



**LEVITEE LABS ANNOUNCES SALE OF EARTH CIRCLE ASSETS AND THE TERMS OF ITS CREDITY FACILITY
WITH RIVERFORT GLOVAL CAPITAL**

VANCOUVER, BC, CANADA, September 16, 2022 - Levitee Labs Inc. (CSE: LVT) (OTC: LVTF) (FSE: 7H7) (the "**Company**" or "**Levitee**") is pleased to announce that on August 29, 2022, it has completed the Sale (the "**Sale**") of all right, title, and interest in all of the assets of Earth Circle Organics Chain Inc. ("**Earth Circle**") to B&W Acquisition Corp. (the "**Purchaser**") pursuant to the terms of an asset purchase agreement dated July 22, 2022 (the "**Purchase Agreement**") between the Company, the Purchaser, and Earth Circle.

Pursuant to the terms of the Purchase Agreement, the Purchaser agreed to provide the Earth Circle assets in consideration of payment in the form of:

- a \$329,950 USD payment;
- a \$100,000 USD payment as a holdback to be released at a future date following the closing;
- a credit for assumed liabilities paid at closing as set out in the Purchase Agreement; and
- the forgiveness of all unpaid prior debts owed by the Company as set out in the Purchase Agreement.

The Company would also like to announce, further to its news release dated October 21, 2021, it has entered into an amended and restated financing agreement (the "**Amended and Restated Loan Agreement**") to amend and restate the investment agreement dated October 20, 2021, with RiverFort Global Opportunities PCC Ltd. (the "**Lender**").

On October 20, 2021, Levitee drawn down an initial \$2.5 million tranche ("**Tranche 1**"). Pursuant to the terms of the Amended and Restated Loan Agreement, the terms of the Tranche 1 were amended such that the Tranche 1 matures on June 11, 2024, and incurs no interest unless the Company defaults on its obligations under the Amended and Restated Loan Agreement. In connection with entering into the Amended and Restated Loan Agreement and in satisfaction of \$237,182 of Tranche 1, Levitee issued to the Lender 9,487,280 common shares of the Company (the "**Common Shares**") at \$0.025 per Common Share (the "**Amended Tranche 1 Conversion Shares**"). In addition, the Lender is entitled, on 60 days' prior written notice to the Company, to request that some or all of 6,512,720 Common Shares at \$0.025 per Common Share (the "**Repayment Shares**") be issued in satisfaction of \$162,818 owing under Tranche 1.

The Company shall repay the remaining amount due under the Tranche 1, following the satisfaction of \$237,182 in respect of Tranche 1 pursuant to the issuance of the Amended Tranche 1 Conversion Shares and CAD\$162,818 in respect of Tranche 1 pursuant to the issuance of the Repayment Shares (the "**Tranche 1 Net Amount**") in accordance with the schedule and terms of the Amended and Restated Loan Agreement.

Pursuant to the terms of the Amended and Restated Loan Agreement, the Lender has the option to convert some or all of the Tranche 1 Net Amount into Common Shares. The Company shall have the option to satisfy such conversion by (i) paying in cash where the amount of cash shall be determined by multiplying the number of Common Shares issuable pursuant to the conversion by the closing price of the Common Shares on the Canadian Securities Exchange (the “CSE”) as of the date of the notice of conversion (or the last available trading day before such date if the date of notice is not a business day); or (ii) issuing to the Lender such number of Common Shares as is equal to the amount of Tranche 1 Net Amount to be converted divided by \$0.025.

The Lender may at its option, where the Company has failed to make a payment in accordance with the terms of the Amended and Restated Loan Agreement (the “**Missed Payment**”), elect to convert the amount of the Missed Payment into Common Shares at a price equal to the greater of (i) the VWAP over the 20 trading days immediately preceding the date of notice to convert the Missed Payment, less the maximum discount permitted under the CSE rules, subject to a maximum price of CAD\$0.05; and (ii) CAD\$0.025.

