

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: February 28, 2021

Commission File Number: 000-55992

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:

Exhibit No.	Description	Date filed on SEDAR
99.1	News Release , Red White & Bloom Applauds Joint Statement on Cannabis Reform	February 2, 2021
99.2	News Release , Red White & Bloom Completes USD \$6.12 million Non-Convertible Debenture Financing	February 5, 2021
99.3	Material Change Report	February 8, 2021
99.4	News Release , Red White & Bloom Arranges Approximately US\$35 Million to Finance Its Closing Costs for Illinois Acquisition	February 11, 2021
99.5	News Release , Red White & Bloom’s Platinum Gets Not for Launch in Arizona	February 19, 2021
99.6	News Release , Red White & Bloom Acquires Florida Operations from Acreage Holdings	February 25, 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: March 26, 2021

Red White & Bloom Applauds Joint Statement on Cannabis Reform

TORONTO, February 2, 2021 -- Red White & Bloom Brands Inc. (CSE: RWB and OTC: RWBYF) (" **RWB**" or the "**Company**") today provided comments on U.S. Senators Cory Booker, D-N.J., Ron Wyden, D-Ore., and Chuck Schumer, D-N.Y., [joint statement](https://www.finance.senate.gov/ranking-members-news/-booker-wyden-schumer-joint-statement-on-cannabis-reform-legislation) (<https://www.finance.senate.gov/ranking-members-news/-booker-wyden-schumer-joint-statement-on-cannabis-reform-legislation>) regarding comprehensive cannabis reform legislation in the 117th Congress.

"This announcement today is a major step towards the end of prohibition of cannabis in the largest economy in the world and RWB has aggressively claimed our stake and positioned ourselves for the impending explosion of growth in the United States" stated RWB CEO and Chairman Brad Rogers. "I think the joint statement issued to pursue and prioritize comprehensive cannabis reform legislation in the current session is very welcome news for all cannabis stakeholders; whether they be medical patients, recreational users, employed in the cannabis sector, or investors".

Brad Rogers continued "In addition to the reform surrounding prohibition, I would like to applaud the joint statement taking aim at addressing the discriminatory nature of the failed war on drugs and the commitment to restorative justice. We at RWB see these reforms as a major step in the right direction".

RWB currently owns leading vape supplier [Platinum Vape](https://houseofplatinum.com/) (<https://houseofplatinum.com/>), whose products are sold in over 800 locations throughout California, Michigan, Oklahoma and soon to be available in Arizona; owns a 3.6 million square foot greenhouse in Illinois and recently announced [definitive agreements](https://ir.redwhitebloom.com/news-events/press-releases/detail/65/red-white-bloom-to-acquire-illinois-thc-cultivation) (<https://ir.redwhitebloom.com/news-events/press-releases/detail/65/red-white-bloom-to-acquire-illinois-thc-cultivation>) to acquire THC operations in Illinois; owns the exclusive rights to brand both products and dispensaries in Michigan, Illinois and Florida with [High Times](https://hightimes.com/)® (<https://hightimes.com/>), the leading cannabis brand in the United States; and has made the largest investment of any MSO in the State of Michigan.

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:

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Circadian Group IR
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FORWARD LOOKING INFORMATION

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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.

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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Red White & Bloom Completes USD \$6.12 million Non-Convertible Debenture Financing

TORONTO, Ontario February 4, 2021 (GLOBE NEWSWIRE) -- [Red White & Bloom Brands Inc.](http://www.redwhitebloom.com/) (<http://www.redwhitebloom.com/>) ([CSE: RWB](#)) ([OTC: RWBYF](#)) ("RWB" or the "Company") announces that it closed a debenture unit financing to an arm's-length investor on a private placement basis.

The Debenture is not convertible, unsecured and bears interest at the rate of 7% per annum. The principal amount of the Debenture and accrued interest is payable on April 1, 2022 (the "Maturity Date").

The Company intends to utilize the proceeds from the Private Placement for the following:

- 1) The expansion of its Platinum Vape business as it prepares for its launch in Arizona;
- 2) Funding certain pre-closing operational plans for its previously [announced](https://ir.redwhitebloom.com/news-events/press-releases/detail/65/red-white-bloom-to-acquire-illinois-thc-cultivation) (<https://ir.redwhitebloom.com/news-events/press-releases/detail/65/red-white-bloom-to-acquire-illinois-thc-cultivation>) acquisition of a THC Cultivation Center License and Associated Assets in Illinois;
- 3) General corporate and working capital.

