

# GHP Noetic Science-Psychedelic Pharma Inc. and Xcyte Digital Corp. Proposed Qualifying Transaction

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## **TORONTO, ON / June 22, 2023 / GHP Noetic Science-Psychedelic Pharma Inc.**

(**TSXV:PSYF.P**) ("**GHP**") is pleased to announce it has entered into a business combination agreement dated effective June 15, 2023 (the "**Transaction Agreement**"), with Xcyte Digital Corp. ("**Xcyte**"), a Florida-based event technology aggregation and development company, and Xcyte's shareholders, Onstream Media Corporation ("**Onstream**") and James Hayes-Jones (together with Onstream, the "**Vendors**"). Pursuant to the Transaction Agreement, GHP will acquire all of the issued and outstanding securities of Xcyte (the "**Xcyte Shares**") from the Vendors in exchange for securities of GHP (the "**Transaction**").

The Transaction will result in a reverse takeover of GHP by Xcyte, and will constitute GHP's "Qualifying Transaction" (as such term is defined in Policy 2.4 - Capital Pool Companies ("**Policy 2.4**") of the TSX Venture Exchange (the "**Exchange**"). GHP, Xcyte and the Vendors are all arm's length parties, therefore the Transaction will not be a non-arms' length transaction under the policies of the TSXV and will not require the approval of the shareholders of GHP.

On closing of the Transaction ("**Closing**"), it is expected that GHP (being, following Closing, the "**Resulting Issuer**"), will be listed as a Tier 1 Technology Issuer on the Exchange, and its business will be the business currently carried on by Xcyte, which is ultimately the business carried on, conducted and operated by Onstream as of the date of the Transaction Agreement, being event technology aggregation and development.

### **About Xcyte**

Xcyte was incorporated under the laws of the State of Florida on February 18, 2022 and is an event technology aggregation and development company. Xcyte is currently a shell company without active business operations or significant assets however, prior to completion of the Transaction, Xcyte will acquire (the "**Asset Acquisition**") certain revenue generating assets of Onstream (the "**Onstream Assets**"). Xcyte has entered into a non-binding letter of intent with Onstream.

Onstream, a corporation incorporated under the laws of the State of Delaware, is an event technology company that provides technology and support services to its clients in order to facilitate virtual and hybrid events. Onstream has a portfolio of technologies, including: (i) audio and web conferencing and virtual events (through its Infinite Conferencing, Inc. segment); (ii) webcasting services (through its Webcasting segment); (iii) streaming media platform services (through its Digital Media Streaming segment); and (iv) metaverse solutions, lead generation and online communities (through its LeadGenFirst segment). The Onstream Assets include, but are not limited to, the four aforementioned segments, including their underlying intellectual property as well as its VoipFirstMedia portal and Metaverse Spectrum Business Conference properties.

The Onstream Assets have been commercialized as follows (a) Infinite Conferencing, Inc., over twenty years ago; (b) Streaming Publishers, over 15 years ago; (c) Webcasting Services, since 1997 and; (d) LeadGenFirst, VoipFirstMedia and Metaverse Spectrum since 2021. The Onstream Assets are revenue generating.

Xcyte anticipates that it will acquire the Onstream Assets for an aggregate purchase price of US\$1,711,111 which will be satisfied through the issuance of a non-interest bearing, demand promissory note from Xcyte to Onstream (the "**Xcyte Note**") and the issuance of 56,800,000 Xcyte Shares which shares will subsequently be exchanged for shares of GHP as described below.

In its news release dated February 9, 2023 announcing the execution of the letter of intent with Xcyte, GHP stated that it was a condition of completion of the Transaction that Xcyte acquire certain revenue producing assets of Launch Interactions Ltd. ("**Launch**"). GHP would like to clarify that as a result of continued negotiations with Xcyte and GHP's and Xcyte's ongoing due diligence, Xcyte has determined not to acquire the assets of Launch Interactions Ltd. ("**Launch**"). Rather, Xcyte has engaged James Hayes-Jones, Launch's principal, to provide his event management and technology experience and network of potential clients to Xcyte. It is a condition of the Transaction that Mr. Hayes-Jones remains engaged by Xcyte at Closing on terms acceptable to GHP.