Any subsequent advances under the Loan shall be on terms to be agreed upon between the parties. The Lender does not have any obligation to make any further advances to the Company pursuant to the Amended and Restated Loan Agreement.

In connection with the entering into of the Amended and Restated Loan Agreement, the Company issued to the Lender 1,378,788 Common Share purchase warrants (the “**Warrants**”) whereby each Warrant entitles the holder thereof to acquire one Common Share at \$0.05 per Common Share until October 20, 2024.

About Levitee Labs

Levitee is establishing itself as a leader in the integrative wellness space. Through integrating evidencebased complementary medicines into the traditional infrastructure of mental health and addiction services, Levitee aims to transform mental health and addiction treatments.

The Company’s current portfolio of assets includes: Levitee Clinics™, a group of five operating addiction and pain treatment clinics in Alberta; Levitee Pharmacies™, three pharmacies operating in Alberta specialized in filling prescriptions for patients with substance use disorders, mental health conditions, and chronic pain; BlockMD, the first technology company in Alberta to receive provincial approval for electronic-prescriptions in the addiction treatment space; and Earth Circle Organics, a direct-to-consumer and wholesaler of supplements and superfood products with 180+ SKUs in its product lineup across three brands. Further information about Levitee is available on its website at www.leviteelabs.com.

Investor and Corporate Communications:

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Forward-Looking Statements

This news release contains certain statements that may constitute forward-looking information under applicable securities laws. All statements, other than those of historical fact, which address activities, events, outcomes, results, developments, performance, or achievements that Levitee anticipates or expects may or will occur in the future (in whole or in part) should be considered forward-looking information. Such information may involve, but is not limited to, statements respecting Levitee's business plans and proposed products, and the benefits derived from mushroom-infused products; the acquisitive growth potential of Levitee once acquisitions are completed; the expectation that Levitee will continue to execute its accretive acquisition program, and the contribution of such program to Levitee's future growth potential; and Levitee's objective to transform mental health and addiction treatments through the integration of psychedelic medicines and therapies. Often, but not always, forward-looking information can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or variations (including negative variations) of such words and phrases, or statements formed in the future tense or indicating that certain actions, events or results "may", "could", "would", "might" or "will" (or other variations of the forgoing) be taken, occur, be achieved, or come to pass. These statements and other forward-looking information are based on assumptions made by Levitee based on currently available competitive, financial and economic data and operating plans, strategies or beliefs as of the date of this news release as well as management's current expectations or beliefs regarding future growth, results of operations, future capital (including the amount, nature and sources of funding thereof) and expenditures. These assumptions may also be based on information obtained from third-party industry analysts and other third-party sources. Forward-looking information is necessarily based on a number of opinions, assumptions and estimates that, while considered reasonable by Levitee as of the date such statements are made, are subject to known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements to be materially different from those expressed or implied by such forward-looking information, including but not limited to risks associated with the following: Levitee's limited history of operations; ability to secure additional financing; negative cash flow from operating activities since inception; regulatory requirements; changes in consumer preferences; supply of raw materials; reliance on a limited number of products; brand awareness; the ability to develop, market and produce new products; dependence on certain key senior managers; reliance on third parties for manufacturing and packaging; potential product liability claims and product recalls; and significant competition. For additional information regarding these risks, please see the risk factors identified and reported in Levitee's public filings under its SEDAR profile at www.sedar.com. Any and all forward-looking information contained in this press release is expressly qualified by this cautionary statement. Readers are cautioned not to place undue reliance on forward-looking statements or information. The forwardlooking information is made as of the date of this news release, and Levitee assumes no obligation to publicly update or revise such forward-looking information, except as required by applicable securities laws. The CSE (operated by CNSX Markets Inc.) has neither approved nor disapproved of the contents of this press release and accepts no responsibility for the adequacy or accuracy hereof.