



## **Nepra Foods Executes Definitive Agreement to Acquire Idaho Beverage Manufacturing Business**

*Transaction marks a significant milestone in the Company's evolution into a more diversified domestic food and beverage business.*

**Centennial, Colorado – July 28, 2026** – Nepra Foods Inc. (CSE: NPRA) (OTCQB: NPRFF) ("Nepra" or the "Company"), a food and beverage company focused on ingredient innovation, manufacturing and consumer wellness products, today announced that it has executed a definitive Asset Purchase Agreement to acquire substantially all of the operating assets of Tscemicum Bottling Company, a bottled water manufacturing and co-packing business located in Lewiston, Idaho. The Asset Purchase Agreement is scheduled to become effective on July 31, 2026.

The proposed acquisition remains subject to Canadian Securities Exchange approval, completion of applicable regulatory and permitting requirements, and satisfaction or waiver of customary closing conditions. The proposed acquisition constitutes an arm's-length transaction between Nepra and the sellers.

The transaction represents a significant milestone in the execution of Nepra's long-term growth strategy by expanding the Company's domestic manufacturing platform and establishing a presence in the beverage sector. Upon closing, the acquisition is expected to diversify Nepra's operating business beyond ingredient sales and product development while creating additional opportunities for long-term commercial growth.

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### **Executing the Next Phase of Growth**

Over the past year, Nepra has communicated a strategy centered on building a more diversified operating business through disciplined investment in domestic manufacturing and scalable commercial capabilities. The execution of this definitive agreement reflects the Company's continued progress in delivering on that strategy.

Upon closing, the acquisition is expected to add an established operating business with existing commercial activity, providing Nepra with a new platform for growth in the beverage industry while complementing its existing ingredient sales, product development, and branded consumer businesses.



Management believes this expansion strengthens the Company's operating foundation and positions Nepra to pursue new customer relationships, broaden its commercial reach and participate in additional food and beverage categories over time.

### **A Well-Positioned Manufacturing Location**

Located in Lewiston, Idaho, the operation benefits from access to highway, rail and the Columbia–Snake River transportation system, providing multiple transportation options for inbound materials and outbound finished products. Transportation represents a significant component of beverage logistics, the Company believes Lewiston's multimodal shipping access provides a meaningful operational advantage for regional manufacturing and distribution as the business continues to grow.

### **Transaction Highlights**

- Definitive Asset Purchase Agreement executed.
- Advances the Company's strategy of building a more diversified operating business.
- Purchase price of US\$1.5 million, plus 1.5 million common shares of Nepra, subject to CSE approval and applicable securities laws. The cash consideration includes US\$250,000, with the balance financed through a seller promissory note. The agreement also includes contingent earn-out and royalty provisions.
- Transaction remains subject to regulatory approvals and customary closing conditions.

Billy Hogan, Chief Executive Officer of Nepra Foods, commented, "Executing this definitive agreement demonstrates that our team has delivered on the strategy we communicated to shareholders. Our focus will be on growing the business, expanding customer relationships and continuing to build a diversified portfolio. We also sincerely appreciate Richard Keane's collaboration throughout this process."

### **Looking Ahead**

With the definitive agreement executed, Nepra is focused on obtaining the remaining regulatory approvals and satisfying the conditions required to complete the acquisition. Following closing, the Company intends to integrate the business into its existing operations while pursuing additional commercial opportunities that support long-term growth and strengthen its position within the broader food and beverage industry.

Nepra would like to recognize Richard Keane for the entrepreneurial vision and dedication that transformed the Lewiston operation into the business it is today. Throughout this process, Rick has approached the transaction with a shared commitment to building a successful future for the business, its customers, and the community. The Company appreciates his partnership and looks forward to working together during the transition.

**About Nepra Foods Inc.**

Nepra Foods Inc. is a vertically integrated food and beverage company focused on specialty ingredients, functional nutrition, and scalable wellness infrastructure. Through a portfolio of proprietary products, manufacturing capabilities, and strategic partnerships, the Company develops and supports consumer brands across multiple health and wellness categories. Nepra is pursuing a vertical integration strategy designed to expand operational capabilities, diversify revenue streams, and support long-term growth. For more information, visit [www.neprafoods.com](http://www.neprafoods.com).

**Media Contact & Investor Contact**

Billy Hogan

Email: [investors@neprafoods.com](mailto:investors@neprafoods.com)

Investor Relations

Toll-Free: 844-566-1917

**The CSE has neither approved nor disapproved the contents of this news release. The CSE does not accept responsibility for the adequacy or accuracy of this release.**

***Forward-Looking Statement***

*This news release contains statements and information that, to the extent that they are not historical fact, constitute "forward-looking information" within the meaning of applicable securities legislation. Forward-looking information is based on the reasonable assumptions, estimates, analysis and opinions of management made in light of its experience and its perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date that such statements are made, but which may prove to be incorrect. Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Company to differ materially from any future results, performance or achievements expressed or implied by the forward-looking information, including, but not limited to, statements relating to the Company's financial performance, business development, results of operations, and those listed in filings made by the Company with the Canadian securities regulatory authorities (which may be viewed at [www.sedarplus.ca](http://www.sedarplus.ca)). Accordingly, readers should not place undue reliance on any such forward-looking information. Further, any forward-looking statement speaks only as of the date on which such statement is made. New factors emerge from time to time, and it is not possible for the Company's management to predict all of such factors and to assess in advance the impact of each such factor on the Company's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. The Company does not undertake any obligation to update any forward-looking information to reflect information, events, results, circumstances or*



*otherwise after the date hereof or to reflect the occurrence of unanticipated events, except as required by law including securities laws.*