



## **Lophos Holdings Inc. Announces the Completion of Securities Purchase Agreement with ThreeD Capital Inc.**

**Vancouver, June 20th, 2024** — Lophos Holdings Inc. (“Lophos” or the “Company”) (CSE:MESC), a Canadian bioscience company focused on the cultivation and sale of *Lophophora williamsii* (“Peyote”) and ThreeD Capital Inc. (“ThreeD”) (CSE:IDK) (OTCQB:IDKFF), a Canadian-based venture capital firm focused on opportunistic investments in companies in the junior resources and disruptive technologies sectors, are pleased to announce the completion of its previously announced Securities Purchase Agreement (the “Agreement”). As a result of the completion of the Agreement, ThreeD has received 2,125,000 common shares of Lophos (the “Purchased Lophos Shares”) and 2,125,000 common share purchase warrants of Lophos (the “Purchased Lophos Warrants”, collectively the “Purchased Lophos Units”) at a deemed price of \$0.06 per Purchased Lophos Unit. Each Purchased Lophos Warrant entitles the holder thereof to purchase one common share of Lophos at a price of \$0.10 per share until three years from the closing date. In consideration, ThreeD has issued an aggregate of 150,000 at a deemed price of \$0.85 per common share. No commission or finders’ fees were paid in connection with the Agreement.

All securities issued and issuable in connection with the Agreement are subject to a statutory hold period expiring on October 21, 2024.

### **About Lophos Holdings Inc.**

Lophos Holdings Inc. (CSE:MESC), is a holdings company focused in the bioscience sector. Lophos Pharmaceuticals Corp., a wholly owned subsidiary of Lophos Holdings Inc., stands as a prominent biosciences company specializing in the cultivation, research, and sale of peyote. Distinguished by its Controlled Substances Dealers License (CSDL), the subsidiary is authorized for the possession, sale, sending, transportation, and delivery of various controlled substances, including mescaline, psilocin, psilocybin, LSD, DMT, MDMA, and ketamine. Additionally, the license grants permission for the production of mescaline, psilocin, and psilocybin, showcasing the comprehensive scope of their operations.

### **About ThreeD Capital Inc.**

ThreeD is a publicly-traded Canadian-based venture capital firm focused on opportunistic investments in companies in the junior resources and disruptive technologies sectors. ThreeD’s investment strategy is to invest in multiple private and public companies across a variety of

sectors globally. ThreeD seeks to invest in early stage, promising companies where it may be the lead investor and can additionally provide investees with advisory services and access to the Company's ecosystem.

### **For Further Inquiries**

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The Canadian Securities Exchange has neither approved nor disapproved the contents of this news release and accepts no responsibility for the adequacy or accuracy hereof. The Agreement remains subject to the approval of the Canadian Securities Exchange. All securities issued pursuant to the Agreement will be subject to a four month and one day hold period upon issuance.

### **Cautionary Statement**

Neither the Canadian Securities Exchange nor its Regulation Services Provider have reviewed or accept responsibility for the adequacy or accuracy of this release.

This press release contains 'forward-looking information' within the meaning of applicable Canadian securities legislation. These statements relate to future events or future performance. 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 Lophos' current belief or assumptions as to the outcome and timing of such future events. Forward-looking information in this press release includes information with respect to the Company's peyote cactus product development. Forward-looking information is based on reasonable assumptions that have been made by Lophos at the date of the information and is subject to known and unknown risks, uncertainties, and other factors that may cause actual results or events to differ materially from those anticipated in the forward-looking information. Given these risks, uncertainties and assumptions, you should not unduly rely on these forward-looking statements. The forward-looking information contained in this press release is made as of the date hereof, and Lophos is not obligated to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable securities laws. The foregoing statements expressly qualify any forward-looking information contained herein. Factors that could cause actual results to differ materially from those anticipated in these forward-looking statements are described under the caption "Risk Factors" in Lophos' final long form prospectus dated August 11, 2023, which is available on Lophos's profile at [www.sedarplus.ca](http://www.sedarplus.ca).

This news release does not constitute an offer to sell or the solicitation of an offer to buy, and shall not constitute an offer, solicitation or sale in any state, province, territory or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state, province, territory or jurisdiction.

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