

Good2GoRTO Corp. and FRX Polymers, Inc. Announce Closing of \$6.5 Million Financing

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Toronto, February 3, 2022 - [Good2GoRTO Corp.](#) (TSXV: GRTO.P) ("G2G" or the "Corporation") and FRX Polymers, Inc. ("FRX") are pleased to announce that further to the press release dated February 1, 2022, FRX Polymer (Canada) Inc. ("Finco"), a wholly-owned Canadian subsidiary of FRX, completed a concurrent brokered and non-brokered private placement of subscription receipts ("Subscription Receipts") and convertible debentures ("Convertible Debentures") for aggregate gross proceeds of approximately CAD\$6.5 million (the "Offering"). The Offering was completed in connection with a going-public transaction for FRX (the "Proposed Transaction"), by way of an amalgamation and merger that will constitute G2G's "Qualifying Transaction" (the "Qualifying Transaction") under Policy 2.4 - Capital Pool Companies of the TSX Venture Exchange (the "TSXV") pursuant to a business combination agreement dated November 2, 2021 as amended on February 1, 2022 between FRX, G2G, Finco and 13448061 Canada Inc. and G2G Merger Sub, Inc., both wholly-owned subsidiaries of G2G.

Finco completed the Offering comprised of: (i) the brokered sale of 5,899,000 Subscription Receipts (the "Brokered Offering"), at a price of CAD\$1.00 per Subscription Receipt (the "Issue Price") through Echelon Wealth Partners Inc. (the "Lead Agent"), Eight Capital and Haywood Securities Inc. (together with the Lead Agent, the "Agents") pursuant to the terms of an agency agreement between FRX, Finco and the Agents dated February 3, 2022 (the "Agency Agreement"); (ii) the non-brokered sale of 115,000 Subscription Receipts at the Issue Price; and (iii) the non-brokered sale of CAD\$482,296 principal amount of Convertible Debentures.

The Subscription Receipts were created and issued pursuant to the terms of a subscription receipt agreement (the "Subscription Receipt Agreement") between Odyssey Trust Company, as subscription receipt agent (the "Subscription Receipt Agent"), FRX, Finco and the Lead Agent, on its own behalf and on behalf of the Agents. Each Subscription Receipt will be automatically exchanged, for no additional consideration, into one unit of Finco (a "Unit"), on the satisfaction of the certain escrow release conditions set forth in the Subscription Receipt Agreement (the "Escrow Release Conditions") at or before 5:00 p.m. (Toronto time) on the date that is 120 days after the closing date of the Offering, which may be further extended, at the sole and absolute discretion of the Lead Agent, by a period of 30 days (the "Escrow Release Deadline"). Each Unit will be comprised of one common share in the capital of Finco (a "Common Share") and one-half of one Common Share purchase warrant (a "Warrant"). Each whole Warrant will entitle the holder thereof to acquire one Common Share at an exercise price of CAD\$1.30 at any time prior to the second anniversary from the date of issuance.

The Convertible Debentures shall be automatically converted into Common Shares at the Issue Price on the closing of the Proposed Transaction.

Pursuant to the terms of the Agency Agreement, in consideration for their services in connection with the Brokered Offering, the Agents received (A) a cash commission equal to: (i) 7.0% of the aggregate gross proceeds of the Brokered Offering excluding proceeds from subscribers on a President's List plus (ii) 3% of the gross proceeds of the Brokered Offering from subscribers on a President's List (the "Agents' Commission"), and (B) such number of agents' warrants (the "Agents' Warrants") as is equal to: (i) 7.0% of the aggregate number of Subscription Receipts issued under the Brokered Offering excluding Subscription Receipts issued to President's List subscribers and (ii) 3.0% of the aggregate number of Subscription Receipts issued under the Brokered Offering to President's List subscribers. Each Agents' Warrant is exercisable into one Common Share at an exercise price equal to the Issue Price for a period of 24 months following satisfaction of the Escrow Release Conditions. In addition, Finco paid the Lead Agent a corporate finance fee by way of a cash payment of CAD\$17,500 (plus tax) and the issuance of 17,500 Agents' Warrants. In addition, Finco paid an arm's length finder a finder's fee consisting of a cash fee of CAD\$9,040 and warrants to purchase 9,040 Common Shares.

On closing of the Offering, the gross proceeds from the sale of the Subscription Receipts less 50% of the

Agents' Commission, as well as the expenses of the Agents incurred in connection with the Brokered Offering (the "Escrowed Proceeds") were delivered to and are held by the Subscription Receipt Agent and have been invested pursuant to the terms of the Subscription Receipt Agreement (the "Escrowed Proceeds, together with all interest and other income earned thereon, are referred to herein as the "Escrowed Funds"). The remaining 50% of the Agents' Commission will be released from escrow and delivered to the Agents from the Escrowed Funds and the balance of the Escrowed Funds will be released from escrow to Finco upon satisfaction of the Escrow Release Conditions prior to the Escrow Release Deadline. In the event that (i) the Escrow Release Conditions are not satisfied on or before the Escrow Release Deadline, or (ii) prior to the Escrow Release Deadline, FRX, Finco and/or G2G publicly announces that it does not intend to, or cannot, satisfy any one or more of the Escrow Release Conditions, or that the Definitive Agreement is terminated, holders of the Subscription Receipts shall be entitled to receive from the Subscription Receipt Agent and the Subscription Receipt Agent shall pay to each holder of Subscription Receipts an amount equal to the aggregate Issue Price of the Subscription Receipts held by them plus their pro rata share of any interest earned thereon, net of any applicable withholding tax in accordance with the Subscription Receipt Agreement, and all of the Subscription Receipts shall be cancelled. If the amount of the Escrowed Funds, including all interest thereon, would not be sufficient to refund the aggregate Issue Price, then pursuant to the Subscription Receipt Agreement, FRX and Finco will be required to deposit an additional amount, sufficient to satisfy the shortfall, with the Subscription Receipt Agent prior to the time at which the payment is required.

