



Empatho Holdings Inc. signs a Non-Binding Letter of Intent for sale of the Empatho Application with HEAL Global

Toronto, Ontario – April 14, 2023 – Empatho Holdings Inc. (CSE: EMPH) (the “**Company**” or “**Empatho**”) announced today that it has entered into a non-binding letter of intent (the “**LOI**”) with HEAL Global Holdings Corp. (“**HEAL**”) outlining the general terms and conditions of a proposed transaction whereby HEAL (or an affiliated or successor entity) will acquire all or substantially all of the intellectual property assets of Empatho in exchange for securities of HEAL (the “**Proposed Transaction**”).

It is anticipated that the purchase price payable by HEAL to the Company shall be CAD \$3,500,000, subject to customary adjustments, payable in common shares in the capital of HEAL, or an affiliated or successor entity (“**Consideration Shares**”). It shall be a condition to closing the Proposed Transaction that the Consideration Shares shall be listed and posted for trading on a recognized stock exchange in Canada at the time of closing of the Proposed Transaction.

Each of Empatho and HEAL’s obligations to close the Proposed Transaction will be subject to customary conditions and any other conditions agreed to by the parties in a definitive asset purchase agreement (the “**Definitive Agreement**”) for the Proposed Transaction, including: (i) receipt of all shareholder, statutory, regulatory, governmental and material third-party consents on terms satisfactory to the parties, including the approval of the Canadian Securities Exchange (the “**CSE**”); and (ii) there being no material adverse change in the business, results of operations, prospects or conditions or assets of the other party.

Empatho and HEAL intend to target a June 30, 2023 closing date for the Proposed Transaction, but in any event will pursue closing as soon as practicable (having regard to the nature and structure of the Proposed Transaction), which date shall be mutually agreed upon by the parties.

It is currently anticipated that Empatho will call a special meeting of shareholders in order to authorize and approve the Proposed Transaction as a sale of all or substantially all of its assets.

Proposed Acquisition of HEAL by Pathway Health Corp.

HEAL has entered into an arrangement agreement with Pathway Health Corp. (TSXV: PHC)(Frankfurt: K11) (“**Pathway**”) and The Newly Institute Inc. (“**The Newly**”), a private Canadian corporation, dated March 31, 2023, whereby the parties agreed that Pathway will acquire all of the issued and outstanding shares of each of HEAL and The Newly (other than The Newly shares held by HEAL) from their respective shareholders in exchange for common shares in the capital of Pathway to be completed by way of an arrangement (“**Arrangement**”) pursuant to a plan of arrangement under the *Business Corporations Act* (Alberta).

It is currently anticipated that the Proposed Transaction will close following the completion of the Arrangement and that the Consideration Shares issued to Empatho will be publicly listed shares in the issuer resulting from the Arrangement to be known as “Global Healthcare Holdings Corp.” (the “**Resulting Issuer**”). Further details regarding the Arrangement are available in press releases dated December 22, 2022, February 3, 2023, February 9, 2023, February 17, 2023 and March 1, 2023, March 28, 2023 and March 31, 2023 available under Pathway’s profile on SEDAR.com and <https://globalhealthcareholdings.com/>.

About the Company

Empatho Holdings Inc. is a virtual well-being firm focused on a smart solution powered by proprietary PsychAI™ artificial intelligence (AI), that strategically guides users to achieve individualized or personalized well-being goals. The Company provides a data-driven mobile application using advanced technology to engage individuals in the management of their own health, helping individuals become more productive and uncovering potential efficiencies and cost savings for employers.

For more information please contact:

Empatho Holdings Inc.

On behalf of the board of directors,

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Forward-Looking Information and Statements

This press release contains statements which constitute “forward-looking information” within the meaning of applicable securities laws, including statements regarding the plans, intentions, beliefs and current expectations of the Company with respect to future business activities. Forward-looking information is often identified by the words “may,” “would,” “could,” “should,” “will,” “intend,” “plan,” “anticipate,” “believe,” “estimate,” “expect” or similar expressions and include information regarding: (i) statements regarding the future direction of the Company (ii) the ability of the Company to successfully achieve its business and financial objectives, (iii) expectations for other economic, business, and/or competitive factors; and (iv) statements regarding the Proposed Transaction, including the closing of the Proposed Transaction, negotiation and execution of the Definitive Agreement, the assignment of the LOI or Definitive Agreement to Pathway, the expected terms of the Proposed Transaction, the number of securities of HEAL and Pathway that may be issued in connection with the Proposed Transaction, the completion of the Arrangement, the requirement to hold shareholder approval and the parties’ ability to satisfy closing conditions and receive necessary approvals, including the approval of the CSE. Investors are cautioned that forward-looking information is not based on historical facts but instead reflect the Company’s management’s expectations, estimates or projections concerning the business of the Company’s future results or events based on the opinions, assumptions and estimates of management considered reasonable at the date the statements are made. Although the Company believes that the expectations reflected in such forward-looking information are reasonable, such information involves risks and uncertainties, and undue reliance should not be placed on such information, as unknown or unpredictable factors could have material adverse effects on future results, performance or achievements of the Company. Among the key factors that could cause actual results to differ materially from those projected in the forward-looking information are the following: changes in general economic, business and political conditions, including changes in the financial markets; and in particular in the ability of the Company to raise debt and equity capital in the amounts and at the costs that it expects; the potential inability of the Company to continue as a going concern; risks associated with potential governmental and/or regulatory action with respect

to the Company's operations; and other risks described in the Company's public disclosure documents filed on www.sedar.com.

Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking information prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected. Although the Company has attempted to identify important risks, uncertainties and factors which could cause actual results to differ materially, there may be others that cause results not to be as anticipated, estimated or intended. The Company does not intend, and does not assume any obligation, to update this forward-looking information except as otherwise required by applicable law.

The CSE has in no way passed upon the merits of the Proposed Transaction and has neither approved nor disapproved of the contents of this press release. Neither the CSE nor the Market Regulator (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.