

MOJAVE BRANDS INC.

For Immediate Release

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MOJAVE BRANDS INC. ANNOUNCES BINDING LETTER OF INTENT FOR BUSINESS COMBINATION TRANSACTION WITH PROMINENT HEALTHCARE AI COMPANY

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Vancouver, B.C. – February 5, 2024 – Mojave Brands Inc. (CSE: MOJO) (OTCQB: HHPHF) (FSE: OHCN) (“**Mojave**” or the “**Company**”) is pleased to announce that on January 31, 2024, it has entered into a binding letter of intent (“**LOI**”) with LAI SPV Corp. (“**LAI SPV**”) and Light AI Inc. (“**LAI**”) under which the Company, LAI SPV and LAI will combine their respective businesses by way of a share exchange, merger, amalgamation, plan of arrangement or such other similar form of transaction (the “**Transaction**”). The parties intend to negotiate and execute a definitive agreement (the “**Definitive Agreement**”) respecting the Transaction within 45 days of the execution of the LOI. The Transaction shall result in a reverse takeover (“**RTO**”) of the Company by LAI and shall constitute a fundamental change, as defined by the policies of the Canadian Securities Exchange (“**CSE**”). Upon completion of the Transaction, the resulting entity (the “**Resulting Issuer**”) will continue to carry on the business of LAI.

Summary of the Transaction

The purpose of the LOI is to reflect the desire of each party to effect an RTO pursuant to which the Company plans to issue 3.89 common shares in the capital of the Company (each a “**Mojave Share**”) for each of the 8,514,957 issued and outstanding common shares in the capital of LAI (each an “**LAI Share**”) and to issue 1 Mojave shares for each LAI SPV shares outstanding by way of a share exchange, merger, amalgamation, plan of arrangement or such other comparable form as determined by the parties following a review of all relevant tax, corporate and securities law considerations and a due diligence review. It is anticipated that upon closing of the Transaction (“**Closing**”), the former shareholders of LAI will beneficially own, or exercise control or direction over, 33,161,113 common shares of the Resulting Issuer (“**Resulting Issuer Shares**”) or approximately 59% of the outstanding Resulting Issuer Shares on a non-diluted basis prior to giving effect to the concurrent financings described below. On Closing, all convertible securities of LAI will be exchanged for convertible securities of the Resulting Issuer and the exercise prices or conversion prices will be adjusted accordingly in accordance with their terms. The Transaction constitutes an arms’ length transaction.

The Transaction is subject to a number of conditions including, but not limited to:

- a) the execution of the Definitive Agreement effecting the Transaction;
- b) review and approval of the Transaction by the Boards of Directors of the Company, LAI and LAI SPV and any requisite shareholder approval;
- c) review and approval of the CSE and all other regulatory bodies having jurisdiction in connection with the subject Transaction;
- d) the LAI SPV Concurrent Financing (as defined herein) and the Mojave Concurrent Financing (as defined herein) shall have closed, or shall close concurrently with Closing;
- e) completion of mutually satisfactory due diligence investigations of the parties;
- f) compliance with all applicable regulatory requirements and conditions in connection with the Transaction; and
- g) other condition precedents customary for a transaction such as the Transaction.

Concurrent Financing

In connection with the Transaction, the Company will complete a non-brokered private placement for gross proceeds of at least \$7,500,000 (the “**Mojave Concurrent Financing**”), Finder’s fees may be paid in connection with the Mojave Concurrent Financing within the maximum amounts permitted by the policies of the CSE.

In addition, LAI SPV will complete a non-brokered private placement of convertible debentures for gross proceeds of at least \$2,500,000 and a maximum of \$5,000,000 (the “**LAI SPV Concurrent Financing**”). The LAI SPV convertible debentures will convert automatically into common shares of LAI SPV upon completion of the Transaction.

Loan

Upon execution the LOI and in connection with the Transaction, Mojave advanced a loan of \$250,000 to LAI (the “**Loan**”), which is evidenced by a promissory note. The Loan is non-interest bearing (except as described below) and is payable upon demand. In the event the LOI is terminated, the Loan will become due and payable, and LAI will issue Mojave 277,778 common share purchase warrants of LAI (the “**LAI Warrants**”). The LAI Warrants will be exercisable for LAI Shares at \$0.90 per LAI Share for a period of 48 months from the date of issuance. In addition, Mojave has the right to convert the Loan into LAI Shares at \$0.90 per LAI Share.

Name Change

Upon completion of the Transaction, subject to shareholder approval, the Resulting Issuer will change its name to “Light AI Inc.”, or such other similar name as may be accepted by the relevant regulatory authorities and approved by the board of directors of the Resulting Issuer.

