



ThreeD Capital Inc. and Lophos Holdings Inc. Announce Strategic Partnership

Vancouver, British Columbia- April 15, 2024 - ThreeD Capital Inc. ("ThreeD"), a publicly traded Canadian-based venture capital firm focused on opportunistic investments in companies in the junior resources and disruptive technologies sectors, and Lophos Holdings Inc. ("Lophos"), have entered into a Securities Purchase Agreement ("Agreement") on April 12, 2024.

Under the terms of the Agreement, Lophos will issue and sell 2,125,000 common shares (the "Purchased Lophos Shares") and 2,125,000 common share purchase warrants (the "Purchased Lophos Warrants", collectively the "Purchased Lophos Units") to ThreeD at a price of \$0.06 per Purchased Lophos Unit. Each Purchased Lophos Warrant will entitle the holder to purchase one common share of Lophos at \$0.10 until three years from the Closing Time.

In return, ThreeD will issue 150,000 common shares (the "Purchased ThreeD Shares") to Lophos at a price of \$0.85 per share.

"We are delighted to unveil our strategic partnership with ThreeD Capital Inc., a pivotal moment for Lophos Holdings Inc. as we further our footprint in the bioscience and wellness sectors. Our focus on advancing research and development in natural medicines, exemplified by our work with peyote (*Lophophora williamsii*) through Lophos Pharmaceuticals Corp., underscores our commitment to pioneering transformative solutions. This collaboration signifies a significant stride forward for Lophos as we forge vital connections with strategic partners and investors, propelling us towards our goals," shares Claire Stawnyczy, President and CEO of Lophos Holdings Inc.

"We see tremendous potential in our partnership with Lophos Holdings Inc. and are excited to support their endeavors in the bioscience sector. This collaboration aligns with our commitment to investing in new technologies and ventures with the potential to make a profound impact." adds Jakson Inwentash, VP Investments of ThreeD Capital Inc.

About ThreeD Capital Inc.

ThreeD is a publicly-traded Canadian-based venture capital firm focused on opportunistic investments in companies in the junior resources and disruptive technologies sectors. ThreeD's investment strategy is to invest in multiple private and public companies across a variety of sectors globally. ThreeD seeks to invest in early stage, promising companies where it may be the lead investor and can additionally provide investees with advisory services and access to the Company's ecosystem.

About Lophos Holdings Inc.

Lophos Holdings Inc. (CSE:MESC), is a holdings company focused in the bioscience sector. Lophos Pharmaceuticals Corp., a wholly owned subsidiary of Lophos Holdings Inc., stands as a prominent biosciences company specializing in the cultivation, research, and sale of peyote. Distinguished by its Controlled Substances Dealers License (CSDL), the subsidiary is authorized for the possession, sale, sending, transportation, and delivery of various controlled substances, including mescaline, psilocin, psilocybin, LSD, DMT, MDMA, and ketamine. Additionally, the license grants permission for the production of mescaline, psilocin, and psilocybin, showcasing the comprehensive scope of their operations.

For Further Inquiries

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The Canadian Securities Exchange has neither approved nor disapproved the contents of this news release and accepts no responsibility for the adequacy or accuracy hereof. The Agreement remains subject to the approval of the Canadian Securities Exchange. All securities issued pursuant to the Agreement will be subject to a four month and one day hold period upon issuance.

Cautionary Statement

Neither the Canadian Securities Exchange nor its Regulation Services Provider have reviewed or accept responsibility for the adequacy or accuracy of this release.

This press release contains ‘forward-looking information’ within the meaning of applicable Canadian securities legislation. These statements relate to future events or future performance. The use of any of the words “could”, “intend”, “expect”, “believe”, “will”, “projected”, “estimated” and similar expressions and statements relating to matters that are not historical facts are intended to identify forward-looking information and are based on Lophos' current belief or assumptions as to the outcome and timing of such future events. Forward-looking information in this press release includes information with respect to the Company’s peyote cactus product development. Forward-looking information is based on reasonable assumptions that have been made by Lophos at the date of the information and is subject to known and unknown risks, uncertainties, and other factors that may cause actual results or events to differ materially from those anticipated in the forward-looking information. Given these risks, uncertainties and assumptions, you should not unduly rely on these forward-looking statements. The forward-looking information contained in this press release is made as of the date hereof, and Lophos is not obligated to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by

applicable securities laws. The foregoing statements expressly qualify any forward-looking information contained herein. Factors that could cause actual results to differ materially from those anticipated in these forward-looking statements are described under the caption “Risk Factors” in Lophos' final long form prospectus dated August 11, 2023, which is available on Lophos's profile at www.sedarplus.ca.

This news release does not constitute an offer to sell or the solicitation of an offer to buy, and shall not constitute an offer, solicitation or sale in any state, province, territory or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state, province, territory or jurisdiction.

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