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Irwin Naturals Closes Acquisition of Leading Kentucky Clinic adding \$3 Million in Projected EBITDA, Company delivering on ambitious strategy to build largest global network of mental health clinics

LOS ANGELES, Feb. 17, 2023 (GLOBE NEWSWIRE) -- **Irwin Naturals Inc. (CSE: IWIN) (OTC: IWINF) (FRA: 97X) ("Irwin" or the "Company")** is pleased to announce the Company has successfully completed the acquisition of Serenity Health, LLC, ("Serenity") one of the leading ketamine clinics in Louisville, KY. The agreement with Serenity was [initially announced](#) November, 30, 2022. The acquisition, completed on February 16, 2023, marks two key milestones in Irwin's Emergence clinics growth strategy in the mental health industry. First, the acquisition is expected to be immediately accretive increasing the company's annualized EBITDA by double digits and second, the addition of this clinic further demonstrates Irwin's ability to attract profitable clinics as part of its goal to establishing the world's largest network of psychedelic mental health clinics.

Klee Irwin, the CEO of Irwin Naturals, "With each clinic we bring under the Irwin Naturals Emergence umbrella, we establish our leadership in this innovative approach to mental healthcare. As the first household name to enter this space, we are advancing rapidly towards our goal of becoming the market's first mover."

The acquisition of Serenity Health by Irwin Naturals Emergence is a strategic move aimed at providing accessible and affordable mental healthcare to patients. This acquisition brings the total number of clinics under the Irwin Naturals Emergence umbrella which are either under a definitive agreement, the Braxia LOI or acquired to 22, including existing clinics in Florida, Vermont, New Hampshire, Iowa, and Georgia.

Irwin Naturals Emergence also recently declared their intent [to acquire Braxia Scientific Corp.](#) Braxia ("Braxia Scientific"), (CSE: BRAX) (OTC: BRAXF) (FWB: 4960), a medical research company providing psychiatric, innovative ketamine and psilocybin treatments for mental health disorders ("Braxia LOI"). The two entities coming together will create a new market leader in multiple markets across the United States and Canada.

Transaction Terms

The total consideration will be paid in upfront and deferred consideration. Also included are

contingent payments based on milestones related to expansion and profitability goals.

About Irwin Naturals

Irwin Naturals has been a household name and best-in-class nutraceutical formulator since 1994. It is now leveraging its household name to enter into the cannabis and psychedelic sectors. Irwin has operated profitably for over 28 years¹. The Company's growing portfolio of products is available in more than 100,000 retail doors across North America, where over 100 million people know the Irwin Naturals brand.² In 2018, the Company first leveraged its brand to expand into the cannabis industry by launching hemp-based CBD products into the mass market. The Company is now leveraging its brand trust with an objective to become one of the first household names in THC-based products and the world's largest chain of psychedelic mental health clinics. Irwin Naturals became a publicly traded company on the Canadian Securities Exchange (CSE) in August 2021. The Company's shares began to be traded on the OTCQB Venture Market in November 2021. More information on the Company's stock can be found [via Bloomberg](#) as well as the [Wall Street Journal](#).

For investor-related information about the Company, please visit ir.irwinnaturals.com/

To contact the Company's Investor Relations department, please call toll-free at (800) 883-4851 or send an email to investors@irwinnaturals.com.

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Regulatory Overview

The following is a brief summary of regulatory matters concerning ketamine in the United States ("US"). Under the Controlled Substances Act (21 U.S.C. § 811) (the "CSA"), ketamine is currently a Schedule III drug as well as being listed under the associated Narcotic Control Regulations and psilocybin is currently a Schedule I drug.

Most US States have enacted Controlled Substances Acts ("State CSAs") which regulate the possession, use, sale, distribution, and manufacture of specified drugs or categories of drugs and establish penalties for State CSA violations and form the basis for many state and local drug laws enforcement activity. State CSAs have either adopted drug schedules identical or similar to the federal CSA schedules or, in some instances, have incorporated the federal

scheduling mechanism. Among other requirements, some US States have established a prescription drug monitoring or review programs collect information about prescription and dispensing of controlled substances for the purposes of monitoring, analysis and education.

In the United States, facilities holding or administering controlled substances must be registered with the US Drug Enforcement Agency ("DEA") to perform this activity. As such, medical professionals and/or the clinics in which they operate, as applicable, are also required to have a DEA license to obtain and administer ketamine (a "DEA License"). While ketamine is a controlled substance in the United States, it is approved for general anesthetic induction under the US Food, Drug, and Cosmetic Act. Once a drug is approved for use, physicians may prescribe that drug for uses that are not described in the product's labeling or that differ from those tested by the manufacturer and approved by the Food and Drug Administration (the "FDA"). Licensed medical practitioners may prescribe ketamine legally in Canada or the United States where they believe it will be an effective treatment in their professional judgment.

Please see Irwin's filing statement on its SEDAR profile for more information on the regulatory environment and regulations surrounding the US ketamine industry.

Forward-Looking Information

This news release contains certain forward-looking statements that reflect the current views and/or expectations of management of the Company with respect to performance, business and future events. Forward-looking statements can often be identified by words such as "may", "will", "would", "could", "should", "believes", "estimates", "projects", "potential", "expects", "plans", "intends", "anticipates", "targeted", "continues", "forecasts", "designed", "goal", "objective," or the negative of those words or other similar or comparable words. Forward-looking statements are based on the then-current expectations, beliefs, assumptions, estimates and forecasts about the business and the industry and markets in which the Company operates. Forward-looking statements in this news release include statements related to information concerning the ability of the Company to perform the terms of the transaction referenced herein; the receipt of all necessary approvals, including regulatory approvals; expectations for other economic, market, business and competitive factors; and the Company actually entering into and doing business, and continuing to do such business in the U.S. cannabis and psychedelics markets. The potential entrance by the Company into these new business segments are in their preliminary stages and may be subject to approval from the board of directors of the Company as well as any regulatory approval, including that of the Canadian Securities Exchange. These statements are based on numerous assumptions that are believed by management to be reasonable in the circumstances, and are subject to a number of risks and uncertainties, including without limitation: board and regulatory approval, including the approval of the Canadian Securities Exchange; Irwin being able to acquire and/or enter into business relationships to enter into these new markets; the Company obtaining the required licenses; and changes to regulations and laws regarding cannabis or psychedelics; binding agreements that formalize the terms of the non-binding letter of intent described in the Braxia press release.. Further information on the regulatory environment and risks will be contained in future disclosures. Forward-looking statements are subject to a number of known and unknown risks, uncertainties, and other factors that may cause actual results, performance, or achievements to be materially different from that which are expressed or implied by such forward-looking

statements. Forward-looking statements are not guarantees of future performance and involve risks, uncertainties, and assumptions which are difficult to predict. Accordingly, readers should not place undue reliance on forward-looking statements and information, which are qualified in their entirety by this cautionary statement. The Company does not undertake any obligation to release publicly any revisions for updating any voluntary forward-looking statements, except as required by applicable securities law.

Neither the CSE nor its Market Regulator (as that term is defined in policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.

SOURCE: Irwin Naturals Inc.

¹ Under several corporate structures, Klee Irwin has operated the Irwin brand profitably since 1994, as measured by EBITDA adjusted for extraordinary costs.

² Consumer brand recognition information is based on a Company survey with a sample size of 500 randomly selected adults.



Source: Irwin Naturals