acquisition cost.
- Asset light approach provides speed to market and leverage to financial performance and profitability by using existing infrastructure and expertise.

Closing of the Qualifying Transaction

Upon Closing, (i) BGP’s Class A restricted voting shares not required to be redeemed were converted into Subordinate Voting Shares on a one for one basis, and (ii) BGP’s Class B shares were converted into Proportionate Voting Shares (“**Proportionate Voting Shares**”) on a one for 100 basis.

Following the Closing, New Craft has approximately 23,406 Subordinate Voting Shares and 5,940,000 Warrants outstanding. The Subordinate Voting Shares and Warrants of New Craft will be listed and posted for trading on the Neo under the symbols “HUMN” and “HUMN.WT.A”, respectively, and are expected to commence trading on March 1, 2023, at market open.

Pursuant to the Qualifying Transaction, Robert Aranda received 280,525 Proportionate Voting Shares of New Craft in exchange for his shares of Craft Global. Prior to the completion of the Qualifying Transaction, Mr. Aranda did not own, directly or indirectly, any securities of BGP. Following completion of the Qualifying Transaction Mr. Aranda owns (i) 60.36% of the issued and outstanding Proportionate Voting Shares, and (ii) 60.33% of the issued and outstanding Subordinate Voting Shares, treating, for this purpose, the Proportionate Voting Shares on an as-converted basis. Mr. Aranda acquired his Proportionate Voting Shares pursuant to the Qualifying Transaction for investment purposes.

Final Prospectus

On December 1, 2022, BGP filed a final long form prospectus, which provides detailed disclosures regarding Craft Global and the Qualifying Transaction (the “**Prospectus**”). The Prospectus is available on the Corporation’s SEDAR profile at www.sedar.com.

About Craft 1861 Global, Inc.

Craft Global is a minority-led, U.S.-based health and wellness company. Craft Global aims to capitalize on what management believes is a once-in-a-generation opportunity to create a global household name by

consolidating global demand for cannabis and making it a mainstream component of health and wellness lifestyles.

Craft Global operates within the non-psychoactive, hemp-derived CBD space with consumer-packaged goods containing zero THC. Craft Global is also a vertically integrated cannabis company in the state of New Mexico, and expects to expand into other legal jurisdictions through the sale of its proprietary intellectual property.

Since its inception, Craft Global has been focused on ensuring the highest levels of compliance with all applicable standards, which allowed Craft Global in 2019, at the Indianapolis 500, to become the first broadcast network-approved and telecast CBD sponsor with its sponsorship of IndyCar Carlin Racing, broadcast on NBC. Craft Global's 2019 World Boxing Council (WBC) partnership was the first CBD sponsorship for a global professional sports organization. This careful and thoughtful approach to the industry has helped Craft Global sign exclusive, long term and multi-year strategic licensing rights partnerships with a number of the world's largest and most respected sporting, entertainment and lifestyle brands, athletes, entertainers, celebrities, and corporations, including WBC, Moto GP, Formula E, Pramac Ducati, World Surf League, a global motorsport league, a Premier League football club, a premier international sprint-sailing league, a premier global sailing race and a leading collegiate IP agency – providing access to billions of engaged digital customers.

Craft Global CBD Operations

Craft Global has taken a deliberate and targeted approach to its CBD operations. As a result of the relative consistency in Federal and State-level regulation, the CBD market provides substantially greater freedom than the THC market to centralize operations and ship on a national and global scale. The CBD industry also has a growing number of sizeable, accredited, specialized, and experienced manufacturers and distributors with global reach with whom to partner, as is often done in other CPG industries. Craft Global will continue to focus on leveraging its operational partners' expertise and scale to facilitate production, manufacturing, marketing, and shipping of finished CBD goods on a global basis where legally permitted. This has provided Craft Global with the ability to use its growth capital historically, and going forward, to create market-leading products and secure exclusive multi-year Strategic Partnerships.

Craft Global's growth strategy is primarily based on its ability to enter into multi-year global wellness Strategic Partnerships that are exclusive for all cannabinoids, with a number of the largest global athletic organizations, celebrities and other well-respected hospitality and CPG companies. Craft Global's approach to selecting Strategic Partnerships is based on analyzing potential Strategic Partners' customer and fan bases for their engagement levels and receptivity to CBD and cannabinoids. Through these Strategic Partnerships, Craft Global will have access to the billions of digital followers of these organizations, as well as exclusive advertising and promotional rights for all cannabinoid products and services with these organizations. In addition to the Strategic Partners noted above, Craft is in discussions with a number of leading global entities across sports, entertainment and corporate initiatives regarding Strategic Partnerships. With the launch of each of its existing Strategic Partnerships and the credibility those partners provide Craft Global, inbound interest from other potential Strategic Partners in the sports and entertainment industries has grown significantly. With the emergence of the Craft 1861 brand on a global scale, Craft Global will focus efforts on business-to-business sales of its branded products through third party businesses identified through a data-driven process.

1861 Market THC Operations

Craft Global also operates a vertically-integrated cannabis operation in the state of New Mexico under the '1861 Market' banner. New Mexico is one of the most recent US states to approve recreational cannabis

sales, sales of which began on April 1, 2022. This operation is important for Craft Global as they utilize it as the testing ground for THC products that they will look to bring to a global scale as regulations permit.

