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NEWS RELEASE

MOLECULE HOLDINGS INC. COMPLETES REVERSE TAKEOVER TRANSACTION, ANNOUNCES APPROVAL OF CSE LISTING AND COMMENCES TRADING UNDER TICKER “MLCL”

All financial figures in Canadian Dollars (\$) unless otherwise noted.

September 17, 2020, (Ottawa, Ontario) – Molecule Holdings Inc. (CSE: MLCL) (formerly Everton Resources Inc.) (“**Molecule**” or the “**Company**”) is pleased to announce that it has completed its previously announced reverse takeover transaction (the “**Transaction**”), pursuant to which it has acquired all of the issued and outstanding common shares (the “**OpCo Shares**”) of the privately held Molecule Inc. (“**OpCo**”). The Company will carry on the business of OpCo, which is now a wholly owned subsidiary of the Company, being the production and co-packing of cannabis-infused beverages.

As part of the Transaction and prior to the completion of the Arrangement (as defined below), the Company changed its name to "Molecule Holdings Inc." (the “**Name Change**”) and consolidated the common shares of the Company, on the basis of one (1) post-consolidation common share for every ten (10) pre-consolidation common shares (the “**Consolidation**”).

Final CSE Approval and Listing

The Company is also pleased to announce that it has received final approval to list its post-consolidation common shares (the “**Common Shares**”) on the Canadian Securities Exchange (the “**CSE**”). The Common Shares will commence trading on the CSE at the market opening today, September 17, 2020, under the ticker symbol “**MLCL**”. In addition, a new CUSIP and ISIN (60855E109 and CA60855E1097 respectively) were assigned to all of the common shares of the Company following the Name Change and Consolidation.

The Transaction

The Company and OpCo completed the Transaction by way of plan of arrangement (the “**Arrangement**”) pursuant to the terms of an arrangement agreement dated November 27, 2019, as amended (the “**Arrangement Agreement**”), whereby the Company acquired all of the issued and outstanding OpCo Shares in exchange for the same number of Common Shares. Pursuant to the terms of the Arrangement Agreement, an aggregate 74,700,100 Common Shares were issued to the former shareholders of OpCo. An additional 1,215,500 Common Shares (the “**Debt Shares**”) were issued to Andre Audet, a director of the Company as well as President and CEO prior to the completion of the Transaction, as settlement of debt. With the completion of the Transaction, the Company has 85,229,047 Common Shares issued and outstanding (on an undiluted basis), in addition to the Preferred Shares (as defined below). The Debt Shares are subject to a statutory 4 month hold period from the date of issuance.

Prior to the completion of the Transaction, and as approved by the disinterested shareholders of the Company at its annual and special meeting held on April 6, 2020, the Company: (i) voluntarily de-listed its Common Shares from the TSX Venture Exchange effective on Tuesday, September 15, 2020; and (ii) filed articles of amendment to give effect to the Name Change and Consolidation on September 15, 2020.



Following the filing of the articles of arrangement by OpCo, the Transaction was completed on September 16, 2020.

The leadership team of the Company following the Transaction consists of Philip Waddington as President and Chief Executive Officer and Brendan Stutt as Chief Financial Officer. The board of directors of the Company following the Transaction consists of Philip Waddington and Andre Audet, as well as Amy Proulx, Lindsay Weatherdon and David Reingold as independent directors. Mr. Waddington and Mr. Stutt will also act as President and Chief Executive Officer, and Chief Financial Officer, respectively of OpCo.

Additional information in respect of the Company's business and the Transaction (including the management described above) is available in the Company's listing statement, filed on SEDAR (www.sedar.com) prior to the commencement of trading.

Preferred Share Issuance

Pursuant to the terms of the Arrangement Agreement and prior to the completion of the Arrangement, the Company created and issued 9,313,447 preferred shares (the "**Preferred Shares**"), on the basis of one Preferred Share for every issued and outstanding Common Share of the Company on February 7, 2020. The purpose of the Preferred Shares is to provide the shareholders of the Company prior to giving effect to the Transaction with a right to receive, on a pro rata basis, an economic benefit, subject to an aggregate maximum of up to \$500,000, in the event that any of the Company's remaining mining royalties are triggered and generate revenue within a maximum period of five (5) years from the date of the issuance of the Preferred Shares. The Preferred Shares provide that, if triggered, the Preferred Shares will be redeemable, on a pro rata basis, for cash up to an aggregate maximum of \$500,000. The Preferred Shares do not otherwise have any rights or recourses.

