

## DELOTA CORP. COMPLETES DEBT SETTLEMENTS

Vaughan, Ontario – February 5, 2024 – Delota Corp. (“**Delota**” or the “**Company**”) (CSE: LOTA) is pleased to announce that, further to its press release dated January 26, 2024, the Company has completed debt settlements in the amount of \$215,000.10 with certain creditors of the Company to preserve the Company’s cash for working capital through the issuance of 1,535,715 units of the Company (each, a “**Unit**”) at a price of \$0.14 per Unit (each a “**Debt Settlement**”).

Each Unit consisted of one common share in the capital of the Company (each, a “**Common Share**”) and one Common Share purchase warrant (each, a “**Warrant**”). Each Warrant entitles the holder thereof to acquire one additional Common Share (each, a “**Warrant Share**”) at a price of \$0.15 per Warrant Share for a period of 24 months from the date of issuance.

A portion of the debt settled included accrued wages to officers and directors of the Company, but none of the debt included payment for Investor Relations Activities (as such term is defined in the policies of the Canadian Securities Exchange (the “**CSE**”).

All securities issued in connection with the Debt Settlements are subject to a statutory hold period of four months and one day from the date of issuance.

### **Related Party Transaction**

A portion of the settled debt, in the amount of \$165,000.08, constituted a “related party transaction”, as such term is defined in Multilateral Instrument 61-101 – *Protection of Minority Shareholders in Special Transactions* (“**MI 61-101**”) due to the involvement of each of Cameron Wickham, Ankit Gosain, Daniel Pelchovitz, Marc Askenasi and Steven Glaser (together, the “**Insiders**”), each of whom is a director and/or officer of the Company, and would have required the Company to receive minority shareholder approval for, and obtain a formal valuation for the subject matter of, the transaction in accordance with MI 61-101, prior to the completion of each such transaction. However, in completing each respective Debt Settlement, the Company relied on exemptions from: (x) the formal valuation requirements of MI 61-101, on the basis that the Company is not listed on Specified Markets (as defined in MI 61-101), as determined in accordance with MI 61-101; and (y) the minority shareholder approval requirements of MI 61-101, on the basis that the fair market value of each Insider’s participation in their respective Debt Settlement did not exceed \$2,500,000, as determined in accordance with MI 61-101.

Further details will be included in a material change report to be filed by the Company. The Company did not file a material change report more than 21 days before the closing date of the Debt Settlements. In the Company’s view, the shorter period was necessary to permit the Company to close the Debt Settlements in a timeframe consistent with usual market practice for a transaction of this nature and was reasonable and necessary to improve the Company’s financial position in a timely manner in the circumstances. Further, the Insiders indicated a desire to complete the Debt Settlements on an expedited basis.

### **About Delota Corp.**

Delota Corp. is a nicotine vape enterprise that spearheads the smoke-free revolution in Canada, catering to adult consumers seeking alternative to traditional combustible tobacco. With a strong emphasis on delivering exceptional retail experiences and carefully curated product offerings, the Company is dedicated to redefining the way people transition away from smoking. The Company’s flagship brand, 180 Smoke Vape Store, stands as Ontario’s largest specialty omnichannel vape retailer, fueling innovation, growth, and leadership in the retail vape space.

For more information about Delota, please visit [www.delota.com](http://www.delota.com) and its profile page on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

*Neither the CSE nor its Regulation Services Provider have reviewed or accept responsibility for the adequacy or accuracy of this release.*

## Cautionary Note Regarding Forward-Looking Statements

*This press release may contain “forward-looking information” and “forward-looking statements within the meaning of applicable securities legislation. The use of any of the words “could”, “intend”, “expect”, “believe”, “will”, “projected”, “estimated” 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. The forward-looking statements herein include, but are not limited to, statements regarding: the Company filing a material change report with further details being provided therein. Readers are cautioned to not place undue reliance on forward-looking information. Actual results and developments may differ materially from those contemplated by these statements. Although the Company believes that the expectations reflected in these statements are reasonable, such statements are based on expectations, factors, and assumptions concerning future events which may prove to be inaccurate and are subject to numerous risks and uncertainties, certain of which are beyond the Company's control, as such factors may be further updated from time to time in our periodic filings, available at [www.sedarplus.ca](http://www.sedarplus.ca), which factors are incorporated herein by reference. Forward-looking statements contained in this press release are expressly qualified by this cautionary statement and reflect the Company's expectations as of the date hereof and are subject to change thereafter. The Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, estimates or opinions, future events or results, or otherwise, or to explain any material difference between subsequent actual events and such forward-looking information, except as required by applicable law.*

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