

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: January 31, 2021

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 ☒

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## 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 | <a href="#">News Release</a> , Red White & Bloom Completes All Cash Payments for the Platinum Vape Acquisition  | January 13, 2021        |
| 99.2 | <a href="#">Material Change Report</a>  | January 11 and 13, 2021 |
| 99.3 | <a href="#">News Release</a> , Red White & Bloom and High Times® Respond to Demand with Second Release of Branded Cannabis Products in Michigan under Exclusive License | January 18, 2021        |

## 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: February 2, 2021

## Red White & Bloom Completes All Cash Payments for the Platinum Vape Acquisition

- *RWB's Platinum Vape records record week of product sales to kick off 2021*
- *Platinum branded product sales exceeded **US \$2,800,000** for the one-week period ending January 10<sup>th</sup>, 2021 powered by increased sales in all active states*
- *As sales organically accelerate at Platinum Vape, the Company will enter Arizona in Q1 2021 as previously announced, and expects to enter other RWB core States throughout 2021*

TORONTO, Ontario January 13, 2021 (GLOBE NEWSWIRE) --[Red White & Bloom Brands Inc. \(CSE: RWB\) \(OTC: RWBYF\)](#) ("RWB" or the "Company") announces that it has made its final cash payment of US\$13 million to the sellers in relation to its purchase last year of Platinum Vape ("PV"). Full details of the PV acquisition can be found in the September 14, 2020 [press release](#).

PV continues to see growth in sales of PV branded products. In the first full week of 2021, PV branded products had a record US\$2.8 million in sales. The Company continues to work towards its launch of PV in Arizona and is looking at other states for potential expansion.

Brad Rogers, CEO of RWB stated, "I'm very proud of our team at PV who continue to exponentially outperform the market and add accretive value to RWB", adding, "I am happy to have this milestone completed and pleased to see the excitement the entire RWB team brings in to work every day and their drive to replicate this growth across the organization".

In addition, the Company reports today that it has issued a US\$11,550,000 principal amount debenture (the "Debenture") to an arm's-length investor by way of a private placement (the "Private Placement") netting the company approximately \$11 million after fees and expenses. The Debenture is not convertible, unsecured and bears interest at the rate of 1% per month. The principal amount of the Debenture and accrued interest is payable on the date that is the earlier of: (i) the date of completion by the Company of a minimum financing of US\$20,000,000 and (ii) 120 days from the date of issuance of the Debenture, all as more particularly as set forth in the debenture certificate (the "Maturity Date"). The Company continues to work on its previously announced US\$60m financing, see the December 17, 2020 [press release](#), additional details shall be provided on progress in due course.

The Company intends to use the proceeds from the Private Placement for working capital purposes, including making the final payment under the PV acquisition agreement. All securities issued in connection with the Private Placement will be subject to a four-month hold period under securities laws.

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## **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, Massachusetts, Arizona 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](mailto:IR@RedWhiteBloom.com)

**Visit us on the web:** [www.RedWhiteBloom.com](http://www.RedWhiteBloom.com)

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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 Platinum Vape acquisition, the PharmaCo acquisition and the Private Placement. 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

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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. 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.

**Form 51-102F3**  
**Material Change Report**

**Item 1            Name and Address of Company**

Red White & Bloom Brands Inc. (formerly, Tidal Royalty Corp.) (the “Company” or “RWB”)  
810 - 789 West Pender Street  
Vancouver, B.C. V6C 1H2

**Item 2            Date of Material Change**

January 11, 2021 and January 13, 2021

**Item 3            News Release**

The new release was filed on SEDAR, disseminated through the facilities of GlobeNewswire and posted to the Company’s disclosure hall with the Canadian Securities Exchange (the “CSE”).

**Item 4            Summary of Material Change**

On January 13, 2021, the Company announced that it made its final cash payment of US \$13,000,000 for the purchase of Platinum Vape.

On January 11, 2021, the Company issued a US\$11,550,000 principal amount debenture to an arm’s-length investor by way of a private placement (the “Private Placement”) for gross proceeds to the Company of US \$11,000,000. The Debenture is not convertible, unsecured and bears interest at the rate of 1% per month. The lender retained a 5% bonus on the principal amount of the Debenture (USD \$550,000).

**Item 5            Full Description of Material Change**

**5.1      Full Description of Material Change**

On January 13, 2021, the Company announced that it has made its final cash payment of US\$13 million to the sellers in relation to its purchase last year of Platinum Vape (“PV”). Full details of the PV acquisition can be found in the September 14, 2020 press release.

PV continues to see growth in sales of PV branded products. In the first full week of 2021, PV branded products had a record US\$2.8 million in sales. The Company continues to work towards its launch of PV in Arizona and is looking at other states for potential expansion.