### **Terms of the Transaction**

The Transaction constitutes a reverse takeover of GHP by Xcyte, pursuant to which the Vendors agree to sell, assign and transfer the Xcyte Shares to GHP, and GHP agrees to purchase the Xcyte Shares from the Vendors, free and clear of all encumbrances, other than as disclosed in the Transaction Agreement.

Prior to Closing, it is intended that GHP will complete a share reorganization (the "**Share Reorganization**"), pursuant to which GHP intends to: (i) redesignate the currently outstanding common shares of GHP (the "**Shares**") as subordinate voting shares (the "**SV Shares**"); and (ii) create a class of multiple voting shares (the "**MV Shares**"), with each GHP MV Share convertible into 10,000 SV Shares and each GHP MV Share entitled to vote on an as-converted basis with the SV Shares with 10,000 votes per GHP MV Share. GHP also intends to undertake a consolidation (the "**Consolidation**") of the SV Shares on the basis of one post-Consolidation GHP SV Share for each 1.25 pre-Consolidation SV Shares.

At Closing, GHP will issue 5,680 MV Shares and 2,200,000 SV Shares, representing an aggregate value of approximately \$14,750,000 (at a deemed price of \$0.25 per GHP SV Share on an as-converted basis), in exchange for all of the issued and outstanding Xcyte Shares inclusive of the Xcyte Shares issued in the Asset Acquisition. All of the MV Shares and 1,000,000 SV Shares (together, the "**Consideration Shares**") will be issued to the Vendors pro rata in accordance with their respective ownership interest in the Xcyte Shares (or in such other allocation(s) and to such other persons as the Vendors may otherwise direct in writing), provided that any Consideration Shares that are SV Shares will only be issued to Vendors not resident in the United States. The remaining 1,200,000 of the 2,200,000 SV Shares will be issued pursuant to certain arm's length service providers of Xcyte (at a deemed price of \$0.25 per GHP SV Share

on an as-converted basis) to satisfy certain obligations of Xcyte to such third party service providers. In accordance with the policies of the Exchange, Consideration Shares issued to the Vendors will be subject to escrow and each of the Vendors will enter into an escrow agreement between the TSX Trust Company, as escrow agent, and GHP.

Completion of the Transaction will be subject to certain conditions, including:

- completion of the Asset Acquisition, on terms acceptable to GHP;
- James Hayes-Jones will continue to be engaged by Xcyte, on terms acceptable to GHP;
- GHP and the Vendors obtaining the consent of any parties from whom consent to the consummation of the Transaction is required, including the TSXV and other applicable regulatory authorities;
- completion of the Concurrent Financing (as defined below);
- approval and completion of the Meeting Matters (as defined below);
- insiders of Xcyte entering into applicable escrow or pooling agreement as may be required by the TSXV;
- delivery of all customary closing documentation as set out in the Transaction Agreement; and
- other standard closing conditions, including there being no material adverse change in relation to the business of GHP or Xcyte, the representations and warranties of the parties in the Transaction Agreement remaining true and accurate of at the Closing of the Transaction, and there being no material action, claim, demand, investigation or other proceeding in progress, pending or threatened against GHP or Xcyte that could reasonably be expected to result in a material adverse change to GHP or Xcyte or impose material limitations on completion of the Transaction.

Each party to the Transaction will be responsible for all of its own costs and expenses (including any finder's fees) incurred in connection with the Transaction and the Concurrent Financing.

