

Freight Farms, Inc., an Agtech Industry Pioneer of Modular CEA, and Agrinam Acquisition Corporation Execute a Business Combination Agreement

Freight Farms, Inc. and Agrinam Acquisition Corporation have signed a definitive agreement for a business combination with a pro forma market cap valuation for the combined entity of approximately US\$147 million

Toronto and Boston – October 4, 2023 – Agrinam Acquisition Corporation (TSX:AGRI.U) (“**Agrinam**”) and Freight Farms, Inc. (“**Freight Farms**”), a rapidly growing innovative agtech company and a leader in the global revolution for sustainable, hyper-local and ultra-fresh food production, today announced they have entered into a definitive business combination agreement (the “**Definitive Agreement**”) among Freight Farms, Agrinam and Agrinam Merger Sub, Inc., a wholly owned subsidiary of Agrinam (“**Merger Sub**”), which sets out the terms of a business combination whereby Agrinam will acquire all of the issued and outstanding shares of Freight Farms by way of a triangular merger (the “**Business Combination**”). Freight Farms and Agrinam previously announced that they had entered into a letter of intent in respect of the Business Combination on September 7, 2023. If consummated, it is anticipated that the Business Combination will constitute Agrinam’s qualifying acquisition under Part X of the Toronto Stock Exchange (“**TSX**”) Company Manual.

In connection with the Business Combination, Agrinam and Freight Farms have also agreed to use commercially reasonable efforts to complete a PIPE financing with certain strategic and financial investors at or prior to completion of the Business Combination (the “**PIPE Financing**”), whereunder Agrinam and Freight Farms intend to raise US\$20 million net of transaction expenses from the existing Agrinam sponsor (Agrinam Investments, LLC) and certain strategic and financial investors, inclusive of funds in Agrinam’s escrow account at the time of closing of the Business Combination.

Freight Farms has established itself as a global leader in modular container farming technology with more than 600 farms sold worldwide. Its sales have been robust, which reinforces its strong growth trajectory, with US\$23 million in revenue in 2022. Freight Farms’ flagship product, the Greenery™, delivers impressive results where you can grow the same amount of product as in a 2.5 acre open field farm and produce 1,000 heads of lettuce per week, all within a 40’ container. Freight Farms benefits from multiple revenue streams including modular farm sales, a subscription-based software platform, and consumables for diversified income. Freight Farms serves a wide range of clients, including small business farmers, corporations, schools, universities, municipalities, and nonprofits.

Investment Highlights

- **Largest Network of Modular Container Farms in the World:** Strong and well-established brand image, bolstered by consistent growth and client satisfaction,

places Freight Farms as a global leader leveraging the largest network of more than 500 IoT connected farms currently operated by their customers.

- **Unique Product Offering Enables Recurring Revenue Business Model:** With a distinctive product line including the Greenery™, the Garden, proprietary plant nutrients, and Farmhand® software, Freight Farms' growing installed base of hardware and software customers is beginning to enable a recurring revenue business model that maximizes customer success.
- **Significant Growth Potential with Near Term Backlog in Place:** Freight Farms has significant potential for strategic expansion into new markets, proven by its footprint in 40 countries, and a backlog of near-term orders exhibits high demand for their products.
- **ESG Impact:** Through practices like water, soil and land conservation and pesticide-free farming, Freight Farms exhibits an unyielding commitment to sustainable and environmentally friendly farming.
- **Compelling Financial Model:** Impressive sales growth forecasts underscored by growing demand for the Greenery and the new Garden model, recurring software sales to customers, and long-term margin expansion potential.

Management Commentary

"We are thrilled to advance our plans to partner with Agrinam," said Rick Vanzura, CEO of Freight Farms. "We have uniquely positioned Freight Farms as a leading technology provider that focuses on serving farmers, so they can serve their local communities with hyper local, hyper fresh produce. Freight Farms is distinctly differentiated from warehouse vertical farms by being a technology provider with proven customer economics, supporting hundreds of profitable, successful businesses with a wide range of commercially viable crops. Our growth strategy is anchored on three core pillars: standardizing farming processes and operations, enabling mainstream accessibility of advanced farming technology and lowering barriers to entry from a location standpoint. Through this transaction, we believe we will be sufficiently funded to continue to execute on our global growth strategy and meet accelerating customer demand by fulfilling our order backlog."

"Freight Farms has the world's largest network of IoT connected modular farms and is garnering valuable data from the collective experience of more than 1,000 farmers globally," said Zach Morse, a Freight Farms board member and Senior Analyst at Ospraie Ag Science, Freight Farms' largest investor. "This agtech innovator has demonstrated significant revenue traction and we believe Freight Farms has built scale meaningfully greater than its next largest direct competitor. A significant portion of the world's arable land has eroded over the last 40 years and accelerated 2 billion people around the world living with water scarcity. 70% of fresh water is used by agriculture, and large breakdowns in supply chains have led to massive waste and gaps in produce availability, which was exacerbated by COVID and the Ukraine war. Following the transaction with Agrinam,

Freight Farms will be well positioned to capitalize on these long-term trends and the need for hyper local, hyper fresh, and nutritious food.”

