

## Optimi Health Announces Closing of Non-Brokered Private Placement and Debt Settlement

**VANCOUVER, BC – January 28, 2025** – Optimi Health Corp. (CSE: OPTI) (OTCQX: OPTHF) (FRA: 8BN) (“**Optimi**” or the “**Company**”), a GMP-approved, Health Canada licensed psychedelics pharmaceutical manufacturer specializing in botanical psilocybin and MDMA, announces it has closed the second and final tranche (the “**Second Tranche**”) of its non-brokered private placement (the “**Offering**”) of units of the Company (each, a “**Unit**”) at a price of \$0.30 per Unit. Under the Second Tranche, the Company distributed 1,316,668 Units for gross proceeds of \$395,000, bringing the total Offering raise to \$934,000. Each Unit is comprised of one (1) common share in the capital of the Company (each a “**Common Share**”) and one-half of one (1/2) transferable Common Share purchase warrant (each whole warrant a “**Warrant**”). Each Warrant issued under the Second Tranche entitles the holder to acquire one additional Common Share at an exercise price of \$0.40 until January 24, 2027, subject to an accelerated expiry provision, whereby in the event the closing price of the Company’s Common Shares on the Canadian Securities Exchange (the “**Exchange**”) exceeds \$0.50 for a period of 20 consecutive trading days, at the Company’s election, the period within which the Warrants are exercisable, will be reduced and the holders of the Warrants will be entitled to exercise their Warrants for a period of 30 days commencing on the day the Company provides notice, any outstanding Warrants not exercised during the 30 day period will expire.

The Company intends to use the net proceeds from the Offering for general working capital purposes.

All securities issued under the Second Tranche, including securities issuable on exercise thereof, will be subject to a hold period expiring May 25, 2025, in accordance with the rules and policies of the Exchange and applicable Canadian securities laws.

The Second Tranche was completed by insiders of the Company, the issuance of Units to insiders is considered a “related party transaction” within the meaning of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). The Company is relying on exemptions from the formal valuation requirements of MI 61-101 pursuant to section 5.5(a) and the minority shareholder approval requirements of MI 61-101 pursuant to section 5.7(1)(a) in respect of such insider participation as the fair market value of the transaction, insofar as it involves interested parties, does not exceed 25% of the Company's market capitalization.

### **Debt Settlement**

The Company also announces that it has completed a debt settlement with 2 creditors which has resulted in an aggregate of \$98,501.25 of indebtedness being retired in consideration for the issuance of 458,145 Common Shares at a deemed price per Common Share of \$0.215 (the “**Debt Settlement**”). The debt relates to marketing and investor relations services. The Common Shares issued in connection with the Debt Settlement are subject to a hold period January 24, 2025.

Completion of the Offering and the Debt Settlement is subject to certain conditions including but not limited to the receipt of all necessary approvals, including the final approval of the Exchange.

This news release does not constitute an offer for sale, or a solicitation of an offer to buy, in the United States or to any “U.S Person” (as such term is defined in Regulation S under the U.S. Securities Act of 1933, as amended (the “**1933 Act**”)) of any equity or other securities of the Company. The securities of the Company have not been, and will not be, registered under the 1933 Act or under any state securities laws.

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### **About Optimi Health Corp.**

Optimi Health Corp. is a Health Canada-licensed, GMP-compliant manufacturer and supplier of natural psilocybin and MDMA. Dedicated to producing high-quality psychedelic products, the Company aims to support the global advancement of mental health therapies through rigorous compliance, innovation, and collaboration.

### **On Behalf of the Board**

**JJ Wilson, Chair of the Board**

### **For more information, please contact:**

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### Forward-Looking Statements

This news release contains forward-looking statements and forward-looking information within the meaning of Canadian securities legislation (collectively, “forward-looking statements”), including statements pertaining to the completion of the Offering and the Debt Settlement. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by management, are inherently subject to significant business, economic and competitive uncertainties, and contingencies, certain of which are unknown. Any statements that express, or involve discussions as to, expectations, beliefs, plans, objectives, assumptions, or future events or performance (often, but not always, through the use of words or phrases such as “will likely result,” “are expected to,” “expects,” “will continue,” “is anticipated,” “anticipates,” “believes,” “estimated,” “intends,” “plans,” “forecast,” “projection,” “strategy,” “objective,” and “outlook”) are not historical facts and may be forward-looking statements. These statements may involve estimates, assumptions, and uncertainties that could cause actual results or outcomes to differ materially from those expressed in such forward-looking statements. No assurance can be given that these expectations will prove to be correct, and such forward-looking statements included in this news release should not be unduly relied upon. These statements speak only as of the date of this news release.

Forward-looking statements are based on a number of assumptions and are subject to a number of risks and uncertainties, many of which are beyond Optimi’s control, which could cause actual results and events to differ materially from those that are disclosed in or implied by such forward-looking statements. Such risk factors include but are not limited to those factors which are discussed in the Company’s long form prospectus dated February 12, 2021, a copy of which is available on SEDAR+ at [www.sedarplus.com](http://www.sedarplus.com). Except as expressly required by applicable law, Optimi undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise, except as may be required by law. New factors emerge from time to time, and it is not possible for Optimi to predict all of them or assess the impact of each factor or the extent to which any factor, or combination of factors, may cause results to differ materially from those contained in any forward-looking statement.

Any forward-looking statements contained in this news release are expressly qualified in their entirety by this cautionary statement.

Neither the Canadian Securities Exchange nor the Canadian Investment Regulatory Organization accepts responsibility for the adequacy or accuracy of this release.