Prior to Closing, Craft Global determined to explore strategic opportunities in respect of its plant-touching operations, including divesting such operations, in order to streamline its business operations and better focus on its primary business objectives. New Craft will update the market on this strategic process if and when legally required to do so.

Forward Looking Statements

This press release may contain forward-looking information within the meaning of applicable securities legislation, which reflects the Corporation's current expectations regarding future events. The words "expect", "aim", "believe", and similar expressions or words suggesting future outcomes are often intended to identify forward-looking information, although not all forward-looking information contains these identifying words. In addition, any statements that refer to expectations, projections or other characterizations of future events or circumstances contain forward-looking statements. Forward-looking statements are not historical facts, nor guarantees or assurances of future performance but instead represent management's current beliefs, expectations, estimates and projections regarding future events and operating performance. Specific forward-looking information contained in this press release includes, but is not limited to statements concerning the anticipated strategic, operational and competitive advantages and benefits created by the Qualifying Transaction and future opportunities for Craft Global.

Forward-looking statements reflect management's current beliefs, expectations and assumptions and are based on information currently available to management, management's historical experience, perception of trends and current business conditions, expected future developments and other factors which management considers appropriate. With respect to the forward-looking statements included in this press release, the Corporation has made certain assumptions with respect to, among other things, the expectation that no unforeseen changes in the legislative and operating frameworks for Craft Global will occur; that Craft Global will meet its future objectives and priorities; that Craft Global will be able to onboard additional Strategic Partners; that Craft Global will have access to adequate capital to fund its future projects and plans; that Craft Global's future projects and plans will proceed as anticipated; as well as assumptions concerning legislative frameworks, general economic and industry growth rates, prices, currency exchange and interest rates, competitive intensity, future pandemics or other material outbreaks of disease, safety issues, recalls, and no unplanned material changes in Craft Global's facilities, equipment or customer and employee relations. Forward-looking information is based on a number of assumptions, opinions, and estimates and is subject to a number of risks and uncertainties, many of which are beyond the Corporation's control, that could cause actual results and events to differ materially from those that are disclosed in or implied by such forward-looking information. Such risks and uncertainties include, but are not limited to: limited long-term data with respect to the efficacy, side effects and safety of cannabis products; uncertainties regarding U.S. hemp regulation; product recalls; failure or deterioration of quality control systems; limited shelf life of products; limited operating history; Craft Global's ability to successfully manage its growth; Craft Global's ability to achieve or maintain profitability; the popularity of Craft Global's brand portfolio; COVID-19 or future outbreaks of infectious diseases; potential future sales of shares; execution of Craft Global's business strategies; reliance on management and conflicts of interest; competition; risks relating to new, well-capitalized entrants developing large-scale operations; reliance on key inputs; dependence on suppliers and skilled labour; Craft Global's ability to obtain high quality product for its growth needs; climate change; litigation; reliance on third-party distributors; intellectual property risks; protection of trade secrets; fraudulent or illegal activity by employees, contractors and consultants; prohibition against public company ownership of cannabis businesses in some jurisdictions; information technology systems and cyber-attacks; security breaches; high bonding and insurance costs; costs and requirements of being a public company and risks associated with failure to comply with such requirements; no planned dividends; future acquisitions or dispositions; U.S. federal

income tax; net operating loss limitations; withholding tax on dividends; risk of U.S. tax classification as a U.S. real property holding company; market price volatility; sales of a substantial number of Subordinate Voting Shares; future equity financings; loss of foreign private issuer status; limitations on certain remedies; global financial conditions; impairment of goodwill and intangible assets; Craft Global's ability to comply with regulatory requirements; regulatory restrictions on international sales of Craft Global's products; lack of clarity regarding the future of hemp regulation; designation of cannabinoids as an impermissible adulterant; Federal Trade Commission enforcement actions; status of cannabis as a controlled substance under the Controlled Substances Act; changes in enforcement of cannabis laws; difficulty accessing capital and banking services; differing regulatory requirements across jurisdictions; risks relating to civil asset forfeiture; the uncertain future of the cannabis industry; heightened scrutiny by regulators; risks relating to expansion into other markets; restrictions on deductions of certain expenses; enforceability of contracts; risks relating to changes in U.S. controlled substance laws and regulations; lack of reliable cannabis industry data; contractual right of action; expectations of investors and securities analysts; limited market for the Subordinate Voting Shares; dilution from the exercise of BGP warrants; and retention of key personnel, as well as the factors discussed under "Risk Factors" in the Final Prospectus.

If any of these risks or uncertainties materialize, or if the opinions, estimates or assumptions underlying the forward-looking information prove incorrect, actual results or future events might vary materially from those anticipated in the forward-looking information. Accordingly, undue reliance should not be placed on forward-looking information, which speaks only as of the date made. The forward-looking information contained in this news release represents the Corporation's expectations as of the date of this news release, and are subject to change after such date. The Corporation does not undertake any obligation to update such forward-looking information, whether as a result of new information, future events or otherwise, except as expressly required by applicable law.

The NEO Exchange does not accept responsibility for the adequacy or accuracy of this press release.

FOR FURTHER INFORMATION PLEASE CONTACT:

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