“Freight Farms has a unique product offering that addresses the needs of both profit and not-for-profit environments and we are thrilled to enter into a qualifying acquisition with Freight Farms,” said Agustin Tristan Aldave, CEO of Agrinam. “Freight Farms is poised to deepen its already significant penetration in North America, while expanding globally with its compelling products and technological capabilities. Freight Farms has set a high standard in the modular CEA segment and is reinforced by a strong ESG strategy and robust financial projections, for growth in 2024 and beyond. The container farming segment offers tremendous whitespace opportunity and with Freight Farms, farms can go from delivery to harvest in a very short time frame.”

Transaction Overview

In accordance with the terms of the Definitive Agreement, the Business Combination will result in Freight Farms combining its corporate existence with Merger Sub (thereafter, the “**Surviving Company**”), such that the Surviving Company becomes a wholly-owned subsidiary of Agrinam. Upon completion of the Business Combination, Agrinam is expected to change its name to “Freight Farms, Inc.” (the “**New Freight Farms**”) and will carry on the business of Freight Farms.

As consideration for the cancellation of existing Freight Farms shares in accordance with the Business Combination, each Freight Farms’ shareholder shall receive, concurrently with closing of the Business Combination, the right to receive such number of common shares of New Freight Farms (“**New Freight Farms Common Shares**”) specified in the Definitive Agreement, with each such New Freight Farms Common Share being issued at a price of US\$10.30. The Business Combination values New Freight Farms at a pro forma market cap of approximately US\$147 million.

In connection with the Business Combination, Agrinam and Freight Farms will also use commercially reasonable efforts to complete the PIPE Financing. Securities issued in connection with the PIPE Financing shall convert into or be exchangeable for, concurrently with closing of the Business Combination, New Freight Farms Common Shares at a price of at least US\$10.30 per New Freight Farms Common Share.

The Freight Farms board of directors has determined that the Definitive Agreement and the Business Combination are in the best interests of Freight Farms and Agrinam’s board of directors has determined that the Definitive Agreement and the Business Combination are in the best interests of Agrinam. In connection with the Business Combination, Agrinam will also provide all holders of Class A restricted voting shares the opportunity to redeem all or a portion of their Class A restricted voting shares in accordance with Agrinam’s amended and restated articles dated June 10, 2022, as amended September 14, 2023.

Concurrently with or shortly after entering into the Definitive Agreement, certain Freight Farms shareholders have entered, or will enter, into lock-up agreements, pursuant to which such Freight Farms shareholders agree not to, directly or indirectly, sell, assign or transfer any New Freight Farms Common Shares issued to them upon closing of the

Business Combination, other than in accordance with the provisions of the lock-up agreement.

Completion of the Business Combination is subject to approval by the shareholders of Freight Farms and may be subject to approval by the shareholders of Agrinam. It is also subject to a minimum cash condition of US\$8 million and various other customary closing conditions, including, among others, the filing of a final non-offering prospectus in accordance with the rules of the TSX. The Business Combination is expected to close in the first quarter of 2024.

A copy of the Definitive Agreement will be available under Agrinam's profile on SEDAR+ at www.sedarplus.ca, which will contain further information in respect of the Business Combination.

Advisors

BMO Nesbitt Burns Inc. and Canaccord Genuity Corp. (“CG”) are serving as financial and capital markets advisors to Agrinam. CG's US affiliate, Canaccord Genuity LLC, is serving as financial advisor to Freight Farms. Stikeman Elliott LLP and Latham & Watkins LLP are acting as legal advisors to Freight Farms, and Borden Ladner Gervais LLP and Dorsey & Whitney LLP are acting as legal advisors to Agrinam.

Investor Conference Call Information

Freight Farms and Agrinam leadership will host a joint investor conference call to discuss the Business Combination on October 4, 2023, at 9:30 AM ET. The conference call via webcast link, as well as an accompanying investor presentation, can be accessed at www.agrinamspac.com or directly [here](#). Interested parties may also listen to the prepared remarks via telephone by dialing (844) 512-2921, or for international callers, (412) 317-6671 and entering meeting number: 153559. The telephone replay of the call will be available until October 18, 2023 at 11:59 PM ET, and a replay of the webcast will be archived at www.agrinamspac.com for approximately 30 days.

About Agrinam Acquisition Corporation

Agrinam Acquisition Corporation is a special purpose acquisition corporation incorporated under the laws of the Province of British Columbia for the purpose of effecting, directly or indirectly, an acquisition of one or more businesses or assets, by way of a merger, amalgamation, arrangement, share exchange, asset acquisition, share purchase, reorganization, or any other similar business combination within a specified period of time. For more information, visit www.agrinamspac.com.

About Agrinam Investments, LLC

Agrinam Investments, LLC is a limited liability company formed under the laws of Delaware and is controlled by Demeter Capital, S.A.P.I. DE C.V. and Maquia Capital Financial Group in their capacities as managers with extensive experience in agribusiness projects across North America. More information available on www.agrinamcapital.com.