The Debenture Unit consists of a USD \$6,120,000 principal amount of debenture (the "Debenture") and 1,000,000 common share purchase warrants (the "Warrants") netting the Company approximately US \$6,000,000 after fees and expenses. Each Warrant is exercisable into one common share of the Company at a price of CDN\$1.20 for a period of 2 years from the date of issuance. All securities issued in connection with the Private Placement will be subject to a four-month hold period under securities laws.

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.

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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.

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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Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

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

Item 2 Date of Material Change

February 3, 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 February 3, 2021, the Company issued a US\$6,120,000 principal amount debenture to an arm's-length investor by way of a private placement (the "Debenture") for gross proceeds to the Company of US \$6,000,000. The Debenture is not convertible, unsecured and bears interest at the rate of 7% per annum. The principal amount of the Debenture and accrued interest is payable on April 1, 2022. The lender retained US \$120,000 on the principal amount of the Debenture and was issued 1,000,000 warrants ("Warrants") to purchase common shares at price of CDN \$1.20 for a period of two years.

Item 5 Full Description of Material Change**5.1 Full Description of Material Change**

On February 3, 2021, the Company closed a Debenture unit financing to an arm's-length investor on a private placement basis. The Debenture is not convertible, unsecured and bears interest at the rate of 7% per annum. The principal amount of the Debenture and accrued interest is payable on April 1, 2022.

The Company intends to utilize the proceeds from the private placement for the following:

- 1) The expansion of its Platinum Vape business as it prepares for its launch in Arizona;
- 2) Funding certain pre-closing operational plans for its previously announced acquisition of a THC Cultivation Center License and Associated Assets in Illinois;
- 3) General corporate and working capital.

The Debenture unit consists of a USD \$6,120,000 principal amount of Debenture and 1,000,000 common share purchase Warrants netting the Company approximately US \$6,000,000 after fees and expenses. Each Warrant is exercisable into one common share of the Company at a price of CDN\$1.20 for a period of 2 years from the date of issuance. 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

February 8, 2021.

Red White & Bloom Arranges Approximately US\$13.5 Million to Finance its Closing Costs for Illinois Acquisition

- RWB receives CDN\$8 million warrant exercise from institutional investor -
- Signs irrevocable US\$7 million non-convertible debenture unit financing commitment -
- On schedule for a First Quarter 2021 acquisition closing -

TORONTO, Ontario February 11, 2021 (GLOBE NEWSWIRE) -- [Red White & Bloom Brands Inc.](http://www.redwhitebloom.com/) ([CSE: RWB](#)) ([OTC: RWBYF](#)) ("RWB" or the "Company") announces that it has arranged the required cash for closing of its previously [announced](#) acquisition of an Illinois Adult Use and Medical Cannabis Cultivation Center License and Associated Assets (the "Illinois Assets").

Brad Rogers, Chairman & CEO of RWB commented, "Surpassing US \$1 Billion of adult use sales in only its first year, Illinois has quickly developed into one of the most robust revenue markets in the United States¹. With the financing now secured, we are thrilled to be one step closer to bringing Red White & Bloom's nationally-recognized brands to this market. The renewed optimism around the State permitting an additional 75 retail locations further highlights the enormous opportunity Illinois offers."

Bennett Johnson III, RWB's Director of Government Affairs & Public Policy noted, "We are particularly enthused that Illinois has laid out the roadmap for the strongest social equity and diversity programs in the cannabis industry. Their vision aligns strongly with our core tenets of championing social justice initiatives and fostering robust partnerships with marginalized stakeholders. We have started the work in advance of closing to ensure that we can contribute to this mandate and play our part in a meaningful way".

Upon closing, and subject to regulatory approval, the Company intends to introduce both its [Platinum Vape](https://houseofplatinum.com/) (<https://houseofplatinum.com/>) and High Times® branded products into the Illinois market. Platinum Vape branded products are one of the most sought after brands in the markets they serve, including Michigan, California and Oklahoma with plans to expand to Arizona under way. High Times® is one of the most recognized cannabis brands in the world, and the initial product launches in Michigan sold out in hours after their availability. The Company believes that these brands backed by the Company's commitment to quality, safety and consistency will resonate with users in Illinois.

The Company has received a Warrant exercise for 8,000,000 common shares for gross proceeds of CDN \$8 million from an institutional investor and combined with the irrevocable commitment for the purchase of a US\$7 million debenture unit (the "Debenture Unit"), and cash

¹ <https://www.marijuanamoment.net/illinois-sold-more-than-1-billion-worth-of-legal-marijuana-in-2020-new-state-data-shows/>

on hand, the Company has arranged the required financing to close its purchase of the Illinois' Assets later this quarter (subject to applicable regulatory approvals among other conditions).

