



CSE: MOTA
FSE: 1WZ:GR
OTC: PEMTF

MOTA VENTURES ENTERS INTO BINDING TERM SHEET TO ACQUIRE 110,000 SQUARE FOOT EUROPEAN PHARMACEUTICAL MANUFACTURER OF NATURAL PSILOCYBIN PRODUCTS

VANCOUVER, BC, CANADA (May 16, 2020) – **Mota Ventures Corp. (CSE:MOTA FSE: 1WZ:GR OTC: PEMTF)** (the “**Company**”) announces that it has entered into a binding term sheet (the “**Term Sheet**”), dated May 14, 2020, with Verrian Ontario Limited (“**Verrian**”), pursuant to which it proposes to acquire all of the outstanding share capital of Verrian (the “**Transaction**”). The Term Sheet replaces the previous preliminary letter of intent entered into with Verrian on May 11, 2020. Verrian is an arms'-length privately-held company that is focused on delivering and developing products related to addiction reduction, with a focus on alcohol and opiates.

ESTABLISHED EUROPEAN PSYCHEDELIC MEDICINE COMPANY

Verrian owns and operates an EU-GMP, ISO 14001 compliant 110,000 square foot pharmaceutical manufacturing facility in Radebeul, Germany. Verrian purchased the facility from a major global pharmaceutical manufacturer in 2019. Both the facility and equipment are independently appraised at Cdn\$10,600,000, including an analytical laboratory, and full pharmaceutical manufacturing suite.

Verrian will operate three distinct business segments:

- Pharmaceutical Manufacturing – A portfolio of medical & wellness products
- Phyto API – API creation from medical plants
- Analytical Testing – European Medicine Agency Standards

PRODUCTS FOCUSED ON OPIATE ADDICTION REDUCTION

Verrian's singular focus is rewiring the mind to overcome addiction through natural medicine. Specifically, the micro dosing of psilocybin demonstrates potential to remove the dopamine reward of addictive substances, potentially diminishing the desire for addictive substances, thereby reducing or eliminating the need for the addictive substance.

To date Verrian has developed two psilocybin products: PSI GEN and PSI GEN+. These Psilocybin products are focused on opiate addiction reduction. As natural psilocybin extracts, from organically cultivated mushrooms, combined with metabolism enhancing natural herbs, they are ideal for individuals commencing micro-dosing and capable of being combined with additional anti-addiction therapies.

All of Verrian's compounds are derived from organic, glyphosate free naturally occurring plants, grown specifically for its own purposes.

GOALS AND VISION

In addition to the the facility and equipment outlined above, Verrian has invested approximately Cdn\$2,400,000 in clinical trial design and development of proprietary formulations for its psilocybin trademarked PSI-GEN products, and cannabis products, including trademarked CBDaily and CBNight.

Verrian's world renowned addiction medicine experts are moving ahead to develop new potential treatments for therapy, with rigorous clinical research. Once EU GMP and narcotics handling recertification are secured, capabilities will extend to: specialty pharmaceutical formulations; and psilocybin refinement and production for micro dosing.

"Signing this binding term sheet is an important step towards Mota's goal of becoming a leader in the natural health space. Verrian's significant investment into its licensing, research, equipment and facilities have made it one of the top psychedelic medicine companies. Mota is poised to capitalize on an emerging industry and will continue to expand its North American and European operations to ensure a strong distribution network is in place once this line of product is approved to go to market," stated Ryan Hoggan, CEO of the Company.

The binding Term Sheet contemplates that the Company would acquire all of the outstanding share capital of Verrian in consideration for Cdn\$20,000,000, which will be satisfied through the issuance of common shares (the "**Consideration Shares**") to the existing shareholders of Verrian. The Consideration Shares will be issued at a deemed price of equivalent to the volume-weighted average closing price of the common shares of the Company in the ten trading days immediately prior to the entering into of definitive documentation in respect of the Transaction.

The Consideration Shares will be subject to terms of a thirty-six month time release pooling arrangement, during which time they may not be transferred, assigned, pledged or otherwise traded. The Consideration Shares will be released from the pooling arrangement in tranches, of which ten-percent will be released after four months, fifteen percent after six months, and the balance in five equal tranches every six months thereafter. In addition to the Consideration Shares, upon closing of the Transaction, the Company will arrange for repayment of existing shareholder loans of Verrian totaling approximately Cdn\$1,100,000.

The Company is at arms-length from Verrian, and each of its shareholders. The Transaction does not constitute a fundamental change for the Company, nor is it expected to result in a change of control of the Company, within the meaning of applicable securities laws and the policies of the Canadian Securities Exchange. Upon completion of the Transaction, an administrative fee of \$422,000, payable in common shares of the Company, will be owing to a consultant who assisted with the Transaction.

The Transaction remains subject to a number of conditions, including completion of due diligence, receipt of any required regulatory approval and the negotiation of definitive documentation, which is expected to include warranties, representations, covenants, terms and conditions which are customary and consistent with industry standards for a transaction of this nature, as well as a mutual break fee in the event of termination. The Transaction cannot be completed until these conditions have been satisfied.

We encourage shareholders and prospective investors to visit the Company's [AGORACOM Discussion Forum](#), a moderated social media platform that enables civilized discussion and Q&A between Management and Shareholders.

About Mota Ventures Corp.

Mota Ventures is an established eCommerce, direct to consumer provider of a wide range of CBD products in the United States and Europe. In the United States, the company sells a CBD hemp-oil formulation derived from hemp grown and formulated in the US through its Nature's Exclusive brand. Within Europe, its Satavida brand of award winning 100% organic CBD oils and cosmetics are sold throughout Spain, Portugal, Austria, Germany, France, and the United Kingdom. Mota Ventures is also seeking to acquire additional revenue producing CBD brands and operations in both Europe and North America, with the goal of establishing an international distribution network for CBD products. Low cost production, coupled with international, direct to customer, sales channels will provide the foundation for the success of Mota Ventures.

ON BEHALF OF THE BOARD OF DIRECTORS

MOTA VENTURES CORP.

Ryan Hoggan
Chief Executive Officer

For further information, readers are encouraged to contact Joel Shacker, President at +604.423.4733 or by email at IR@motaventuresco.com or www.motaventuresco.com

The Canadian Securities Exchange has in no way passed upon the merits of the Transaction, and has neither approved nor disapproved the contents of this press release. Neither the Canadian Securities Exchange nor its Regulation Services Provider (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this press release, which has been prepared by management.

Cautionary Note Regarding Forward-Looking Statement

All statements in this press release, other than statements of historical fact, are "forward-looking information" with respect to the Company within the meaning of applicable securities laws, including with respect to the operations and activities of Verrian, the conditions to completion of the proposed Transaction, and its plans to acquire revenue-producing CBD brands and operations in Europe and North America. The Company provides forward-looking statements for the purpose of conveying information about current expectations and plans relating to the future and readers are cautioned that such statements may not be appropriate for other purposes. By its nature, this information is subject to inherent risks and uncertainties that may be general or specific and which give rise to the possibility that expectations, forecasts, predictions, projections or conclusions will not prove to be accurate, that assumptions may not be correct and that objectives, strategic goals and priorities will not be achieved. These risks and uncertainties include but are not limited to those identified and reported in the Company's public filings under the Company's SEDAR profile at www.sedar.com. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. The Company disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise unless required by law.