

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 6-K

REPORT OF FOREIGN ISSUER
PURSUANT TO RULE 13a-16 OR 15b-16 OF
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report: December 31, 2020

Commission File Number:

Red White & Bloom Brands Inc.
(Exact name of registrant as specified in its charter)

N/A
(Translation of Registrant's name into English)

810-789 West Pender Street
Vancouver, British Columbia, Canada, V6C 1H2
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F. Form 20-F ☒ Form 40-F ☐

Indicate by check mark if the Registrant is submitting this Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): Yes ☐ No ☒

Indicate by check mark if the Registrant is submitting this Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): Yes ☐ No ☒

Indicate by check mark whether the registrant by furnishing the information contained in this Form 6-K is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934: Yes ☐ No ☒

Explanatory Note

Safe Harbor Statement

This Form 6-K contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 about the registrant and its business. Forward-looking statements are statements that are not historical facts and may be identified by the use of forward-looking terminology, including the words “believes,” “expects,” “intends,” “may,” “will,” “should” or comparable terminology. Such forward-looking statements are based upon the current beliefs and expectations of the registrant’s management and are subject to risks and uncertainties which could cause actual results to differ materially from the forward-looking statements.

Forward-looking statements are not guarantees of future performance and actual results of operations, financial condition and liquidity, and developments in the industry may differ materially from those made in or suggested by the forward-looking statements contained in this Form 6-K. These forward-looking statements are subject to numerous risks, uncertainties and assumptions. The forward-looking statements in this Form 6-K speak only as of the date of this report and might not occur in light of these risks, uncertainties, and assumptions. The registrant undertakes no obligation and disclaims any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

Exhibits

The following exhibits are included in this Form 6-K:

| | | |
|------|--|-------------------|
| 99.1 | News Release , Q3 2020 Quarterly Report | December 1, 2020 |
| 99.2 | News Release , Red White & Bloom Launches High Times Branded Cannabis Products in Michigan under Exclusive License | December 7, 2020 |
| 99.3 | News Release , Red White & Bloom to Acquire Illinois THC Cultivation Center License and Associated Assets | December 17, 2020 |
| 99.4 | News Release , Red White & Bloom Signs Term Sheet for US \$60M Non-Dilutive Credit Facility | December 17, 2020 |
| 99.5 | Notice of change of auditor | December 18, 2020 |
| 99.6 | Letter from former auditor | December 18, 2020 |
| 99.7 | Letter from successor auditor | December 18, 2020 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

By: /s/ Theo van der Linde

Theo van der Linde
Chief Financial Officer

Date: December 31, 2020



Red White & Bloom Brands Q3 2020 Quarterly Report

- *Unaudited pro forma revenue, which includes the company's pending Michigan acquisition of PharmaCo and Completed acquisition of Platinum Vape and assumes the acquisitions had occurred on Jan. 1, 2020, would have been approximately CDN\$48-million for the current quarter and CDN\$128-million for the nine months ended Sept. 30;*
- *Gross margin before biological adjustments was 69%*
- *Quarter over quarter revenue growth of over 300%*
- *Cash position at the end of the quarter was \$12 million*

Toronto, Ontario, December 1, 2020 – [Red White & Bloom Brands Inc.](#) (CSE: RWB and OTCQX: RWBYF) (“**RWB**” or the “**Company**”) is pleased to announce that its interim consolidated financial statements and related Management’s Discussion and Analysis for the 3rd quarter ended September 30, 2020 are available on www.sedar.com. The Company is pleased to provide a summary of the following highlights for Q3:

Select financial results:

- Revenues for the period totaled - \$6.09 million CDN; revenues include Platinum Vape results for 17 days in this quarter and exclude any results from PharmaCo
- Gross margin before fair value impacts was 69%
- Q3 2020 Adjusted EBITDA was negative \$5.66M and negative \$2.89 for the nine months ended September 30.
- Gain on fair value of biological assets recognized during the quarter was \$1.8M and \$10.1M for the five months ended September 30.

