

Element Announces Corporate Advisor Engagement; Debenture Restructuring; Debt Settlement

BURLINGTON, Ontario – December 21, 2023 – Element Nutritional Sciences Inc. (CSE:ELMT; OTC:ELNSF; FRANKFURT:93X) (the “Company” or “Element”) announces it has entered into an agreement to extend the engagement of an arm’s-length corporate advisor (the “Service Provider”) for an additional 12-month term. Pursuant to the terms of the agreement, the Service Provider will introduce the Company to potential investors, industry professionals and strategic partners who may be in a position to assist in furthering the goals of the Company in consideration for the issuance of 200,000 common shares of the Company to the Service Provider each month during the term of the agreement. The Service Provider was initially engaged by the Company for a 12-month term starting in October 2022, and the Company has agreed to issue 1,000,000 common shares of the Company to the Service Provider in consideration for services provided under the initial engagement.

Debenture Restructuring

The Company also announces a proposed restructuring (the “Restructuring”) of the unsecured 10% convertible debentures issued by the Company on June 30, 2023 and July 14, 2023 and maturing 24 months from the date of issuance (the “Debentures”). Pursuant to the Restructuring, the Company is seeking to amend the Debentures in order to:

- accelerate the maturity date of the Debentures to 12 months from the date of issuance;
- increase the interest rate to 39% per annum; and
- remove the right of debentureholders to receive cash payment at maturity of the outstanding principal and accrued unpaid interest on the Debentures.

Debentureholders who agree to restructure their Debentures pursuant to the Restructuring will receive a one-time bonus equal to 10% of the outstanding principal on the Debentures held, converted into common shares of the Company at a price of \$0.06 per share (the “Bonus Shares”).

The Restructuring is subject to debentureholder approval. Any Bonus Shares issued in connection with the Restructuring will be subject to a hold period of four months and one day.

Debt Settlement

The Company also announces it has agreed to settle an aggregate of \$25,000.00 in outstanding debt owing to an arm’s-length creditor (the “Creditor”) in exchange for the issuance of 500,000 common shares of the Company to the Creditor (the “Debt Settlement”). Completion of the Debt Settlement is subject to the Company receiving all necessary regulatory approvals, including approval of the Canadian Securities Exchange. Any securities issued in connection with the Debt Settlement will be subject to a hold period of four months and one day.

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 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 natural muscle mass. 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. All statements that address activities, events, or developments that the Company expects or anticipates will, or may, occur in the future, are forward-looking statements, including statements regarding: the Restructuring, including the timing, terms and receipt of debentureholder approval for the Restructuring; the Debt Settlement; and the Company's business prospects, future trends, plans and strategies. In some cases, forward looking statements are preceded by, followed by, or include words such as “may”, “will,” “would”, “could”, “should”, “believes”, “estimates”, “projects”, “potential”, “expects”, “plans”, “anticipates”, “continues”, or the negative of those words or other similar or comparable words. In preparing the forward-looking statements in this news release, the Company has applied several material assumptions, including, but not limited to, timely receipt of all regulatory and debentureholder approvals required for the Restructuring, timely receipt of all regulatory approvals necessary for the Debt Settlement, and that general business and economic conditions will not change in a materially adverse manner. 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.

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

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