About Freight Farms

Founded in 2012, Freight Farms debuted the first vertical hydroponic farm built inside an intermodal shipping container with the mission of democratizing and decentralizing the local production of fresh, healthy food. Since its inception, Freight Farms has refined its product offering to arrive at the Greenery™ container farm. With global customers ranging from small business farmers to the corporate, hospitality, retail, education, and nonprofit sectors, Freight Farmers make up one of the largest network of IoT connected farms in the world. AgTech Breakthrough named Freight Farms the 2022 “IoT Monitoring Solution of the Year” for its farmhand® IoT automation software. For more information, visit <https://www.freightfarms.com/>.

Forward-Looking Statements

Certain information contained in this press release may be forward-looking statements within the meaning of Canadian securities laws. Forward-looking statements are often, but not always identified by the use of words such as “expect”, “anticipate”, “believe”, “foresee”, “could”, “estimate”, “goal”, “intend”, “plan”, “seek”, “will”, “may” and “should” and similar expressions or words suggesting future outcomes. This press release includes forward-looking information and statements pertaining to, among other things, the Business Combination, the Business Combination constituting the qualifying acquisition of Agrinam, completion of the PIPE Financing, certain anticipated strategic, operational and competitive advantages and benefits created by the Business Combination, and future opportunities for New Freight Farms.

These forward-looking statements reflect material factors and expectations and assumptions of Agrinam and Freight Farms including, without limitation, expectations and assumptions relating to Agrinam and Freight Farms being able to receive all required regulatory and shareholder approvals and current estimates and assumptions regarding the Business Combination and its benefits, which are based on Agrinam’s and Freight Farms’ perception of historical trends, current conditions and expectations, as well as other factors believed to be appropriate in the circumstances. Agrinam’s and Freight Farms’ estimates, beliefs and assumptions are inherently subject to uncertainties and contingencies regarding future events and as such, are subject to change. Pro forma, projected, and estimated numbers included in this press release are used for illustrative purposes only, are not forecasts and may not reflect actual results. Numerous risks and uncertainties could cause the actual events and results to differ materially from the estimates, beliefs and assumptions expressed or implied in the forward-looking statements in this press release, including, but not limited to: the conditions to the consummation of the Business Combination may not be satisfied or waived; risks relating to the failure to obtain necessary shareholder, court, and regulatory approvals for the Business Combination; the filing and/or mailing of documentation relating to the Business Combination may not be completed on a timely basis; high levels of redemptions by Agrinam shareholders; the anticipated strategic, operational and competitive benefits may not be realized; the Business Combination may be modified, restructured or terminated; events or series of events may cause business interruptions; and the availability of the PIPE Financing or other equity and debt financing and/or refinancing on acceptable terms.

There are numerous risk factors related to the Business Combination that investors should take into account, including, without limitation: the success of New Freight Farms' operations would depend on the New Freight Farms' ability to grow its business; changes in domestic and foreign business, market, financial, political and legal conditions; New Freight Farms' financial targets may prove materially inaccurate or incorrect; a prolonged labor dispute could hurt New Freight Farms' business; ; New Freight Farms' business is likely to be subject to numerous laws and regulations; litigation and other proceedings outcomes could adversely affect New Freight Farms' business; New Freight Farms' financial condition and operating results may be adversely affected by foreign exchange fluctuations; the ability of New Freight Farms to meet TSX or other stock exchange listing standards following the consummation of the Business Combination; the market price of the New Freight Farms Common Shares may be highly volatile; the Business Combination may disrupt current plans and operations of Freight Farms as a result of the announcement and consummation of the Business Combination; costs related to the Business Combination; the uncertainty of the projected financial information with respect to Freight Farms; the effects of competition on New Freight Farms' future business; the enforceability of Freight Farms' intellectual property rights, including its copyrights, patents, trademarks and trade secrets, and the potential infringement on the intellectual property rights of others; the Business Combination may not be completed within Agrinam's permitted timeline to complete a qualifying acquisition or the potential failure to obtain an extension of Agrinam's qualifying acquisition deadline if sought by Agrinam; and other factors discussed under "Risk Factors" in Agrinam's prospectus dated June 10, 2022.

Readers are cautioned that the foregoing list of factors is not exhaustive. Other risks and uncertainties not presently known to Agrinam and Freight Farms or that they presently believe are not material could also cause actual results or events to differ materially from those expressed in the forward-looking statements contained in this press release. Additional information on these and other factors that could affect events and results are included in other documents and reports that will be filed by Agrinam with applicable securities regulatory authorities and may be accessed through the SEDAR+ website (www.sedarplus.ca). Readers are cautioned not to place undue reliance on these forward-looking statements, which reflect Agrinam's and Freight Farms' expectations only as of the date of this press release. Agrinam and Freight Farms disclaim any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as expressly required by law.

This press release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons (as such term is defined in Regulation S under the U.S. Securities Act) unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

For further information contact:

Investor Contact:

Reed Anderson, ICR
FreightFarmsIR@icrinc.com

Media Contact:
Keil Decker, ICR
FreightFarmsPR@icrinc.com