Escrow Conditions

Subject to requirements of the CSE and applicable securities laws, upon Closing, the following Mojave Shares issued to former LAI shareholders shall be subject to the following voluntary escrow conditions:

- a) Approximately 11.9 million Mojave shares shall be subject to a three (3) year escrow whereby 10% of the Mojave Shares will be released on the date the Company’s shares resume trading on the CSE upon completion of the Transaction (the “**Listing Date**”) and 15% of the Mojave Shares will be released every six (6) months thereafter;
- b) Approximately 5.4 million Mojave Shares shall be subject to a one (1) year escrow whereby 25% of the Mojave Shares will be released from voluntary restrictions on the date that is four (4) months following the Listing Date, 25% of the Mojave Shares will be released six (6) months following the Listing Date, 25% of the Mojave Shares will be released nine (9) months following the Listing Date and the remaining Mojave Shares will be released one (1) year following the Listing Date;
- c) Approximately 2.7 million Mojave shares shall be subject to a six (6) month escrow whereby 50% of the Mojave Shares will be released from voluntary restrictions on the date that is four (4) months following the Listing Date and the remaining Mojave Shares shall be released six (6) months following the Listing Date;
- d) Approximately 1.6 million Mojave Shares shall be subject to an escrow period for four (4) months from the Listing Date; and
- e) Approximately 9.4 million Mojave Shares shall be subject to a 13 month escrow whereby 10% of the Mojave Shares will be released from voluntary restrictions four (4) months following the listing date and 10% of the Mojave Shares will be released from voluntary restrictions every month thereafter.

Resulting Issuer Directors and Officers

On Closing, the current directors and officers of the Company will resign their respective positions. Mojave will appoint one nominee as a director of the Resulting Issuer, and four nominees of LAI will be appointed to the Resulting Issuer's board. All officer positions will be nominees of LAI and will be determined prior to closing.

About LAI

Light AI Inc. is a private British Columbia healthcare company focussed on developing artificial intelligence health diagnostic applications. LAI is developing a technology platform which represents the Holy Grail of next generation diagnostics: it applies AI algorithms to smartphone images--starting with images of StrepA—to identify disease in seconds. Its patented, app-based solution requires no swabs, lab tests or proprietary hardware of any kind—its hardware platform is the 4.5B smartphones that exist in the world today.

In pre FDA studies, LAI's algorithm has attained accuracy of almost 97% in identifying StrepA, a disease which infects over 600M per year globally, and kills as many children per year as malaria. Notably, 97% Accuracy is on par with the "Gold Standard" swab culture that is currently used for the diagnosis of StrepA, and the company's AI has also achieved a Negative Predictive Value (NPV) of 100%, meaning it can specify with 100% certainty that someone does NOT have StrepA.

LAI's approach to applying AI to smartphone images can be expanded to other throat conditions, as well as other areas of analysis, such as the human eye and skin. The company's vision is to combine the smartphone with AI-in-the-Cloud to create a Digital Clinical Lab that provides quick and accessible diagnosis for countless conditions that today require expensive and time-consuming imaging or lab processes.

LAI's Founding CEO, Peter Whitehead, is a data scientist/entrepreneur who has founded, built and sold a medical imaging company. He has been developing AI algorithms for processing medical images since the 1990s, and has been awarded image analytics patents over a career spanning 3 decades. In LAI, he has surrounded himself with globally recognized leaders, including: 1) the former CIO of Johnson & Johnson R&D as LAI's COO; 2) an "FDA Lead" who spent 16 years in regulatory affairs at Medtronic, including as Director, Regulatory Affairs; 3) a former senior advisor to the Gates Foundation and coordinator of malaria diagnostics at the WHO; 4) the CDC's Principal Investigator for the CDC's National Sentinel Network, which is a network of Emergency Departments coordinating disease surveillance to identify emerging pathogens and pandemics.

LAI's interactive process of AI algorithm development began in 2016. LAI has built a library of ~280,000 images of the back of the throat—what may be the largest database of pharyngitis images in the world today—in order to achieve its NPV of 100% and Accuracy of almost 97%. Building this library and the accompanying AI algorithms took 7 years, the collaboration of more than 14 partners (including the American Heart Association, UCLA Health Network, LabCorp and Cincinnati Children's Hospital), US\$9.3M in dilutive capital, and approximately US\$10M in non-dilutive capital.

About Mojave

Mojave is a reporting issuer in the Provinces of British Columbia, Alberta and Ontario with its common shares listed on the CSE. It has ceased to carry on an active business and is presently engaged in identifying and evaluating potential business opportunities.

ON BEHALF OF THE BOARD OF DIRECTORS

"Robert Dubeau"

Robert Dubeau
Director

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CAUTION REGARDING FORWARD-LOOKING INFORMATION This news release includes certain statements that may be deemed “forward-looking statements”. All statements in this new release, other than statements of historical facts, that address events or developments that the Company expects to occur, are forward-looking statements. Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by the words “expects”, “plans”, “anticipates”, “believes”, “intends”, “estimates”, “projects”, “potential” and similar expressions, or that events or conditions “will”, “would”, “may”, “could” or “should” occur. Forward-looking information in this press release may include, without limitation, statements relating to: the completion of the Transaction, the timing thereof, and on the terms described herein, the execution of the Definitive Agreement, the completion of the proposed Concurrent Financings, the proposed directors and officers of the Resulting Issuer, obtaining the appropriate approvals required with respect to the Transaction, the timing of repayment of the Loan, the completion of the name change, completion of satisfactory due diligence, shareholder and regulatory approvals, and future press releases and disclosure. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results may differ materially from those in the forward-looking statements. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. Forward-looking statements are based on the beliefs, estimates and opinions of the Company’s management on the date the statements are made. Except as required by applicable securities laws, the Company undertakes no obligation to update these forward-looking statements in the event that management’s beliefs, estimates or opinions, or other factors, should change.