### **Concurrent Financing**

In connection with the Transaction, GHP will also complete a majority arm's length non-brokered private placement (the "**Concurrent Financing**") of subscription receipts ("**Subscription Receipts**") for aggregate gross proceeds of a minimum of \$4,300,000 and up to a maximum of \$6,000,000 or such other amount as may be mutually agreed upon by GHP and Xcyte. Subscription Receipts issued to purchasers resident outside of the United States (the "**CDN Subscription Receipts**") will be issued at a price of \$0.25 per CDN Subscription Receipt and will automatically be converted into one GHP SV Share immediately prior to completion of the Transaction. Subscription Receipts issued to purchasers resident in the United States (the "**US Subscription Receipts**") will be issued at a price of \$2,500 per US Subscription Receipt and will automatically be converted into one GHP MV Share immediately prior to completion of the Transaction. GHP expects to pay certain arm's length parties a finder's fee payment equal to up to 7.5% of the gross proceeds of the Concurrent Financing.

The Subscription Receipts will be governed by a subscription receipt agreement (the "**Subscription Receipt Agreement**") to be entered into between GHP and such subscription receipt agent agreed upon by GHP and Xcyte (the "**Subscription Receipt Agent**"). The gross

proceeds from the Concurrent Financing will be held in escrow by the Subscription Receipt Agent pending satisfaction or waiver of the escrow release conditions in accordance with the Transaction Agreement and Subscription Receipt Agreement.

Closing of the Concurrent Financing is expected to occur on or before September 30, 2023. It is anticipated that the net proceeds of the Concurrent Financing will be used a) to satisfy the amounts outstanding under the Xcyte Note, and b) for fees for accounting, legal, broker and consulting services in regards to the Qualifying Transaction and general working capital purposes.

Additional information with respect to the closing of the Concurrent Financing will be disclosed in a subsequent news release.

None of the securities to be issued in connection with the Transaction or the Concurrent Financing will be registered under the United States *Securities Act of 1933*, as amended (the "**1933 Act**"), or any state securities laws, and may not be offered or sold within the United States or to any U.S. Person (as defined in Regulation S under the 1933 Act) unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration is available. This news release does not constitute an offer to sell or a solicitation of an offer to buy any securities in any jurisdiction where such offer or solicitation would be unlawful, including the United States.

### **Special Meeting of Shareholders**

GHP will hold a special meeting of its shareholders (the "**Meeting**") prior to the completion of the Qualifying Transaction, whereat, among other things, shareholders of GHP will be asked to approve: (i) the change of GHP's name to "Xcyte Digital Corp.", or such other name as is determined by Xcyte and acceptable to the Exchange (the "**Name Change**"); (ii) the Share Reorganization; (iii) a new omnibus share based compensation plan; and (iv) the election of the proposed management of the Resulting Issuer and (v) such other matters as GHP may determine (the "**Meeting Matters**"). Further details with respect to the Meeting will be set forth in an information circular to be prepared by GHP.

### **Sponsor**

The Transaction will be subject to the sponsorship requirements of the Exchange unless a waiver or exemption from the sponsorship requirement is available. GHP expects that the Transaction will be exempt from the sponsorship requirement as a result of the Concurrent Financing being undertaken in connection with the Transaction. There is no assurance that an exemption from the sponsorship requirement can or will be obtained.

### **Trading in Shares**

Trading in shares of GHP on the Exchange has been halted in compliance with the policies of the Exchange and is expected to remain halted pending the review of the proposed Transaction by the Exchange and satisfaction of the conditions of the Exchange for resumption of trading. It is not expected that trading in the Shares will resume prior to the Closing.

## **The Resulting Issuer**

Following completion of the Transaction, the Resulting Issuer will have changed its name to "Xcyte Digital Corp." and will carry on the business of Xcyte, which is ultimately the business carried on, conducted and operated by Onstream as of the date of the Transaction Agreement, being event technology aggregation and development.