Operational highlights and recent events

- Closed a \$25m bought deal financing during Q3
 - Closed on the acquisition of Platinum Vape during Q3
 - Entered into agreements to expand Platinum Vape product availability to the state of Arizona
 - Began first harvest of Goliath Hemp in Illinois and commenced shipping post end of Q3
 - Shareholders approved deferring the conversion date of the Preferred Shares to May 24, 2021
-

Chairman & CEO Brad Rogers stated, “We are pleased with our pro forma revenue so far this year and results for Q3, which included just a few days of recognizing revenue from our Platinum operations along with operations from our Granville Illinois operations. We are continuing to move forward with our plans to close on our other pending acquisition in Michigan, and have now set our sights on additional THC opportunities elsewhere in the US while fortifying our current operations.”

| | Q3 2020 | Q3 YTD 2020 |
|---|--------------------|--------------------|
| Net loss and comprehensive loss | (8,367,015) | (30,576,480) |
| <i>Add back</i> | | |
| Interest expense | 2,175,426 | 6,218,003 |
| Depreciation and amortization | 1,911,238 | 3,233,484 |
| Foreign exchange loss (gain) | - | (4,380,521) |
| Interest income | (1,024,881) | (3,369,364) |
| Accretion expense | 290,000 | (1,150,946) |
| Loss on revaluation of call option | - | 1,420,001 |
| Gain on Disposal | (35,289) | (185,236) |
| Write off of deposit | - | 1,853,059 |
| Revaluation of investment | (118,322) | (209,465) |
| Income Tax | 608,598 | 608,598 |
| Listing Expense | - | 22,832,281 |
| Translation adjustment on consolidation of foreign subsidiaries | (1,104,375) | 818,550 |
| | (5,664,620) | (2,888,036) |

Adjusted EBITDA

About Red White & Bloom Brands Inc.

The Company is positioning itself to be one of the top three multi-state cannabis operators active in the U.S. legal cannabis and hemp sector. RWB is predominately focusing its investments on the major US markets, including Michigan, Illinois, Massachusetts and California with respect to cannabis, and the US and internationally for hemp-based CBD products.

Non-IFRS Financial Measures

Operational gross profit, EBITDA and Adjusted EBITDA are non-IFRS measures and do not have standardized definitions under IFRS. The Company has provided the non-IFRS financial measures, which are not calculated or presented in accordance with IFRS, as supplemental information and in addition to the financial measures that are calculated and presented in accordance with IFRS. These supplemental non-IFRS financial measures are presented because management has evaluated the financial results both including and excluding the adjusted items and believe that the supplemental non-IFRS financial measures presented provide additional perspective and insights when analyzing the core operating performance of the business. These supplemental non-IFRS financial measures should not be considered

superior to, as a substitute for or as an alternative to, and should only be considered in conjunction with, the IFRS financial measures presented herein. Accordingly, the following information provides reconciliations of the supplemental non-IFRS financial measures, presented herein to the most directly comparable financial measures calculated and presented in accordance with IFRS. *pro forma revenue is unaudited and assumes the company would be licensed in each jurisdiction where the revenue is derived.

For more information about Red White & Bloom Brands Inc., please contact:

Tyler Troup, Managing Director

Circadian Group IR

IR@RedWhiteBloom.com

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There are a number of important factors that could cause the Company's actual results to differ materially from those indicated or implied by forward-looking statements and information. Such factors include, among others, risks related to the Company's proposed business, such as failure of the business strategy and government regulation; risks related to the Company's operations, such as additional financing requirements and access to capital, reliance on key and qualified personnel, insurance, competition, intellectual property and reliable supply chains; risks related to the Company and its business generally. The Company cautions that the foregoing list of material factors is not exhaustive. When relying on the Company's forward-looking statements and information to make decisions, investors and others should carefully consider the foregoing factors and other uncertainties and potential events. The Company has assumed a certain progression, which may not be realized. It has also assumed that the material factors referred to in the previous paragraph will not cause such forward-looking statements and information to differ materially from actual results or events. However, the list of these factors is not exhaustive and is subject to change and there can be no assurance that such assumptions will reflect the actual outcome of such items or factors. While the Company may elect to, it does not undertake to update this information at any particular time.

