

ThreeD Capital Inc. Announces Securities Purchase Agreement with Lophos Holdings Inc.

TORONTO, April 15th, 2024 (GLOBE NEWSWIRE) — ThreeD Capital Inc. (“ThreeD” or the “Company”) (CSE:IDK) (OTCQB:IDKFF), a Canadian-based venture capital firm focused on opportunistic investments in companies in the junior resources and disruptive technologies sectors, is pleased to announce that the Company has entered into a proposed Securities Purchase Agreement (the “Agreement”) with Lophos Holdings Inc. (“Lophos”).

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 consideration, ThreeD will issue 150,000 common shares of the Company (the "Purchased ThreeD Shares") at a deemed price of \$0.85 per common 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.

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.

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.

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.

For further information:

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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.

Forward-Looking Statements

Certain statements contained in this news release constitute forward-looking statements within the meaning of Canadian securities legislation. All statements included herein, other than statements of historical fact, are forward-looking statements and include, without limitation, statements about proposed completion of the Private Placement and receipt of applicable regulatory approvals. Often, but not always, these forward looking statements can be identified by the use of words such as "estimate", "estimates", "estimated", "potential", "open", "future", "assumed", "projected", "used", "detailed", "has been", "gain", "upgraded", "offset", "limited", "contained", "reflecting", "containing", "remaining", "to be", "periodically", or statements that events, "could" or "should" occur or be achieved and similar expressions, including negative variations.

Forward-looking Statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any results, performance or achievements expressed or implied by forward-looking statements. Such uncertainties and factors include, among others, failure to receive all applicable regulatory approvals for the Private Placement, completion of the Private Placement upon terms presently proposed or at all, and such other risks detailed from time to time in the Company's filings with securities regulators and available under the Company's profile on SEDAR at www.sedarplus.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 statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended.

Forward-looking statements contained herein are based on the assumptions, beliefs, expectations and opinions of management. Forward-looking statements are made as of the date hereof and the Company disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or results or otherwise, except as required by law. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, investors should not place undue reliance on forward-looking statements.