

**MTY FOOD GROUP INC.**  
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**NEWS RELEASE**

**MTY ENTERS INTO AN AGREEMENT TO ACQUIRE THE ASSETS OF GRABBAGREEN**

MONTREAL, February 19, 2018 - MTY Food Group Inc. (“MTY” or the “Company”) (TSX: MTY) announced today that one of its wholly-owned subsidiaries has signed an agreement to acquire the assets of the Grabbagreen® franchise system ([www.Grabbagreen.com](http://www.Grabbagreen.com)), for an estimated consideration of USD \$2.75 million.

There are currently 27 Grabbagreen restaurants in operation, 26 franchised and 1 corporate, all of which are located in the United States.

“Grabbagreen is a young and trendy brand with solid growth potential” said Jeff Smit, COO of MTY’s U.S. operations. “We are extremely happy to add this concept to our portfolio.”

The transaction is expected to close within 45 days of this News Release but remains subject to multiple conditions customary for a transaction of this nature. There is no assurance the transaction will be completed as described above, or at all, or that the anticipated closing date will materialize.

Following the closing of the transaction, MTY™ expects to consolidate the corporate operations and run the franchising platform from its U.S. headquarters in Scottsdale, Arizona.

**About Grabbagreen**

Founded in 2013, Grabbagreen is a fast food restaurant concept where great tasting, healthy food meets the speed and convenience of traditional fast food. Grabbagreen’s Eat Clean™ menu focuses on semi-organic, preservative-free, and GMO-free options. The whole food menu is based on super food ingredients and offers a full selection of grain and green-based bowls with fresh hormone-free and antibiotic-free chicken and beef provided by local farms, fresh-pressed juice, handcrafted smoothies and acai bowls, breakfast, and healthy kid-friendly items. All signature menu items are made-to-order and provide a delicious experience for customers and a variety of flavors to meet dietary needs.

**Forward Looking Information**

Certain information in this News Release constitutes "forward-looking" information that involves known and unknown risks, uncertainties, future expectations and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking information. When used in this News Release, this information may include words such as "anticipate", "estimate", "may", "will", "expect", "believe", "plan" or variations of such words and phrases, or by the use of words or phrases which state that certain actions, events or results may, could, would, or might occur or be achieved. In particular, this News Release contains forward-looking information regarding: the completion of the Grabbagreen acquisition, the potential closing date of the Grabbagreen acquisition and the potential impact of the Grabbagreen acquisition on the Company’s future operations; opportunities, growth and expansion; the suitability of the Grabbagreen acquisition by the Company; the effect of the Grabbagreen acquisition on Grabbagreen stakeholders; the location of MTY’s head office and where MTY’s operations will be managed; the retention of Grabbagreen’s management team.

This forward-looking information reflects current expectations and assumptions regarding future events and operating performance and speaks only as of the date of this News Release. These assumptions include, but are not limited to: currency exchange rates used to derive Canadian dollar expectations; market acceptance of the Grabbagreen acquisition; the satisfactory fulfilment of all of the conditions precedent to the Grabbagreen acquisition; the receipt of all required approvals and consents including regulatory, TSX, shareholder and any other approvals; acceptable financing to complete the Grabbagreen acquisition; future results of Grabbagreen’s business and operations meeting or exceeding historical results; the success of the integration of Grabbagreen operations and management team with the Company’s operations and business; and market acceptance of potential future acquisitions by the Company. Forward-looking information is subject to known and unknown risks, uncertainties and other factors

that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking information.

A description of additional assumptions used to develop such forward-looking information and a description of additional risk factors that may cause actual results to differ materially from forward-looking information can be found in the disclosure documents on the SEDAR website at [www.Sedar.com](http://www.Sedar.com). Readers are further cautioned not to place undue reliance on forward-looking information as there can be no assurance that the plans, intentions or expectations upon which they are placed will occur. Forward-looking information contained in this News Release is expressly qualified by this cautionary statement. Except as required by law, the Company assumes no obligation to update or revise forward-looking information to reflect new events or circumstances. Financial outlooks contained in this News Release were approved by management of the Company on February 16, 2018. The purpose of this information is to provide a potential financial outlook of the combined entity and this information may not be appropriate for other purposes. Additional information is available in the Company's Management Discussion and Analysis, which can be found on SEDAR at [www.Sedar.com](http://www.Sedar.com).

**On Behalf of the Board of Directors of  
MTY Food Group Inc.**

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Stanley Ma, Chairman, President & CEO

For more information please contact Eric Lefebvre, Chief Financial Officer at 1-514-336-8885 x 288 or by email at [ir@mtygroup.com](mailto:ir@mtygroup.com). Additional information is available by visiting our website at [www.MTYGroup.com](http://www.MTYGroup.com) or SEDAR's website at [www.sedar.com](http://www.sedar.com) under the Company's name.