THE FORWARD-LOOKING INFORMATION CONTAINED IN THIS PRESS RELEASE REPRESENTS THE EXPECTATIONS OF THE COMPANY AS OF THE DATE OF THIS PRESS RELEASE AND, ACCORDINGLY, IS SUBJECT TO CHANGE AFTER SUCH DATE. READERS SHOULD NOT PLACE UNDUE IMPORTANCE ON FORWARD-LOOKING INFORMATION AND SHOULD NOT RELY UPON THIS INFORMATION AS OF ANY OTHER DATE. WHILE THE COMPANY MAY ELECT TO, IT DOES NOT UNDERTAKE TO UPDATE THIS INFORMATION AT ANY PARTICULAR TIME EXCEPT AS REQUIRED IN ACCORDANCE WITH APPLICABLE LAWS.

Red White & Bloom Launches High Times® Branded Cannabis Products in Michigan under Exclusive License

TORONTO, December 7, 2020 -- [Red White & Bloom Brands Inc.](#) (CSE: RWB) (OTCQX: RWBYF) (“RWB” or “Red White & Bloom” or the “Company”) is pleased to announce a phase one roll-out of an exclusive line of cannabis products to the Michigan market through existing licensed operators in the state. Initial products will include flower, vapes, gummies and pre-rolls; pre-orders for Provisioning Centers will commence Wednesday, December 9th.

The limited collection will include distinct offerings, Red Label and Black Label, and will span over 30 High Times® SKUs once fully launched. The product portfolio includes packaged flower, pre-rolls, vapes and edibles offered in value and top shelf varieties. Subject to MRA and lab approvals, the Company expects to see shipments commence in Q1 2021.



“There is no cannabis brand in the world like High Times®,” said RWB Chairman & CEO Brad Rogers. “As the most well known brand in the community, High Times helped light the way before many of us had even thought about the space. We are on the cusp of a new beginning for both our brands. One that will define RWB and High Times® as the best-in-class for generations to come. We are very excited to bring this important goal to fruition, and have plans for many other instantly recognizable High Times®-initiatives. With the rights to High Times® and Platinum Vape, RWB has the most recognizable cannabis brands in the market today.”

“With a history as vibrant as ours, every move matters, and each new step in a business’s roadmap is critical“, High Times Chief Executive Officer Peter Horvath noted, “As the most recognizable brand in cannabis, making the jump into selling actual cannabis products was a huge step in our evolution -but ensuring the proper execution was essential. We’re extremely proud and excited to release our collaboration with RWB for the world to consume!”

The Company has exclusive licencing rights to brand dispensaries as well as manufacture and sell cannabis products for the most well-known brand in the industry throughout Michigan. According to data from Headset, recreational sales in Michigan have grown from \$9.8 million in January to \$65.5 million by August and has already outpaced Nevada to become the fifth highest-grossing state for cannabis sales while on track to surpass \$1 billion in sales.

In addition to its rights in Michigan, the Company holds the exclusive licencing rights to brand dispensaries as well as manufacture and sell cannabis products in Illinois and Florida, subject to regulatory approval, and rights to use additional Hightimes Holding Corp’s licenses throughout the world for CBD and other non-THC cannabinoids-based products, though not branded as High Times.

About Red White & Bloom Brands Inc.

The Company is positioning itself to be one of the top three multi-state cannabis operators active in the U.S. legal cannabis and hemp sector. RWB is predominantly focusing its investments on the major US markets, including Michigan, Illinois, California, Oklahoma, Arizona and Massachusetts with respect to cannabis, and the US and internationally for hemp-based CBD products.

About High Times:

For more than 46 years, High Times has been the world’s most well-known cannabis brand - championing the lifestyle and educating the masses on the benefits of this natural flower. From humble beginnings as a counterculture lifestyle publication, High Times has evolved into a rapidly growing network of cannabis dispensaries, the host and creator of industry-leading events like the Cannabis Cup, the producer of globally distributed merchandise, benefactor of international licensing deals and provider of content for millions of fans and supporters across the globe. In the world of Cannabis, High Times is the most trusted arbiter of quality. For more information on High Times visit <http://www.hightimes.com>.

