

GreenStar Biosciences Signs Definitive Agreement to Acquire 100% of Eleusian Biosciences Corp.

Strategic acquisition by GreenStar to add innovative company focused on the development of effective therapeutics using psychedelic medicine

Vancouver, British Columbia--(Newsfile Corp. - July 21, 2020) - GreenStar Biosciences Corp. (CSE: GSTR) (OTC Pink: GTSIF) ("**GreenStar**" or the "**Company**") is pleased to announce, further to its press release dated June 16, 2020, that it has signed a definitive binding share exchange agreement dated July 20, 2020 (the "**Agreement**") to acquire 100% of Toronto, Ontario-based Eleusian Biosciences Corp. ("**Eleusian**") (the "**Transaction**") through the issuance of common shares of GreenStar. This Agreement supersedes the previously announced non-binding letter agreement.

Transaction Highlights:

- Brings seasoned pharmaceutical leader and executive to GreenStar: Maghsoud Dariani, Eleusian's Chief Science Officer to join GreenStar's executive team as Chief Science Officer
- Eleusian expands GreenStar's portfolio of brands in the life sciences space, capitalizing on the emerging psychedelic medicine sector
- Provides development opportunities with brain health and mental wellness - pre-clinical studies to lead to IND submission
- Expands intellectual property portfolio with Eleusian's provisional patent applications filed in the United States

Eleusian is a private company focused on the development of medical devices and therapeutics for specific diseases. It is collaborating with a multidisciplinary team of scientists and physicians at the Miller School of Medicine at the University of Miami to develop effective therapeutics for the treatment of mild traumatic brain injury/concussion ("**mTBI**") with post-traumatic stress disorder ("**PTSD**") or PTSD alone, using psilocybin and N-Acetylcysteine ("**NAC**"). NAC has been shown to be safe and efficacious in a phase I human clinical study in treating military personnel who had suffered mTBI. The initial research focus is to demonstrate the efficacy of the combination of psilocybin and NAC in the treatment of mTBI with PTSD in established rodent models. The research team at the Miller School of Medicine has a license from the United States Drug Enforcement Administration to conduct research using Schedule I controlled substances, which includes psilocybin.

The Eleusian management team includes seasoned capital markets and life sciences executives. CEO and director, Jonathan Gilbert, had a successful prior exit in the psychedelic space and was the CEO of Scythian Biosciences, Inc., a publicly traded research and development company focusing on the prevention and treatment of concussions and traumatic brain injury using a proprietary cannabinoid combination. Mr. Gilbert is also experienced in strategic investments and partnerships related to the cultivation, distribution and retail sale of legal cannabis.

Maghsoud Dariani, Chief Science Officer, has years of expertise with life sciences companies. He is currently also President and CEO of Semorex Inc., a privately held company focused on the discovery and development of novel therapeutics for cancer. Prior to joining Semorex, Mr. Dariani was President of Focus Pharmaceuticals, Inc., where he managed the development and approval of drug products, achieving an FDA approval and bringing another to the clinical evaluation stage. He subsequently negotiated the successful sale of the company in February 2003. Prior to Focus, Mr. Dariani was Vice

President of the chiral pharmaceutical business unit at Celgene Corporation. During his twelve years at Celgene, Mr. Dariani was responsible for the successful development and FDA approval of the chirally pure versions of Ritalin, which are currently marketed by Novartis under the Focalin and Focalin XR trade names.

Terms of the Agreement

Pursuant to the Agreement, Eleusian shareholders will receive total consideration of \$3,010,028 through the issuance on a pro-rata basis of an aggregate of 60,200,056 common shares of GreenStar (each a "**GreenStar Share**") at a deemed issue price of \$0.05 per GreenStar Share, on the basis of approximately 3.126 GreenStar Shares for every one (1) Eleusian share. All GreenStar Shares to be issued will be subject to contractual restrictions on transfer, pursuant to which 25% of the GreenStar Shares issued will be transferable on the closing of the Transaction and further 25% will become transferable every three months thereafter (subject to compliance with all applicable securities laws). The Company will pay a finder's fee of 5%, to be settled by the issuance of 3,010,002 GreenStar Shares, to an arm's-length finder in connection with the closing of the Transaction. In addition to Mr. Dariani joining GreenStar as its Chief Science Officer, on closing, Eleusian will have the right to appoint one nominee to the GreenStar board of directors.

