



RIV Capital Applauds Reports that DEA Plans to Reschedule Cannabis

TORONTO – May 1, 2024 - RIV Capital Inc. (“RIV Capital” or the “Company”) (CSE: RIV) (OTC: CNPOF), an acquisition and investment firm with a focus on building a leading multi-state platform with one of the strongest portfolios of brands in key strategic U.S. markets, today applauds reports that the U.S. Drug Enforcement Agency proposes to reschedule cannabis under the Controlled Substance Act (the “CSA”) from Schedule I to a Schedule III substance. A rescheduling of cannabis under the CSA is expected to lead to the removal of 280E taxes, provide additional tailwinds to support further federal reform, expand institutional access to invest in the cannabis sector, and accelerate opportunities for research into the medical benefits of cannabis.

“Rescheduling cannabis has the potential to transform our industry in many ways and is one of the most monumental developments we have seen in the cannabis industry as the U.S. federal government finally acknowledges cannabis’s medical efficacy and relatively low potential for abuse,” said Mike Tetzke, COO and interim CEO of RIV Capital. “We are thrilled to see the Biden administration continuing to follow through on their commitment to support cannabis reform. This reclassification would provide much needed relief to cannabis operators of all shapes and sizes, fairer tax treatment through the elimination of 280E, and permit much needed additional research on the medical efficacy of cannabis.”

In addition, as previously disclosed, RIV Capital’s Strategic Growth Committee (“SGC”) continues to work to identify potential opportunities to unlock the full value of the Company’s assets and enhance shareholder value. At this time, RIV Capital has not entered into a binding agreement and there can be no assurance that any transaction or other arrangement will result from the strategic review process. The Company does not intend to disclose further details with respect to its review or any potential transaction until the Company’s Board of Directors has approved a specific transaction or such disclosure is otherwise required by applicable law.

About RIV Capital

RIV Capital is an acquisition and investment firm with a focus on building a leading multistate platform with one of the strongest portfolios of cannabis brands in key strategic U.S. markets. Backed by in-house expertise and cannabis domain knowledge, RIV Capital aims to grow its own brands and partner with established U.S. cannabis operators and brands to bring them to new markets and build market share. RIV Capital established the foundational building blocks of its active U.S. strategy with its previously announced acquisition of Etain, LLC (“Etain”). Through its strategic relationship with The Hawthorne Collective, a subsidiary of The ScottsMiracle-Gro Company (“ScottsMiracle-Gro”), RIV Capital is The Hawthorne Collective’s preferred vehicle for cannabis-related investments not under the purview of other ScottsMiracle-Gro subsidiaries.

Forward Looking Statements

This news release contains statements which constitute "forward-looking information" within the meaning of applicable securities laws, including statements regarding the plans, intentions, beliefs and current expectations of RIV Capital and its portfolio companies with respect to future business activities and operating performance. Forward-looking information is often identified by the words "may", "would", "could", "should", "will", "intend", "plan", "anticipate", "believe", "estimate", "expect" or similar expressions and includes information regarding the potential rescheduling of

cannabis under the CSA; the potential effects of the rescheduling, including the removal of 280E taxes, increase federal legalization momentum, and expanded institutional access to invest in the cannabis sector; the potential transformation of the cannabis industry as a result of the reclassification of cannabis; the potential additional research to study the medical efficacy of cannabis; the Company's strategies, objectives, goals, opportunities and plans, including in respect of the SGC's efforts to identify future opportunities for the Company, any potential business combination or other arrangement with a transaction partner.

Investors are cautioned that forward-looking information is not based on historical fact but instead reflects management's expectations, estimates or projections concerning future results or events based on the opinions, assumptions and estimates of management considered reasonable at the date the statements are made. Although RIV Capital believes that the expectations reflected in such forward-looking information are reasonable, such information involves risks and uncertainties, and undue reliance should not be placed on such information, as unknown or unpredictable factors could have material adverse effects on future results, performance or achievements of RIV Capital or its portfolio companies.

Among the key factors that could cause actual results to differ materially from those projected in the forward-looking information are the following: the Company's ability to execute its go-forward strategy; stock market volatility; changes in the business activities, focus and plans of the Company, Etain and the Company's investees and the timing associated therewith; the timing of any changes to federal laws in the U.S. to allow for the general cultivation, distribution, and possession of cannabis; regulatory and licensing risks; changes in cannabis industry growth and trends; changes in general economic, business and political conditions, including changes in the financial markets; the global regulatory landscape and enforcement related to cannabis, including political risks and risks relating to regulatory change; risks relating to anti-money laundering laws; compliance with extensive government regulation, including RIV Capital's interpretation of such regulation; public opinion and perception of the cannabis industry; divestiture risks; and the risk factors set out in RIV Capital's MD&A filed with Canadian securities regulators and available on RIV Capital's profile on SEDAR+ at www.sedarplus.ca.

Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking information prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected. Although RIV Capital has attempted to identify important risks, uncertainties and factors that could cause actual results to differ materially, there may be others that cause results not to be as anticipated, estimated or intended. RIV Capital does not intend, and does not assume any obligation, to update this forward-looking information except as otherwise required by applicable law.

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