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By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, or other future events, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, the following risks: risks associated with the implementation of the Company's business plan and matters relating thereto, risks associated with the cannabis industry, competition, regulatory change, the need for additional financing, reliance on key personnel, the potential for conflicts of interest among certain officers or directors, and the volatility of the Company's common share price and volume. Forward-looking statements are made based on management's beliefs, estimates and opinions on the date that statements are made, and the Company undertakes no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change. Investors are cautioned against attributing undue certainty to forward-looking statements.

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Red White & Bloom to Acquire Illinois THC Cultivation Center License and Associated Assets

- One of twenty-one original Illinois issued “super licenses” allowing for 220,000 ft² of THC cultivation canopy as well as processing and manufacturing of extract-based products.
- A highly-limited licensing framework for the State’s 12.6 million residents and over 117 million annual tourists, which is currently generating yearly sales of US \$1.3 billion¹, and provides robust economics for the 14 companies currently cultivating cannabis.
- Acquisition comes with an operating 23,572 ft² grow and manufacturing facility currently selling to the State’s dispensaries as well multiple approved genetics.

TORONTO, December 17, 2020 (GLOBE NEWSWIRE) -- [Red White & Bloom Brands Inc. \(CSE: RWB and OTC: RWBYF\)](#) (“**RWB**” or the “**Company**”) is pleased to announce it has signed today a definitive agreement to acquire the issued and outstanding shares of Cannabis Capital Partners Inc. (“**CCP**”), an arm’s length Ontario special purpose vehicle with rights to concurrently purchase medically and recreationally-approved THC cultivation center licenses in the State of Illinois, a 23,572 ft² active cultivation and manufacturing operation, the associated inventory, and the real estate assets including 2 acres of land.

The current operation is located in Shelbyville, Illinois and was one of the original 21 medical marijuana cultivation center permits. The entity is currently operated by a not-for-profit entity that employs rehabilitation patients and is in good standing with the Illinois Department of Agriculture, the regulator of Illinois’ cannabis cultivation centers.

Strategic Plan:

After closing of the transactions, and upon approval by the Illinois Department of Agriculture (IDOA), RWB intends to migrate the cultivation licenses to its wholly-owned subsidiary’s (Mid-American Growers Inc.) state-of-the-art 3.6 million square foot cultivation facility in Granville, Illinois. Within the parameters of the cultivation center license, RWB would be permitted to expand the plant canopy to 220,000 ft², which would translate to roughly 450,000 ft² of total cannabis operations when including the non-canopy areas as well as processing and manufacturing.

In tandem with cultivation planning, RWB would also have the ability to launch both the Company’s Platinum Vape brand as well as the Company’s exclusively licensed High Times brand throughout the State as the cultivation center license allows for processing of extracts as well as manufacturing of infused goods.

¹ November 2020’s combined medical and recreational sales, annualized.

RWB has been cultivating premium CBD and novel cannabinoid flower at the Granville facility for over one year, and the segment of the greenhouse earmarked for the THC operations is near-ready with only minimal retrofits required to convert for THC.

[Click here to view a video showcasing RWB's Granville, IL high-tech greenhouse. \(https://youtu.be/_k028Ta3-XY\)](https://youtu.be/_k028Ta3-XY)

In the Community:

The municipal government of Shelbyville, IL have been tremendously supportive of the current operators and the cannabis industry as a whole. RWB's near-term plans may include transfer of cultivation licenses to its Granville facility, but the current facility could be more aptly repurposed to operate a craft grow license in the near-term while continuing to provide employment and other economic benefits to the Shelbyville employees and community. A craft grow license would allow RWB to offer a top-shelf indoor product to complement their premium greenhouse products, while benefitting more than one community through job creation.

Mid-American Growers, RWB's wholly-owned Illinois subsidiary, offers internships and job placements through Illinois Valley Community College, highlighting the Company's unwavering commitment to the State of Illinois and its municipalities.

The third element of RWB's community first approach in the State is a large commitment to social equity and social equity dispensary operators. The Company intends to offer social equity dispensaries partnership opportunities to ensure they succeed through branding support, High Times store naming rights, and operational and financial assistance.

