Breathtec Announces Signing of Definitive Agreement to Acquire Nash Pharmaceuticals

VANCOUVER, BC – (October 9, 2018) – Breathtec Biomedical Inc. (CSE: BTH) (CNSX: BTH) (FRANKFURT: BTI) (OTCQB: BTHCF) (the "**Company**" or "**Breathtec**") is pleased to announce that further to its press release of August 2, 2018, it has signed a share exchange agreement dated October 5, 2018 (the "**Definitive Agreement**") among the Company, Nash Pharmaceuticals Inc. ("**Nash Pharma**") and the securityholders of Nash Pharma to acquire all of the issued and outstanding securities of Nash Pharma (the "**Transaction**").

Nash Pharma is a clinical stage pharmaceutical development company focused on drug repurposing in the areas of non–alcoholic steatohepatitis, chronic kidney disease and inflammatory bowel disease.

"This is a very exciting time for the Company and its shareholders," said Christopher J. Moreau, CEO of Breathtec. "Nash Pharma through its drug re-purposing research program has discovered a number of compounds, already approved for other indications, that have shown efficacy in three new key disease areas that pose global health issues. We look forward to providing details on each research program including an overview of the data shortly."

In consideration for the Transaction and pursuant to the terms of the Definitive Agreement, and on closing thereof ("**Closing**"), the Company will issue an aggregate of 15,800,000 common shares in the capital of the Company (the "**Payment Shares**") pro rata to the holders of Nash Pharma common shares at a deemed price of $0.24 per Payment Share. The Payment Shares will be subject to escrow conditions and/or resale restrictions as required by applicable securities laws and the policies of the Canadian Securities Exchange (the "**CSE**").

In addition, at Closing, all outstanding unexercised warrants to acquire Nash Pharma common shares pursuant to outstanding Nash Pharma warrants ("**Nash Pharma Warrants**") will be cancelled. In consideration for such disposition, the holders of Nash Pharma Warrants will receive the right (a "**Replacement Warrant**"), to acquire one common share in the capital of Breathtec. The exercise price under each Replacement Warrant will be equal to the exercise price at the time of Closing under the particular Nash Pharma Warrant that was cancelled in consideration for such Replacement Warrant. The Company is expected to issue 14,800,000 Replacement Warrants at Closing.

Closing of the Transaction remains subject to certain closing conditions, including, obtaining all necessary approvals, including, approval of the CSE. There can be no assurance that the Transaction will be completed as proposed or at all. Closing of the Transaction is expected to occur on or about October 17, 2018.

None of the securities to be issued pursuant to the Transaction have been or will be registered under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or any state securities laws, and any securities issued pursuant to the Transaction are anticipated to be issued in reliance upon available exemptions from such registration requirements pursuant to Rule 506(b) of Regulation D and/or Section 4(a)(2) of the U.S. Securities Act and applicable exemptions under

state securities laws. In addition, the securities issued under an exemption from the registration requirements of the U.S. Securities Act will be "restricted securities" as defined under Rule 144(a)(3) of the U.S. Securities Act and will contain the appropriate restrictive legend as required under the U.S. Securities Act.

About Nash Pharmaceuticals Inc.

Nash Pharma is a Canadian based, privately held drug development company focusing on developing repurposed therapeutic drugs. Drug repurposing (also known as re-profiling, re-tasking or therapeutic switching) is the application of approved drugs and compounds to treat a different disease than what it originally developed for. Nash Pharma's business model seeks to minimize investment and drug development risk by taking advantage of regulatory approved drugs and discovering alternative clinical uses by accelerating entry into phase II clinical trials (humans).

The benefit of this approach to drug development is that if promising data is generated from early animal model research, the drug can often be moved immediately into phase II studies without having the costs and risks associated with preclinical work. The preclinical work phase is the highest risk phase of drug development and can take up to 8 years to complete. A phase II study provides the greatest opportunity for significant value creation for a drug development company.

About Breathtec Biomedical Inc.

Breathtec was formed to propel innovative research in the area of airborne analysis as a medical screening tool. Our efforts are aimed at leading the development of commercially viable methods for the early screening of certain pathogens. Our primary avenue of investigation is focused on innovation and advances in the field of specialized mass spectrometry. For more information, visit www.breathtecbiomedical.com.

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The CSE does not accept responsibility for the adequacy or accuracy of this release.

Neither the Canadian Securities Exchange nor its Market Regulator (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release. The Canadian Securities Exchange has not in any way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.

CAUTIONARY DISCLAIMER STATEMENT: No Securities Exchange has reviewed nor accepts responsibility for the adequacy or accuracy of the content of this news release. This news release

contains forward-looking statements relating to product development, licensing, commercialization and regulatory compliance issues 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 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 include the failure to satisfy the conditions of the relevant securities exchange(s) and other risks detailed from time to time in the filings made by the Company with securities regulations. The reader is cautioned that assumptions used in the preparation of any forward-looking information 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. The reader is cautioned not to place undue reliance on any forward-looking information. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. 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 as of the date of this news release and the Company will update or revise publicly any of the included forward-looking statements as expressly required by applicable law.