Brad Rogers, CEO of RWB stated, “I’m very proud of our team at PV who continue to exponentially outperform the market and add accretive value to RWB”, adding, “I am happy to have this milestone completed and pleased to see the excitement the entire RWB team brings in to work every day and their drive to replicate this growth across the organization”.

In addition, the Company reports today that it has issued a US\$11,550,000 Debenture to an arm’s-length investor by way of a Private Placement netting the company approximately \$11 million after fees and expenses. The Debenture is not convertible, unsecured and bears interest at the rate of 1% per month. The principal amount of the Debenture and accrued interest is payable on the date that is the earlier of: (i) the date of completion by the Company of a minimum financing of US\$20,000,000 and (ii) 120 days from the date of issuance of the Debenture, all as more particularly as set forth in the debenture

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certificate (the “Maturity Date”). The Company continues to work on its previously announced US\$60m financing, see the December 17, 2020 press release, additional details shall be provided on progress in due course.

The Company intends to use the proceeds from the Private Placement for working capital purposes, including making the final payment under the PV acquisition agreement. All securities issued in connection with the Private Placement will be subject to a four-month hold period under securities laws.

## **5.2 Disclosure for Restructuring Transactions**

Not applicable.

### **Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable.

### **Item 7 Omitted Information**

Not applicable.

### **Item 8 Executive Officer**

Johannes van der Linde, Director and CFO  
Phone: 604-687-2038

### **Item 9 Date of Report**

January 18, 2021



## Red White & Bloom and High Times® Respond to Demand with Second Release of Branded Cannabis Products in Michigan under Exclusive License

- *High Times initial release sold out in hours-*
- *This second release will be available in 30 dispensaries throughout Michigan -*

TORONTO, January 27, 2021 -- [Red White & Bloom Brands Inc.](#) (CSE: RWB) (OTCQX: RWBYF) ("RWB" or "Red White & Bloom" or the "Company") is pleased to announce the second release of the High Times® exclusive line of cannabis products to the Michigan market are shipping now and will be available for purchase tomorrow, January 28<sup>th</sup> 2021 through licensed operators in the state.

After quickly selling out within hours of the initial launch, and significant demand from both consumers and Provisioning Centers (dispensaries), this next limited release will be carried by twice as many handpicked dispensaries and in three new unique strains; Mind Blown, Night Moves & Ratso's Delight



"I couldn't be more excited about our latest High Times® launch. The fact these products are in such insatiable demand is a testament to the brand and the quality of the products being released to the Michigan market" stated RWB Chairman & CEO Brad Rogers. "There is much more coming over the course of the next few weeks and this is a very exciting time for all who recognize and respect the fight and fortitude of High Times® as the only brand and the true "OG" of the cannabis industry. "

"We have a storied history in Michigan through our hosting of over 13 Cannabis Cup events that have been attended by nearly 300,000 thousand people from across the region" stated Hightimes Holding Corp.'s Chief Executive Officer Peter Horvath, adding "we expect this next release to see even greater demand and have expanded access to additional locations to help provide additional geographic coverage in the state for our many loyal followers".

Once fully launched the collection of products will feature over 30 High Times® SKUs. In addition to the 6 strains of packaged flower already released, the line will bring prerolls, vapes and edibles in a number of varieties. The full line of products, will be in market Q1 2021. The

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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 an article in New Cannabis Ventures

(<https://www.newcannabisventures.com/michigan-cannabis-sales-surge-in-december-to-reach-985-million-in-2020/>), cannabis sales increased sharply in Michigan during December, according to the Michigan Marijuana Regulatory Agency with combined AU and Med sales of \$101 million for the month. For the full year, combined cannabis sales were \$984.6 million, with medical accounting for \$474 million and adult-use generating \$510.7 million.

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.

The Company also reports that it has issued 354,645 restricted shares units of the Company ("RSUs") under the Company's shareholder approved restricted share unit plan (the "RSU Plan") to two consultants as an incentive for the consultants to drive the growth of the Company. The RSUs will vest upon successful completion of pre-determined milestones (as determined by the board of directors and agreed upon by each consultant) being met and shall entitle the holder to acquire one common share of the Company underlying each such RSU by delivering a notice of acquisition to the Company in accordance with the RSU Plan. In accordance with the RSU Plan, the RSUs were priced at \$1.17 based on the closing price of the common shares on the Canadian Securities Exchange on January 26, 2021.

#### **About Red White & Bloom Brands Inc.**

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

**Tyler Troup, Managing Director**

Circadian Group IR

[IR@RedWhiteBloom.com](mailto:IR@RedWhiteBloom.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,

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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. 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.

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