Economics:

The Company's management, as well as its PhD level cultivators, have outlined conservative economics for 220,000 ft² of canopy as follows:

- 100,000 lbs. per year (50g./ft x 4.2 harvests/year)
- US \$250 million in annual revenue @ \$2,500/ lb. – (current market rate = \$3,500/lb.)
- < US \$500/ lb. total cash costs
- Multiple opportunities for ancillary revenue through derivative products.

Brad Rogers, Chairman & CEO of RWB commented:

"I think for us to enter a state that has a limited license program and has quickly established itself as one of the largest markets by revenue in the US is a watershed moment for our shareholders. We have become familiar with the Illinois market, have a core of skilled employees in our multi- million square foot facility in Granville, and have the rights to High Times branding in Illinois as well as own one of the top selling brands in Platinum Vape, all of which can be leveraged for success in Illinois. I believe that these assets coupled with our commitment to social equity programs and corporate citizenship will provide us with a great opportunity for growth."

Jeff Field, President of CCP commented:

“We’ve been deeply immersed in the Illinois cannabis program since its inception and are thrilled to have secured this deal with Red White and Bloom in their acquisition of one of the premier cannabis permits in the country. We were focused on working with only industry-leading cannabis MSO’s whose mission aligned with ours regarding social equity and record expungement. Their commitment to these initiatives, along with their proven operating team, played a key role in our decision-making. We look forward to working with RWB on implementing the State’s transformational social equity initiatives while bringing RWB’s premium and trusted product lines to the Illinois market.”

Illinois Market Overview:

- Illinois population of 12.63 million² consists of approximately 8 million legal-age residents and 100,000+ medical patients
- Current market size based on November’s combined medical and recreational sales is estimated to be US\$1.25 billion
- Highest wholesale flower prices of any State; highest per dispensary sales of any State
- Only 21 cultivation/processing permits have been awarded; 21 permits controlled by only 14 companies
- Future permits will be “craft grower” permits limited to 5,000 ft² of canopy and will not include a processing & manufacturing permit (must apply separately) constraining further supply
- Currently 70 Adult Use dispensaries open with state law allowing up to 500 locations

Deal Terms include:

- RWB to acquire the issued and outstanding shares of CCP for the issuance to CCP shareholders of up to 22 million common shares (with applicable resale restrictions) based on certain milestones, including the approval of the ownership transfer of the license and the approval, if sought, of the relocation of the license
- CCP has entered into definitive agreements to acquire the licensed Illinois THC Cultivation Center and related assets from the current operators for a purchase price that shall be satisfied through:
 - a. a cash payment US \$16.25 million at closing, which will become due 45 days after the Department of Agriculture approves the ownership transfer of the license (anticipated for Q1 2021); and
 - b. US \$16.25 million will come in the form of an 8%, interest only, 18 month note to the seller with US \$8.75 million due within 30 days after the State’s approval for permit relocation.

Upon closing, CCP shall become a wholly owned subsidiary of the company. Closing of the above transactions are subject to a number of conditions that are typical for transactions of this

² U.S. Census Bureau

nature, including all applicable regulatory approvals (including IDOA and the Canadian Securities Exchange).

Further details shall be provided at closing.

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Red White & Bloom Signs Term Sheet for US \$60M Non-Dilutive Credit Facility

- *Proceeds to be used to acquire THC license and assets in Illinois, repay 12% coupon debt with lower 7% coupon debt, and improve working capital position*

Toronto, Ontario, December 17, 2020 – [Red White & Bloom Brands Inc.](#) (CSE: RWB and OTC: RWBYF) (“**RWB**” or the “**Company**”) has executed a Term Sheet for a US\$60,000,000 (Sixty Million) non-revolving credit facility (the “**Credit Facility**”) with an arm’s-length institutional lender (the “**Lender**”).

The Credit Facility will be provided by the Lender under a credit agreement (the “**Credit Agreement**”) to be entered into between the Lender, a wholly owned subsidiary of the Company (the “**Borrower**”) and each of the Company and MichiCann Medical Inc. (another wholly owned subsidiary of the Company) as Guarantors.

