



XTCY Announces LOI with AVM Biotechnology

Vancouver, February 7th 2024 – XTACY THERAPEUTICS CORP. (CSE: XTCY) (Frankfurt: O3X4) (OTCQB: XTCYF) (“Xtacy” or the “Company”) is pleased to announce an LOI with AVM Biotechnology Inc. (“AVM”) based in Seattle, Washington, a clinical stage company developing therapeutics for cancer and autoimmune diseases.

AVM Biotechnology Inc. was introduced to Xtacy through one of our medical advisors in 2022. The transaction contemplates a 100% acquisition of the shares of AVM into Xtacy’s pharma subsidiary noted in a release of November 2022. The proposed terms will consist of a convertible loan of not less than an aggregate of CAD\$1,500,000 arranged by Xtacy with a third party lender, and a follow-on equity private placement arranged by the Company of CAD\$5,600,000 to AVM for their next phase of clinical trials and general working capital. The Company and AVM will complete all of their due diligence prior to execution of a definitive agreement. It is the intention of AVM and Xtacy to enter into a comprehensive definitive agreement as soon as possible.

About AVM Biotechnology Inc.: AVM is a clinical stage company headquartered in Seattle, WA developing immunomodulatory therapies for hematological cancer, infectious and autoimmune diseases. AVM’s lead drug, immunomodulatory AVM0703, has demonstrated relatively broad anti-cancer activity against a variety of solid tumors and blood cancers. Over 57 patients have been treated to date. AVM0703’s relatively broad anti-cancer activity is hypothesized to be due to mobilization of a highly active gamma/delta T-cell receptor expressing immune cell, which is programmed to recognize special stress signals produced by most cancer cells but not normal cells. (<https://avmbiotech.com/>)

Corporate update: The Company announced a Management Cease Trade Order (‘MCTO’) that it had missed its filing deadline on January 30, 2024, to file its audited annual financial statements and accompanying management’s discussion and analysis and related CEO and CFO certificates for the year ended September 30, 2023 (collectively, the “Annual Filings”), as required under applicable Canadian securities laws. The MCTO has been approved by the BCSC. The Company is working steadfastly to release audited annual financial statements shortly.

About Xtacy Therapeutics:

Xtacy Therapeutics Corp. is a prospect generator that provides high growth companies with financial, operational, and management assistance in the fast growing market for wellness consumer products. The focus of the Company is on global wellness, psychedelics, mycology, hemp and CBD, healthcare-related target companies.

For further information visit websites:

www.xtacytherapeutics.com

Or Contact Meris Kott CEO 604.484.0355 email to info@xtacytherapeutics.com

Further information about the Company is available on <https://www.sedarplus.ca> under the Company's profile.

Neither the Canadian Securities Exchange nor its Regulation Services Provider (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release. Certain statements contained in this release may constitute "forward-looking statements" or "forward-looking information" (collectively "forward-looking information") as those terms are used in the Private Securities Litigation Reform Act of 1995 and similar Canadian laws. These statements relate to future events or future performance. The use of any of the words "could", "intend", "expect", "believe", "will", "projected", "estimated", "anticipates" and similar expressions and statements relating to matters that are not historical facts are intended to identify forward-looking information and are based on the Company's current belief or assumptions as to the outcome and timing of such future events. Actual future results may differ materially. In particular, this release contains forward-looking information relating to the business of the Company, its financing and certain corporate changes. The forward-looking information contained in this release is made as of the date hereof and the Company is not obligated 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 laws. Because of the risks, uncertainties and assumptions contained herein, investors should not place undue reliance on forward-looking information. The foregoing statements expressly qualify any forward-looking information contained herein.