Private Placement

In the Company's press release dated September 10, 2020, the Company announced that the conditional approval of the CSE and the completion of the Arrangement would satisfy the primary escrow release conditions of the brokered private placement offering of subscription receipts (the "**Brokered Offering**") led by Gravitas Securities Inc. (the "**Agent**") previously announced on August 6, 2020, pursuant to the terms of an agency agreement dated July 29, 2020 (the "**Agency Agreement**") and the concurrent non-brokered private placement offering of subscription receipts (the "**Non-Brokered Offering**", together with the Brokered Offering, collectively the "**Offerings**" by Molecule together with the Company. Upon the satisfaction of all related release conditions as agreed by Molecule, OpCo and the Agent, which is anticipated to occur on or about the date hereof, each of the 1,025 subscription receipts issued pursuant to the Offerings, which were issued at a price of \$1,000 per subscription receipt, shall be deemed to be automatically exchanged without any additional consideration or further action on the part of the holders thereof into one convertible debenture (each a "**Convertible Debenture**") of the Company.

Each Convertible Debenture will be an unsecured debt obligation of the Company and will consist of: (i) a principal amount of \$1,000; (ii) bear interest at the simple rate of 8% per annum, and (iii) mature on the three (3) year anniversary of the date of issuance thereof (the "**Maturity Date**"). Prior to the Maturity Date, and subject to exercise by the Company of an acceleration provision, all the outstanding principal and accrued interest of the Convertible Debentures may be converted into units of the Company (each a "**Unit**", collectively the "**Units**") at a price of \$0.20 per Unit, at the sole option of the respective holder of the Convertible Debenture (the "**Option**"). Unless the Option is exercised prior to the Maturity Date, the Company will subsequently make a cash payment to the holders of the Convertible Debentures to settle the outstanding principal and accrued interest of each respective Convertible Debenture. The securities issued in the Offerings are subject to a hold period of 4 months and 1 day from the date of issuance of the Subscription Receipts.



The Units are comprised of: (i) one (1) Common Share and (ii) one-half (1/2) of one Common Share purchase warrant (each whole Common Share purchase warrant, being a “**Warrant**”). Each Warrant is exercisable to purchase one Common Share at an exercise price of \$0.30 per Common Share until the three (3) year anniversary of the date of issuance of the Convertible Debentures.

The Agent also provided fiscal advisory services pursuant to the terms of a fiscal advisory agreement (the “**Fiscal Advisory Agreement**”) with respect to the Non-Brokered Offering. Pursuant to the Agency Agreement and the Fiscal Advisory Agreement, OpCo issued an aggregate of 376,000 Agent’s options (the “**Agent’s Options**”), 34,000 advisor’s options (the “**Advisor’s Options**”) and 40 convertible debentures (the “**Compensation Debentures**”, together with the Agent’s Options and the Advisor’s Options collectively the “**Compensation Securities**”). Each Compensation Debenture has the same terms as the Convertible Debentures and each Agent’s Option and each Advisor’s Option may be exercised for one Unit at price of \$0.20 per Unit until the three (3) year anniversary of the date of issuance thereof.

Phil Waddington, President and CEO of Molecule, stated, “The coordinated, sustained effort of the entire Molecule team is focused on creating high quality, cannabis-infused, craft beverages. For us, craft is defined by people who are passionate about their products, and who make bold statements that are preferred by people who are selective in the choices they make.

We are excited to obtain this listing, as it represents another milestone on our path to achieving this collective goal.”

ON BEHALF OF THE BOARD

MOLECULE HOLDINGS INC.

Per: “*Philip Waddington*”

President, CEO and Director

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About Molecule Holdings Inc.

Molecule works with client-partners to engage in the production of cannabis-infused beverages and edibles. We provide the infrastructure, know-how, technology, and licenses for craft producers to create consumable cannabis products. Molecule’s goal is to be the on-ramp for companies wishing to enter into the cannabis beverage and edibles market, but who choose not to go through the significant process of obtaining the required cannabis licences.

Neither the Canadian Securities Exchange nor its regulation services provider accepts responsibility for the adequacy or accuracy of this press release.



Forward-Looking Statements

Certain statements contained in this news release may constitute forward-looking information. Forward-looking information is often, but not always, identified by the use of words such as "anticipate", "plan", "estimate", "expect", "may", "will", "intend", "should", and similar expressions. Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information. The Company's actual results could differ materially from those anticipated in this forward-looking information as a result of regulatory decisions, competitive factors in the industries in which the Company operates, prevailing economic conditions, and other factors, many of which are beyond the control of the Company. In this news release, the Company is making forward-looking statements with respect to the Offerings. The Company believes that the expectations reflected in the forward-looking information are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking information should not be unduly relied upon. Any forward-looking information contained in this news release represents the Company's expectations as of the date hereof, and is subject to change after such date. The Company disclaims any intention or obligation 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 legislation.