Completion of the Proposed Transaction is subject to a number of conditions, including, but not limited to, the receipt of regulatory approval, including the approval of the TSXV, certain standard closing conditions, including there being no material adverse change in the business of G2G or FRX prior to completion of the Proposed Transaction.

Trading in the common shares of G2G is currently halted at the request of G2G in accordance with TSXV policies, and will remain halted until completion of the Proposed Transaction. G2G intends to apply to the TSXV for reinstatement of trading of the Resulting Issuer Shares when permitted pursuant to TSXV policies.

About the Corporation

The Corporation's principal business is the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction (as such term is defined in the policies of the TSXV). Investors are cautioned that trading in the securities of a capital pool company should be considered highly speculative.

About FRX

FRX is a global manufacturing company, producing a family of environmentally sustainable flame-retardant products that serve a number of large markets spanning electronics, automotive, electric vehicles (EV) and medical devices. FRX is led by a team of highly experienced business and technical professionals and is positioned to be a leader in the rapidly growing flame retardant plastics and additives market.

Nofia® is a registered trademark of FRX. Nofia® products are manufactured at its manufacturing facility on the Port of Antwerp Belgium, one of the world's largest chemicals producing clusters. Nofia® phosphonates are produced using sustainable green chemistry principles such as a solvent-free production process, no waste by-products, and near 100% atom efficiency. FRX's portfolio includes an extensive patent estate. FRX has been the recipient of numerous awards, including the EPA's Environmental Merit Award, the Belgium Business Award for the Environment, and the Flanders Investment of the Year Award. FRX has also been recognized six times on the Global Cleantech 100 list.

For more information on FRX, visit <https://www.frxpolymers.com>.

Further Information

G2G and FRX will provide further details in respect of the Proposed Transaction in due course by way of a subsequent news release, however, G2G will make available to the TSXV, all information, including financial information, as may be requested or required by the TSXV.

All information contained in this news release with respect to G2G and FRX was supplied by the respective party, for inclusion herein, without independent review by the other party, and each party and its directors and officers have relied on the other party for any information concerning the other party.

Completion of the Proposed Transaction is subject to a number of conditions, including but not limited to, TSXV acceptance. There can be no assurance that the Proposed Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement of G2G to be prepared in connection with the Proposed Transaction, any information released or received with respect to the Proposed Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of G2G should be considered highly speculative.

The TSXV has not in any way passed upon the merits of the Proposed Transaction and has neither approved nor disapproved the contents of this news release.

The securities have not been and will not be registered under the United States Securities Act of 1933, as amended and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirement. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

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Disclaimers

Neither the TSXV nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this release.

Notice on Forward-Looking Information

This press release contains forward-looking statements and forward-looking information (collectively, "forward-looking statements") within the meaning of applicable securities laws. Any statements that are contained in this press release that are not statements of historical fact may be deemed to be forward-looking statements. Forward-looking statements are often identified by terms such as "may", "should", "anticipate", "will", "estimates", "believes", "intends", "expects" and similar expressions which are intended to identify forward-looking statements. More particularly and without limitation, this press release contains forward looking statements with respect to the completion of the Proposed Transaction, the terms on which the Proposed Transaction are intended to be completed, the ability to obtain regulatory and shareholder approvals, the listing of the Resulting Issuer Shares on the TSXV, and other factors.

The Corporation cautions that all forward-looking statements are inherently uncertain, and that actual performance may be affected by a number of material factors, assumptions and expectations, many of which are beyond the control of the Corporation and FRX, including that the Proposed Transaction will be completed on currently anticipated terms or at all, and that all applicable shareholder and regulatory approvals for the Proposed Transaction will be received, as well as other risks and uncertainties, including those described in the Corporation's final prospectus dated April 7, 2021 filed with the British Columbia Securities Commission, the Alberta Securities Commission and the Ontario Securities Commission and available on SEDAR at www.sedar.com. The reader is cautioned that assumptions used in the preparation of

any forward-looking statements may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted as a result of numerous known and unknown risks, uncertainties and other factors, many of which are beyond the control of the Corporation. The reader is cautioned not to place undue reliance on any forward-looking statements. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. Forward-looking statements contained in this press release are expressly qualified by this cautionary statement.

The forward-looking statements contained in this press release are made as of the date of this press release, and the Corporation 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 expressly required by securities law.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any securities in any jurisdiction.

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To view the source version of this press release, please visit <https://www.newsfilecorp.com/release/112728>

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