



## **MOLECULE ENGAGES ONLINE MARKETING SERVICE, ANNOUNCES PROPOSED DEBT SETTLEMENT AND APPROVES RSU PLAN AND GRANTS**

**January 15, 2021, (Ottawa, Ontario)** – Molecule Holdings Inc. (CSE: MLCL) (“**Molecule**” or the “**Company**”), a Canadian craft-focused cannabis beverage production company, announces that it has entered into an online marketing agreement with AGORA Internet Relations Corp. (“**AGORA**”); proposes to settle indebtedness of the Company by way of issuance of common shares; and has implemented a restricted share unit plan (the “**RSU Plan**”) in addition to its stock option plan and intends to grant restricted share units (“**RSUs**”) to certain directors, employees and consultants.

### **ONLINE MARKETING PROGRAM**

AGORA will provide online marketing, advertising and branding services to the Company by launching a digital platform for the Company. Pursuant to the terms of the Agreement and subject to the policies of the Canadian Securities Exchange (“**CSE**”), the Company will pay for the services by way of share issuances. The fees for a 12 month period will be \$75,000 plus HST, payable in installments of \$15,000 plus HST upon commencement and on each of April 11, 2021, July 11, 2021, October 11, 2021 and January 31, 2022. Shares will be issued at the closing price on each of the foregoing dates. All shares will be subject to a 4 month hold from the date of issuance.

### **DEBT SETTLEMENT**

The Company proposes to settle up to \$375,000 of debt at a price per share equal to \$0.15, for the issuance of up to 2,500,000 common shares (the “**Debt Settlement**”). All securities issued will be subject to a statutory hold period which will expire on the date that is four months and one day from the date of issuance.

It is anticipated that certain insiders may participate in the Debt Settlement and, as such, the Debt Settlement would be considered to be a "related party transaction" under Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Company intends to rely on the exemption from the requirement for valuation under MI 61-101 on the basis



of the exemption contained in section 5.5(a) and (b) of MI 61-101, and on the exemption from the requirement for minority shareholder approval under MI 61-101 on the basis of the exemption contained in section 5.7(a) of MI 61-101 as the fair market value of the consideration of the shares to be issued to the insiders in connection with the Debt Settlement will not exceed 25% of the Company's market capitalization.

## **RSU PLAN AND GRANTS**

In order to further align the interests of the Company's senior executives, key employees, consultants and directors with those of the shareholders of the Company, the Board of Directors (the "Board") has approved the implementation of the RSU Plan.

Under the "rolling" 10% RSU Plan, the Board may grant up to 10% of the issued and outstanding shares of the Company as at the date of grant to eligible person, such RSUs to vest as determined by the Board and within three (3) years from the end of the calendar year in which RSUs were granted. Upon vesting, eligible participants shall be entitled to an equal number of common shares of the Company, a cash payment equal to the number of RSUs granted multiplied by the fair market value of the Company's common shares on the redemption date, or a combination, at the discretion of the Board.

The Company intends to grant an aggregate 4,536,850 RSUs to certain of the Company's directors, officers, employees and consultants, with vesting occurring at different times between the grant date and June 30, 2021. All RSUs to be granted will be subject to a 4 month hold period from the date of grant in accordance with CSE Policy 6.

The Company also amended its Stock Option Plan to reflect the transition of the Company's listing from the TSX Venture Exchange to the CSE at the time of its reverse takeover in September 2020.

**ON BEHALF OF THE BOARD**

**MOLECULE HOLDINGS INC.**

Per: "*Philip Waddington*"

President, CEO and Director



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## **About AGORACOM**

AGORACOM is the Web 2.0 online marketplace and forum for citizens of the small-cap investment community.

## **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 licensing 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 Debt Settlement, including the final aggregate amount of debt to be settled and the number of shares to be issued, the engagement and compensation of AGORA, and the grant of RSUs pursuant to the RSU Plan. 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.*