## **Management and Directors of the Resulting Issuer**

Upon Closing, and subject to Exchange approval, it is anticipated that the board of directors and senior officers of the Resulting Issuer will be the following individuals: Randy Selman (proposed Chief Executive Officer and director), Alan Saperstein (proposed Chief Operating Officer and director), Nelson Lamb (proposed Chief Financial Officer), James Hayes-Jones (proposed President of Event Technologies), Paul Barbeau (proposed director), Michele Middlemore (proposed director) and David Adler (proposed director). See GHP's news release dated February 7, 2023 for brief biographies for each proposed director other than Ms. Middlemore and Mr. Adler whose biographies are set out below.

### *Michele Middlemore- Director*

Ms. Middlemore is founder and Managing Director of MC2 Business Advisors Inc. and brings over 25 years of experience in mergers & acquisitions and corporate finance, having advised public and private companies in a variety of industries. She was previously a partner with MNP LLP, a national accounting firm, a member of the executive management team of a large Canadian corporation, an advisor with PricewaterhouseCoopers LLP in Canada and the United Kingdom and a sessional lecturer at the University of Toronto Rotman School of Management. Ms. Middlemore is a Chartered Professional Accountant, Chartered Financial Analyst and Chartered Business Valuator. She resides in Toronto, Ontario.

### *David Adler - Director*

Mr. Adler founded BizBash.com, a leading resource for event organizers. Mr. Adler also founded the Convention, Event, Meeting & Exhibition (CEME) Coalition and served on the boards of Magazine Publishers Association, Fine Arts Committee of the US State Department, Outward Bound Hurricane Island, EVENT U, and others. Mr. Adler resides in Washington, DC.

All information in this news release concerning GHP and Xcyte, as applicable, was supplied by management of such party and has not been independently verified by the other party.

***Completion of the Transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and, if applicable pursuant to Exchange requirements, majority of the minority shareholder approval. Where applicable, the Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Transaction will be completed as proposed or at all.***

***Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the Transaction, any information released***

*or received with respect to the Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of GHP should be considered highly speculative.*

### **About GHP**

GHP is a Capital Pool Company (as such term is defined in Policy 2.4) led by Paul Barbeau (Chief Executive Officer). Its principal business activity is to identify and evaluate opportunities to acquire assets or a business. Incorporated in 2020 under the laws of the Province of Ontario, GHP is a reporting issuer in the Provinces of Ontario, British Columbia and Alberta. Its common shares are listed for trading on the TSXV under the symbol PSYF.P.

*The TSXV has in no way passed upon the merits of the proposed Transaction and has neither approved nor disapproved the contents of this news release.*

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*Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.*

### **Cautionary Statements Regarding Forward-Looking Information**

*This news release includes certain "forward-looking statements" under applicable Canadian securities legislation. Forward-looking statements are statements other than statements of historical fact that can be identified by phrases such as "expects", "anticipates", "intends", "aims", "plans" and "believes", and are based on expectations, estimates and projections as at the date of this news release. Forward-looking statements in this news release include, but are not limited to, statements with respect to: the timing and completion of the Transaction; the proposed terms of the Concurrent Financing; the anticipated uses of the net proceeds of the Concurrent Financing; the expected directors and officers of the Resulting Issuer; the business of Xcyte and its ability to complete the Asset Acquisition; the terms of the Asset Acquisition; and the completion of the conditions to the Transaction and the approval of the Meeting Matters. Forward-looking statements are necessarily based upon a number of estimates and assumptions*

*that, while considered reasonable, are subject to known and unknown risks, uncertainties and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking statements. Such factors include, but are not limited to: general business, economic, competitive, political and social uncertainties; delay or failure to receive board, shareholder or regulatory approvals; the risk that the Exchange may not approve the Transaction; that factors may occur which impede Xcyte's future business plans; the results of continued development, marketing and sales; the accuracy of the pro forma financial information of the Resulting Issuer; and other factors beyond the control of GHP and Xcyte. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. GHP disclaims any intention or obligation to update or revise any forward-looking statements in this news release, whether as a result of new information, future events or otherwise, except as required by law.*

**SOURCE:** GHP Noetic Science-Psychedelic Pharma Inc