The Debenture Unit to be issued by the Company consists of a USD \$7,000,000 principal amount of debenture (the "Debenture") and 1,000,000 common share purchase warrants (the "Warrants"). Each Warrant is exercisable into one common share of the Company at a price of CDN\$1.85 (or such other price as may be acceptable to the Canadian Securities Exchange at the time of issuance) for a period of 2 years from the date of issuance. 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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Red White & Bloom's Platinum Gets Nod for Launch in Arizona

- Platinum Vape products are sold in California, Michigan and Oklahoma and will be arriving in Arizona and Illinois in 2021¹-
- Once launched, Platinum will be available in 5 of the top 10 states in the US by cannabis revenue with sales in 2020 exceeding \$7.6B²-.
- Platinum adds two more awards to their trophy case, including THC gummies and chocolates categories -

TORONTO, February 19, 2021 (GLOBE NEWSWIRE) -- [Red White & Bloom Brands Inc.](http://www.redwhitebloombrands.com/) ([CSE: RWB](#) and [OTC: RWBYF](#)) ("**RWB**" or the "**Company**") is pleased to announce that its wholly owned subsidiary, Platinum Vape, ("Platinum" or "PV") has been notified by its local MSO partner that it has received regulatory approval for PV to proceed with its planned expansion in Arizona.

Brad Rogers CEO & Chairman of RWB commented, "We can't wait to get this horse out of the gate and make Platinum a household name in this enormous market. As cannabis commoditizes, brands will ultimately endure and thrive in the long-term. It is our intention to methodically launch Platinum in more and more markets as strategic opportunities present themselves, while growing and solidifying our vertical cannabis business in the Midwest."



As selection of Platinum Vape's popular products including Vapes, Darts, Gummies, Chocolates as well as premium cannabis flower.

Readers using news aggregation services may be unable to view the media above. Please access the Company's profile on SEDAR for a version of this press release containing all published media.

¹ Subject to closing of the pending acquisition in Illinois and receipt of regulatory approvals in each state.

² Source: [Leafly](https://leafly-cms-production.imgix.net/wp-content/uploads/2021/02/13180206/Leafly-JobsReport-2021-v14.pdf) (<https://leafly-cms-production.imgix.net/wp-content/uploads/2021/02/13180206/Leafly-JobsReport-2021-v14.pdf>)

The initial launch will include a strategic selection of Platinum's popular vape products including Indica, sativa, hybrid, and various CBD:THC ratio cartridges into 16 Arizona dispensaries. [Platinum](https://houseofplatinum.com/) (<https://houseofplatinum.com/>) is an award winning company that offers a wide range of both THC and CBD based products across the highest consumption products and line extensions. The portfolio boasts Vapes, Darts, Gummies, Chocolates as well as premium cannabis flower. Although most frequently recognized as a leading vape supplier, PV has expanded the portfolio and is quickly gaining recognition, having recently won a [Thrillist](https://www.thrillist.com/eat/nation/best-cannabis-edibles) (<https://www.thrillist.com/eat/nation/best-cannabis-edibles>) (best of 2020 Edible award for its Baked Apple Pie Gummies and a [Farmers Cup](https://farmerscupofficial.com/farmers-cup-2-winter-2020/) (<https://farmerscupofficial.com/farmers-cup-2-winter-2020/>) 2nd place award for its Raspberry Cheesecake Chocolate Bar. PV continues to expand its award winning portfolio as it looks to also expand its availability in the US.

While expanding its product portfolio, RWB and PV remain committed to giving back to the communities they serve with targeted programs that align with our core values of championing social justice, diversity and inclusion.

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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 planned expansion of Platinum Vape in Arizona and the expansion of its product portfolio. 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. 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 Acquires Florida Operations from Acreage Holdings

- *Florida has one of the most robust medical markets in the US with cannabis revenue of over US\$1.2 billion in 2020¹-*
- *Limited License State with 22 licensed operators, of which only 16 are selling product in the state –*
- *Acquisition includes 8 leased locations and ownership of 113,000 square feet facility for cultivation and processing situated on 15 acres of land-*
- *Once closed, and coupled with current pending acquisitions², RWB will be operating in, or have brands available in, 6 of the top 10 states in the US measured by cannabis revenue with sales in 2020 exceeding \$8.8B.¹ -*

TORONTO, Ontario, February 25, 2021 (GLOBE NEWSWIRE) -- [Red White & Bloom Brands Inc.](http://www.redwhitebloom.com/) (CSE: RWB) (OTC: RWBYF) ("RWB" or the "Company"), today announced that it has entered into a definitive agreement with HSCP, LLC (the seller" a subsidiary of Acreage Holdings Inc. ("Acreage") (CSE: ACRG.A.U, ACRG.B.U) (OTCQX: ACRDF, ACRHF), pursuant to which a newly incorporated subsidiary of the Company, RWB Florida LLC will purchase all of the issued and outstanding shares of common stock of Acreage Florida, Inc. ("Acreage Florida") from the Seller. The Company will also acquire certain owned and leased real estate assets used in Acreage Florida's operations

Acreage Florida is licensed to operate medical marijuana dispensaries, a processing facility, and a cultivation facility in the state of Florida. The deal also includes the sale of property in Sanderson, Florida that includes over 15 acres of land and has an 113,546 SF facility for cultivation and a 4,360 SF freestanding administrative office building. In addition, Acreage Florida has 8 leased stores in prime locations throughout the state.

