

NEWS RELEASE

FOR IMMEDIATE RELEASE

Wednesday, December 7, 2022



MOUNTAIN VALLEY MD PROVIDES NOTICE OF REDEMPTION FOR CLASS “B” NON-VOTING SHARES. COMMON SHARES TRADING ON CSE UNAFFECTED.

Toronto, Ontario – December 7, 2022 - Mountain Valley MD Holdings Inc. (the “Company” or “MVMD”) (CSE: MVMD) (OTCQB: MV MDF) (FRA: 20MP) announces that it will redeem all issued and outstanding Class “B” Non-Voting Shares (the “Class B Shares”) of Mountain Valley MD Holdings Inc. (formerly Meadow Bay Gold Corp.). The Class B Shares are not listed for trading and are unrelated to the Company’s common shares, which trade on the Canadian Securities Exchange under the symbol “MVMD”.

Background:

On November 18, 2019, as announced at such time, and prior to the Company’s reverse takeover transaction in February 2020 (the “RTO”), the Company disposed of its shares of its subsidiary, Desert Hawk Resources Inc., to Casino Gold Corp (“Casino”). Casino issued 10,000,000 shares to the Company as payment. Thereafter, as a result of various business combinations and/or corporate actions completed by Casino or its affiliates, spin-offs or acquisitions, the Company received shares of 5 different public and private companies over time (the “Class B Investments”).

Prior to the completion of the RTO, the Company authorized the Class B Shares and issued one Class B Share for each common share held by shareholders of the Company prior to the RTO. The Articles of the Company setting out the special rights and restrictions attached to the Class B Shares provide that if the following occurs, the Company will redeem all of the outstanding Class B shares for an amount equal to the redemption price (the proceeds of sale less third-party expenses, and less applicable withholding taxes):

- the Company decides, by way of a director’s resolution to distribute the Class B Investments; or
- the Company completes the sale of all or any portion of the Class B Investments.

The Company has recently disposed of the Class B Investments by way of private agreement as well as in the public market, receiving proceeds of approximately \$1,798,000 (the “Proceeds of Sale”). The Company has initiated the process of distributing the proceeds to the holders of Class B Shares (which are limited to those shareholders of the Company [when it was Meadow Bay Gold Corp.] prior to the RTO).

Procedure:

Common shareholders of the Company are not affected by this transaction. In accordance with its Articles, the Company will redeem all Class B Shares on December 20, 2022 (the “Redemption Date”). The redemption price for the Class B Shares was calculated by dividing the Proceeds of Sale by the number of issued and outstanding Class B Shares, subject to taxes and adjustments for third party costs of the sale of the Class B Investments.

Registered Holders:

A notice of redemption has been sent to all registered Class B shareholders. In addition, a Letter of Transmittal has been sent to those registered Class B shareholders who hold physical certificates (versus DRS). Registered Class B shareholders who hold physical certificates will have to return a completed the signed Letter of Transmittal to Odyssey Trust Company (“Odyssey”), the Company’s transfer agent. Upon the return of the Letter of Transmittal if applicable, payment of the redemption amount will be sent by cheque to registered Class B shareholders. If such Class B holders have questions, these can be directed to Odyssey.

Beneficial Holders:

For those holders who hold the Class B Shares in "book-entry only" form and with CDS Clearing and Depository Services Inc. ("CDS"), beneficial holders of Class B Shares will receive payment electronically via CDS. If such Class B holders have questions, these can be directed to their broker, dealer, bank, trust company or other nominee.

ABOUT MOUNTAIN VALLEY MD HOLDINGS INC.

Mountain Valley MD is building a world-class organization centered around the implementation, licensing and reselling of key technologies and formulations:

- patented Quicksome™ oral formulation and delivery technologies,
- patented Quicksol™ solubility formulation technology
- licensed product reseller of Agrarius™, a novel agricultural plant signalling technology

Consistent with its vision towards "More Life", MVMD applies its owned and licensed technologies to its work for advanced delivery of molecules for human and husbandry animal applications, including the development of products for pain management, weight loss, energy, focus, sleep, anxiety, and more. Additionally, MVMD's work with Agrarius is focused on generating a positive impact on crop yields and reducing fertilizer usage.

MVMD's patented Quicksome™ technology utilizes proprietary formulations and stabilizing molecules to encapsulate and formulate active ingredients into highly efficient product formats. The result is a new generation of product formulations that could be capable of delivering nutraceutical and drug molecules 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.

MVMD's licensed Agrarius™ agricultural plant signalling technology that could be capable of application to agricultural crops to naturally increase yields, reduce fertilizer usage, and increase general resilience to pests and climate change.

For more Company information and contact details, visit www.MVMD.com.
SOURCE: Mountain Valley MD Holdings Inc.

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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 with respect to, including but not limited to, the redemption of the Class B shares, including regarding procedure, timing, and redemption amount.

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.

Neither the CSE nor OTC has reviewed or approved the contents of this press release.