

# NEWS RELEASE

FOR IMMEDIATE RELEASE

Thursday, September 9, 2021



## MOUNTAIN VALLEY MD HOLDINGS ANNOUNCES ANNUAL SHAREHOLDER MEETING

Toronto, Ontario – September 9, 2021 - Mountain Valley MD Holdings Inc. (the “Company” or “MVMD”) (CSE: MVMD) (FRA: 20MP) announces that the annual general and special meeting (the “Meeting”) of holders (the “Shareholders”) of common shares (“Common Shares”) of MVMD is scheduled to be held virtually on September 29, 2021 at 11:30 a.m. Eastern Time. Participant registration for the Meeting can be completed at [www.mountainvalleymd.com/agm](http://www.mountainvalleymd.com/agm).

In addition to customary business matters to be considered at the Meeting, Shareholders will be asked to consider the following items:

### Continuance into Ontario

The Company is currently a BC company. As the Company’s operations are headquartered in Ontario, and most of the directors and management are located in Ontario, management believes that it will be more efficient and cost effective for the Company to be governed by the laws of Ontario.

At the Meeting, Shareholders will be asked to pass a resolution authorizing the Company to continue out of British Columbia and into Ontario (the “Continuance”). To be effective, the resolution authorizing the Continuance must be passed by the affirmative vote of 66 2/3% of the votes cast by Shareholders.

**The Continuance will not result in any change in business of the Company or its assets, liabilities or net worth. The Continuance is not a reorganization, an amalgamation or a merger.**

If approved and the Company is continued into Ontario, the current Articles (charter document) of the Company will need to be replaced by a new By-Law, which must also be approved by Shareholder, and which is included in full in the notice and management information circular (the “Notice and Circular”). The By-Law reflects those corporate laws that will be applicable to the Company following the Continuance, as an Ontario corporation.

### Share Consolidation

As a BC company currently, the board of directors of the Company (the “Board”) may resolve to effect a share consolidation without the approval of its shareholders. However,

if the Company completes the Continuance and becomes an Ontario corporation, shareholder approval would be required for a consolidation of the Common Shares. At the Meeting, Shareholders will be asked to pass a resolution authorizing the Company to consolidate the issued and outstanding Common Shares on the basis of one (1) new Common Share for **up to** ten (10) existing Common Shares (the “**Consolidation**”) at a future point in time. To be effective, the resolution authorizing the Continuance must be passed by the affirmative vote of 66 2/3% of the votes cast by Shareholders.

**There is no current intention to complete the Consolidation and it may not be completed at all.** However, the Company is seeking approval, subject to the completion of the Continuance, in order to provide flexibility to the Company and the Board in the event that the Board determines it is in the best interests of the Company to complete the Consolidation at an opportune time. This includes the flexibility to pursue the minimum share price requirement, consistent with its broader up-listing strategy that was communicated by the Company in its press release dated August 26, 2021. Without approval, the Company would likely be required to wait until the next shareholder meeting or call a special meeting of the Shareholders, which would result in additional costs and timing complexity.

Obtaining approval at this Meeting would allow the Board, acting in the best interests of the Company, to determine if and when the Consolidation would be completed as long as the Consolidation remains in the range of **no more than 10** for 1.

### **Stock Option Plan**

The current stock option plan of the Company (the “**2020 Plan**”) reflects the policies of the Canadian Securities Exchange (the “**CSE**”). Although the policies of the CSE do not require that any incentive plan of the Company be approved, as the Board is currently evaluating the listing of its Common Shares on another stock exchange in Canada, such as the NEO Exchange, and as each other stock exchange in Canada requires or is likely to require that shareholder approval be obtained for incentive plans, the Board is of the opinion that it’s in the best interests of the Company to amend the 2020 Plan (the new plan being the “**2021 Plan**”) at this time to the extent required to comply with the policies of other stock exchanges in Canada, acting pre-emptively.

**There are no material changes as between the 2021 Plan compared to the 2020 Plan nor to the nature of the stock option plan as a “rolling” 10% plan other than to comply with policies of other stock exchanges in Canada.**

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Further information on the foregoing as well as details regarding how Shareholders can attend the Meeting virtually are contained in the Notice and Circular and related proxy materials, which are being delivered in accordance with applicable laws and which are also available on the Company’s profile on [www.SEDAR.com](http://www.SEDAR.com).

## **ABOUT MOUNTAIN VALLEY MD HOLDINGS INC.**

Mountain Valley MD is building a world-class organization centered around the implementation and licensing of its key technologies to global pharmaceutical, vaccine and nutraceutical third parties:

- patented Quicksome™ oral drug formulation and delivery technologies,
- patented Quicksol™ solubility formulation technology, and

Consistent with its vision towards “Helping People Live Their Best Life”, MVMD applies its Quicksome™ and Quicksol™ technologies to its work for advanced delivery of vaccines and pharmaceutical drugs as well as the development of products for pain management, weight loss, energy, focus, sleep, anxiety, and more.

MVMD’s patented Quicksome™ desiccation technology utilizes advanced liposomes and other stabilizing molecules to encapsulate and formulate active ingredients into highly efficient product formats that are consumed orally. The result is a new generation of product formulations that could be capable of delivering vaccines, drugs and nutraceuticals into the body faster, with greater impact, efficiency and accuracy.

MVMD’s patented Quicksol™ technology covers all highly solubilized macrocyclic lactones that could be effectively applied in multiple viral applications that could positively impact human and animal health globally. When Quicksol™ technology is applied to the ivermectin drug in its Ivectosol™ format, it is the only form in the world that only uses excipients that are currently approved by the US Food and Drug Administration (FDA), making it a leading candidate for human injection and sublingual applications as well as significantly broader husbandry and companion animal treatments based on its low viscosity.

For more Company information and contact details, visit [www.mountainvalleymd.com](http://www.mountainvalleymd.com).

SOURCE: Mountain Valley MD Holdings Inc.

## **CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION**

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.

The Company is making forward-looking statements, including but not limited to with respect to Meeting, including the items for which approval will be sought at the Meeting, and the outcome with respect to each such item, whether or not approved.

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.

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