The Transaction is subject to standard closing conditions, including final due diligence by the parties and receipt of applicable corporate and regulatory approvals. There can be no assurances the Transaction will be completed as proposed or at all. The Company anticipates closing the Transaction prior to August 1, 2020.

"With its experienced team and collaboration partners, we believe Eleusian will prove to be a market leader developing unique and proprietary technologies, as already evidenced by its current IP portfolio and development work," said Thomas Baird, GreenStar CEO. "GreenStar and Eleusian have very complementary assets and skill sets, and we look forward to working together to accelerate growth. We aim to develop new treatments and make a difference for people suffering from PTSD and brain injuries."

The Transaction will be completed pursuant to exemptions from the prospectus and registration requirements under applicable securities laws. None of the GreenStar Shares issued to Eleusian shareholders in connection with the Transaction will be registered under the United States *Securities Act of 1933*, as amended, and none may be offered or sold in the United States absent registration or an applicable exemption from such registration requirements. This press release shall not constitute an offer to sell or the solicitation of an offer to buy any GreenStar Shares, nor shall there be any distribution of GreenStar Shares in any jurisdiction in which such offer, solicitation or sale would be unlawful.

About GreenStar

GreenStar is a growth-oriented technology and services company that provides real estate, financial, management, IP and branding support to businesses. The Company operates a growing portfolio of tenant partner companies focused on transformational medicine and applies refined strategies to help partner companies reach their full potential. Based in Vancouver, BC, GreenStar intends to facilitate growth through acquisitions and development of additional assets, products and technologies by leveraging its capital markets, branding and operational expertise.

About Eleusian

Eleusian Biosciences Corp., a Toronto based company, is focused on development of therapeutics for multiple pathological psychological diseases based on psilocybin plus N-Acetylcysteine (NAC) compounds. Eleusian is collaborating with a multidisciplinary team of scientists and physicians at the Miller School of Medicine at the University of Miami to develop effective therapeutics for the treatment of mTBI (mild traumatic brain injury/concussion) with PTSD or PTSD alone based on Psilocybin (the active ingredient of psychedelic mushrooms) and NAC. NAC has been shown to have efficacy in treating mTBI,

particularly in reducing neuronal losses and also reducing impaired cognitive and neurological symptoms after injury to head. For more information, visit the company's website at www.eleusian.bio.

For further information please contact:

GreenStar Biosciences Corp.

Thomas Baird, CEO

info@greenstarbiosciences.com

Tel: (604) 834-9499

THE CSE HAS NOT REVIEWED AND DOES NOT ACCEPT RESPONSIBILITY FOR THE ACCURACY OR ADEQUACY OF THIS RELEASE.

The information in this news release pertaining to Eleusian was provided by Eleusian. Although GreenStar does not have any knowledge that would indicate that such information is untrue or incomplete, neither GreenStar nor any of its directors or officers assumes any responsibility for the accuracy or completeness of such information.

Disclaimer for Forward Looking Statements

This news release contains forward-looking statements relating to the future operations of the Company and other statements that are not historical facts. Forward-looking statements are often identified by terms such as "will", "may", "should", "anticipate", "expects" and similar expressions. All statements other than statements of historical fact, included in this release, including statements regarding the future plans and objectives of the Company, the proposed acquisition of Eleusian, the Company's expansion initiatives and pursuit of M&A activity are forward looking statements that involve risks and uncertainties. There can be no assurance that such statements will prove to be accurate, and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from the Company's expectations are risks detailed from time to time in the filings made by the Company with securities regulations. Readers are cautioned that assumptions used in the preparation of the forward-looking statements may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted, as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of the Company, including changes to the regulatory environment; and that the current Board and management may not be able to attain the Company's corporate goals and objectives. As a result, the Company cannot guarantee that any forward-looking statement will materialize and the reader is cautioned not to place undue reliance on any forward-looking information. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement. The forward-looking statements contained in this news release are made only as of the date of this news release and the Company does not intend to update any of the included forward-looking statements except as expressly required by applicable Canadian securities laws.



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