The aggregate principal amount of the Credit Facility will be US \$60,000,000 (the “**Credit Facility Limit**”) with a 3 year term and will bear interest at 7 percent per annum. The Credit Facility will be advanced in two tranches:

- (a) US\$40,000,000 shall be advanced on initial closing; and
- (b) US\$20,000,000 shall be advanced upon the closing of a transaction to acquire a THC licensed entity and associated assets in the State of Illinois, for which the company has executed definitive agreements (the “**Proposed Target**”).

The use of proceeds of the Credit Facility will be used for: (i) the retirement of certain existing indebtedness; (ii) the acquisition of the Proposed Target; and (iii) for working capital and general corporate purposes.

The transactions set out in the Term Sheet are subject to a number of terms and conditions including the completion of the necessary definitive documents for the Credit Facility, due diligence, regulatory approvals as well as other requirements that are customary when entering into transactions of this nature. Additional details about the Credit Facility will be available in the Company’s filings which are available under its profile on SEDAR at www.sedar.com following the closing.

About Red White & Bloom Brands Inc.

The Company is positioning itself to be one of the top three multi-state cannabis operators active in the U.S. legal cannabis and hemp sector. RWB is predominately focusing its investments on the major US markets, including Michigan, Illinois, Massachusetts and California with respect to cannabis, and the US and internationally for hemp-based CBD products.

For more information about Red White & Bloom Brands Inc., please contact:

Tyler Troup, Managing Director

Circadian Group IR

IR@RedWhiteBloom.com

Visit us on the web: www.RedWhiteBloom.com

Follow us on social media:

Twitter: [@rwbbrands](https://twitter.com/rwbbrands)

Facebook: [@redwhitebloombrands](https://www.facebook.com/redwhitebloombrands)

Instagram: [@redwhitebloombrands](https://www.instagram.com/redwhitebloombrands)

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

FORWARD LOOKING INFORMATION

This press release contains forward-looking statements and information that are based on the beliefs of management and reflect the Company's current expectations. When used in this press release, the words "estimate", "project", "belief", "anticipate", "intend", "expect", "plan", "predict", "may" or "should" and the negative of these words or such variations thereon or comparable terminology are intended to identify forward-looking statements and information. The forward-looking statements and information in this press release includes information relating to the implementation of the Company's business plan including the completion of the Credit Facility and the acquisition of the Proposed Target. Such statements and information reflect the current view of the Company with respect to risks and uncertainties that may cause actual results to differ materially from those contemplated in those forward-looking statements and information.

By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, or other future events, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, the following risks: risks associated with the implementation of the Company's business plan and matters relating thereto, risks associated with the cannabis industry, competition, regulatory change, the need for additional financing, reliance on key personnel, the potential for conflicts of interest among certain officers or directors, and the volatility of the Company's common share price and volume. Forward-looking

statements are made based on management's beliefs, estimates and opinions on the date that statements are made, and the Company undertakes no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change. Investors are cautioned against attributing undue certainty to forward-looking statements.

There are a number of important factors that could cause the Company's actual results to differ materially from those indicated or implied by forward-looking statements and information. Such factors include, among others, risks related to the Company's proposed business, such as failure of the business strategy and government regulation; risks related to the Company's operations, such as additional financing requirements and access to capital, reliance on key and qualified personnel, insurance, competition, intellectual property and reliable supply chains; risks related to the Company and its business generally as well as with respect to proposed acquisitions. The Company cautions that the foregoing list of material factors is not exhaustive. When relying on the Company's forward-looking statements and information to make decisions, investors and others should carefully consider the foregoing factors and other uncertainties and potential events. The Company has assumed a certain progression, which may not be realized. It has also assumed that the material factors referred to in the previous paragraph will not cause such forward-looking statements and information to differ materially from actual results or events. However, the list of these factors is not exhaustive and is subject to change and there can be no assurance that such assumptions will reflect the actual outcome of such items or factors. While the Company may elect to, it does not undertake to update this information at any particular time.

