



Element Closes \$1.1M First Tranche of Private Placement of Convertible Debentures and Amends Loan Financing

BURLINGTON, Ontario – July 4, 2023 – Element Nutritional Sciences Inc. (CSE:ELMT; OTC:ELNSF; FRANKFURT:93X) (the “Company” or “Element”) announces it has closed the first tranche of its previously announced non-brokered private placement of unsecured non-transferable convertible debentures (“Debentures”) for gross proceeds of up to \$2,000,000 (the “Private Placement”). In connection with the closing of the first tranche of the Private Placement, the Company sold Debentures for aggregate gross proceeds of \$1,126,500.

The Debentures will bear interest at a rate of 10% per annum, payable annually in arrears, and mature 24 months from the date of issuance (the “Maturity Date”). The aggregate outstanding principal amount of each Debenture and any accrued but unpaid interest thereon will be convertible, in whole or in part, at the election of the holder at any time prior to the Maturity Date into units of the Company (“Units”) at a price of \$0.10 per Unit. Each Unit will consist of one common share in the capital of the Company (each, a “Common Share”) and one non-transferable Common Share purchase warrant (each, a “Warrant”), with each Warrant entitling the holder thereof to purchase one Common Share at a price of \$0.25 per share for a period of three years from the date of issuance. The Debentures and any securities issuable on conversion or exercise thereof are subject to a statutory hold period of four months and one day from the date of issuance.

In connection with the closing of the first tranche of the Private Placement, the Company paid finders fees in the aggregate amount of \$34,175 to certain arm’s-length parties who introduced purchasers to the Company.

For more information concerning the Private Placement, please see the news release of the Company dated June 23, 2022 and filed on SEDAR at www.sedar.com.

Amendment of Loan Financing

The Company also announces that on May 17, 2023, it agreed with L5 Capital Inc. (the “Lender”), to amend the terms of the loan agreement dated October 21, 2022 between the Company and the Lender (the “Loan Agreement”) pursuant to which the Lender made a short term bridge loan (the “Loan”) available to the Company (the “Amending Agreement”). The Lender is arm’s length to the Company. The terms of the Loan Agreement are more particularly described in the Company’s news release dated November 7, 2022 and in the Company’s unaudited interim financial statements for the three ended March 31, 2023 and 2022, copies of which are available on the Company’s SEDAR profile at www.sedar.com.

Pursuant to the Amending Agreement, the Lender has agreed to extend the maturity date of the Loan to September 30, 2023 in consideration for the issuance to the Lender of 250,000 Common Shares and 1,000,000 share purchase warrants of the Company (the “Loan Financing Warrants”). Each Loan Financing Warrant entitles the holder to acquire one Common Share at a price of \$0.185 per common share until July 4, 2025.

About Element

Element is an innovative and research driven Canadian nutraceutical company specializing in the development of patented and science-based products for the global consumer packaged goods market, with a portfolio focused specifically on muscle health. Element’s lead product, Rejuvenate™, is a patented proprietary formulation that is clinically proven to assist in the building, rebuilding, restoration and



rejuvenation of muscle. Element also offers PROMINO™, an elite performance supplement for both professional and amateur athletes to accelerate muscle recovery, build strength and accelerate recovery from injury. Element was founded in 2015 and is located in Burlington, Ontario.

To learn more about Element, visit elmtinc.com.

More information about *Rejuvenate*™ can be found www.rejuvenatemuscle.com

Forward-Looking Statements

This news release contains “forward-looking information” and “forward-looking statements” (collectively, “forward-looking statements”) within the meaning of applicable Canadian securities legislation. All statements, other than statements of historical fact, are forward-looking statements and are based on expectations, estimates and projections as at the date of this news release. Any statement that involves discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions, future events or performance (often but not always using phrases such as “expects”, or “does not expect”, “is expected”, “anticipates” or “does not anticipate”, “plans”, “budget”, “scheduled”, “forecasts”, “estimates”, “believes” or “intends” or variations of such words and phrases or stating that certain actions, events or results “may” or “could”, “would”, “might” or “will” be taken to occur or be achieved) are not statements of historical fact and may be forward-looking statements. In this news release, forward-looking statements relate to, among other things, the Private Placement, including the anticipated timing, terms and completion thereof and the anticipated gross proceeds therefrom. These forward-looking statements are based on reasonable assumptions and estimates of management of the Company at the time such statements were made. Actual future results may differ materially as forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to materially differ from any future results, performance or achievements expressed or implied by such forward-looking statements. Although the forward-looking statements contained in this news release are based upon what management of the Company believes, or believed at the time, to be reasonable assumptions, the Company cannot assure shareholders that actual results will be consistent with such forward-looking statements, as there may be other factors that cause results not to be as anticipated, estimated or intended. Readers should not place undue reliance on the forward-looking statements and information contained in this news release. The Company assumes no obligation to update the forward-looking statements of beliefs, opinions, projections, or other factors, should they change, except as required by law.

No stock exchange, securities commission or other regulatory authority has approved or disapproved the information contained herein.

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