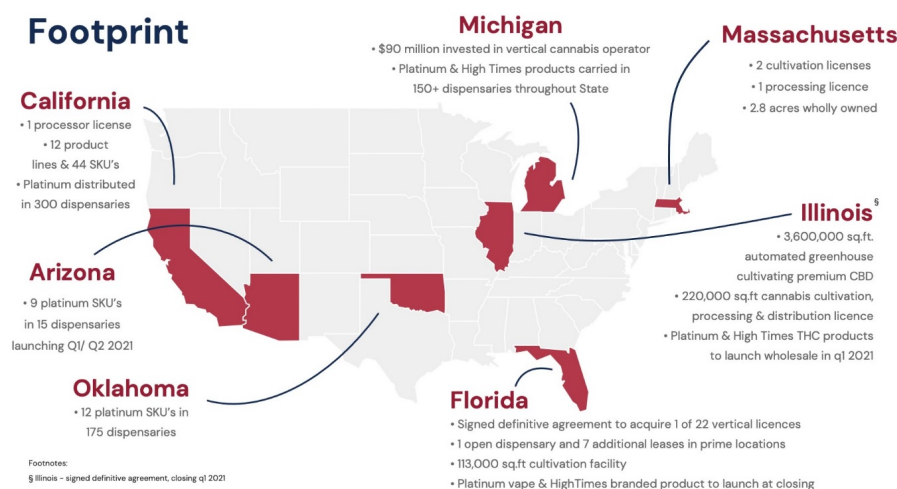
RWB intends to immediately introduce its award winning [Platinum Vape](https://houseofplatinum.com/) brands as well as leverage the previously [announced](https://ir.redwhitebloom.com/news-events/press-releases/detail/43/red-white-bloom-brands-closes-agreement-with-high-times) rights to High Times® branded products at both the RWB store level and throughout the State of Florida following the closing of this acquisition.

Brad Rogers, Chief Executive Officer of RWB, stated "Our core strategy has always been to focus on a limited number of markets within which to operate at scale, and Florida has always been one of those targeted markets. Today we have our path to entry into the third largest market by revenue in the US and are excited with what we can do with the brands we have amassed as well as the skill to execute on our vision."

When coupled with the Company's recently announced acquisition in Illinois, this transaction further expands the Company's representation in States with limited

cannabis licenses. Upon closing of existing definitive agreements, RWB will have a presence through licensed operations and/or the licensing of its brands in 6 States.

Footprint



Deal Terms

Aggregate Purchase Price: US \$60,000,000 in cash, stock, and other cash considerations including:

- An up-front cash payment of US\$5,000,000 upon execution of the definitive agreement
- An additional US \$20,000,000 in cash, US \$7,000,000 in the Company's common stock (subject to certain sale restrictions and voluntary leak outs), and US \$28,000,000 in vendor take back promissory notes (comprised of a US \$10,000,000 7 month note and a US \$18,000,000 13 month note) upon closing the transaction.

The transaction is subject to a number of closing conditions that are customary with a transaction of this nature, including regulatory approvals and approval of the CSE. RWB anticipates closing the transaction during the second quarter of 2021. There is a finder's fee payable to an arm's length party at closing. Additional details shall be provided at closing and in the Company's filings on Sedar.

¹ Source: [Leafly](https://leafly-cms-production.imgix.net/wp-content/uploads/2021/02/13180206/Leafly-JobsReport-2021-v14.pdf) (<https://leafly-cms-production.imgix.net/wp-content/uploads/2021/02/13180206/Leafly-JobsReport-2021-v14.pdf>)

² Based on previously announced definitive agreements to acquire operating cannabis assets in Illinois and launch of Platinum Vape in Arizona. States with Brands: Michigan, Oklahoma, Arizona. States operating including pending acquisitions: California, Illinois & Florida

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 Florida, Illinois, California, Michigan, Oklahoma and Arizona 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:

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Visit us on the web: www.RedWhiteBloom.com

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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 Acreage Florida acquisition the Illinois acquisition and the PharmaCo acquisition. 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.

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