THE FORWARD-LOOKING INFORMATION CONTAINED IN THIS PRESS RELEASE REPRESENTS THE EXPECTATIONS OF THE COMPANY AS OF THE DATE OF THIS PRESS RELEASE AND, ACCORDINGLY, IS SUBJECT TO CHANGE AFTER SUCH DATE. READERS SHOULD NOT PLACE UNDUE IMPORTANCE ON FORWARD-LOOKING INFORMATION AND SHOULD NOT RELY UPON THIS INFORMATION AS OF ANY OTHER DATE. WHILE THE COMPANY MAY ELECT TO, IT DOES NOT UNDERTAKE TO UPDATE THIS INFORMATION AT ANY PARTICULAR TIME EXCEPT AS REQUIRED IN ACCORDANCE WITH APPLICABLE LAWS.

**RED WHITE & BLOOM BRANDS INC.
NOTICE OF CHANGE OF AUDITOR**

TO: Smythe LLP, Chartered Professional Accountants

AND TO: MNP LLP

TAKE NOTICE THAT:

- (a) Smythe LLP, Chartered Professional Accountants, the former auditors (the "Former Auditors") of Red White & Bloom Brands Inc. (the "Corporation") have been requested to tender their resignation as the auditors of the Corporation effective December 18, 2020 and the directors of the Corporation on December 18, 2020 appointed MNP LLP (the "Successor"), as the Corporation's successor auditors;
- (b) the Former Auditors were requested to resign by the Corporation;
- (c) the resignation of the Former Auditors and the appointment of the Successor has been approved by the audit committee and confirmed by the board of directors of the Corporation;
- (d) there have been no reservations contained in the Former Auditor's reports on any of the previous financial statements of the Corporation; and
- (e) there are no reportable events (as defined in National Instrument 51-102).

DATED at Vancouver, British Columbia, Canada this 18th day of December, 2020.

BY ORDER OF THE BOARD

"Johannes van der Linde"

Johannes van der Linde, Director



December 18, 2020

British Columbia Securities Commission
 Alberta Securities Commission
 Financial and Consumer Affairs Authority of Saskatchewan
 The Manitoba Securities Commission
 Ontario Securities Commission
 Financial and Consumer Services Commission (New Brunswick)
 Prince Edward Island Securities Office
 Government of Newfoundland and Labrador Financial Services Regulation Division
 Nova Scotia Securities Commission

Dear Sirs:

**Re: Red White & Bloom Brands Inc. (the “Company”)
 Change of Auditor**

We are writing in accordance with Section 4.11(5)(a) of National Instrument 51-102 *Continuous Disclosure Obligations* (“NI 51-102”). We wish to confirm that we have read the Notice of Change of Auditor of the Company dated 18th of December, 2020 and that based on our current knowledge we are in agreement with the information contained in such Notice.

Yours very truly,

Smythe LLP

Chartered Professional Accountants

Smythe LLP | smythecpa.com

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F: 604 688 4675

Langley
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T: 604 282 3600
F: 604 357 1376

Nanaimo
 201 – 1825 Bowen Rd
 Nanaimo, BC V9S 1H1
T: 250 755 2111
F: 250 984 0886



December 18, 2020

British Columbia Securities Commission
Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
The Manitoba Securities Commission
Ontario Securities Commission

Financial and Consumer Services Commission (New Brunswick)
Prince Edward Island Securities Office
Government of Newfoundland and Labrador Financial Services Regulation Division
Nova Scotia Securities Commission

Dear Sirs:

Re: Red White & Bloom Brands Inc. - Notice of Change of Auditors

As required by National Instrument 51-102, we confirm that we have reviewed the information contained in the Notice of Change of Auditors ("the Notice") issued on December 18, 2020 by Red White & Bloom Brands Inc. ("the Corporation").

Based on our knowledge of such information at this time, we agree with the information contained in the Notice, other than statements relating to the former auditor with which we have no basis to agree or disagree.

Yours very truly,

A handwritten signature in black ink that reads "MNP LLP". The letters are stylized and slanted to the right.

Chartered Professional Accountants
Licensed Public Accountants

cc: The Board of Directors, Red White & Bloom Brands Inc.