

**Early Warning News Release Issued with Respect to the Acquisition of Securities of
Empatho Holdings Inc.**

Toronto, Ontario, September 19, 2022 – This news release is being disseminated as required by National Instrument 62-103 – *The Early Warning System and Related Take-Over Bid and Insider Reporting Issues*, in connection with the acquisition of ownership, control or direction over securities of Empatho Holdings Inc. ("**Empatho**" or the "**Corporation**") (CSE: EMPH).

On September 19, 2022, Michael Steele (the "**Offeror**"), through Avonlea Ventures #2 Inc., a private Ontario corporation controlled by Mr. Steele, indirectly acquired control and direction over (the "**Acquisition**") an aggregate of 9,945,000 common shares (the "**Acquired Shares**") of Empatho, representing approximately 13.7% of the issued and outstanding common shares of the Corporation (the "**Shares**"). The Acquisition was conducted through the facilities of the Canadian Securities Exchange. The Acquired Shares were purchased at a cash price of \$0.02 per Acquired Share for an aggregate purchase price of \$198,900.

As of the date hereof, after giving effect to the Acquisition, the Offeror owns, or exercises control or direction over, 9,945,000 Shares, representing approximately 13.7% of the issued and outstanding Shares on a non-diluted basis.

The Acquiror acquired the Shares for investment purposes. The Acquiror has a long-term view of the investment and may acquire additional securities or dispose of securities either on the open market or through private acquisitions in the future depending on market conditions, reformulation of plans and/or other relevant factors and subject to applicable securities laws. The Acquiror may, from time to time and at any time, acquire additional Shares and/or other equity, debt or other securities or instruments of the Corporation in the open market or otherwise, and reserves the right to dispose of any or all of the Shares in the open market or otherwise at any time and from time to time, and to engage in similar transactions with respect to the Shares, the whole depending on market conditions, the business and prospects of the Corporation and other relevant factors, including compliance with applicable securities laws.

An early warning report has been filed by the Acquiror under applicable securities laws and will be available on the Empatho SEDAR profile at www.sedar.com. A copy of the early warning report may also be obtained by contacting Michael Steele at 416.464.8960, steeleconsult@aol.com.