

NEWS RELEASE

FOR IMMEDIATE RELEASE

Wednesday, April 24, 2024



MOUNTAIN VALLEY MD ANNOUNCES ACQUISITION OF EXCLUSIVE LICENSE FOR AGRARIUS, LAUNCH OF PERFORMANCE GUARANTEE PROGRAM

Toronto, Ontario – April 24, 2024 - Mountain Valley MD Holdings Inc. (the “**Company**” or “**MVMD**”) (CSE: MVMD) (OTCQB: MV MDF) (FRA: 20MP) is pleased to announce that it has executed an Amended and Restated Supply and License Agreement (the “**Agreement**”) with Agrarius Corp. (“**AC**”), a private US corporation, whereby it will, among other things, acquire an exclusive licence to AC’s agricultural plant signaling technology (the “**Technology**”) in North America, Mexico, South America, Central America, and the Caribbean (the “**Exclusive Territory**”), while retaining its global non-exclusive rights outside of the Exclusive Territory.

"Securing the exclusive rights to distribute and sell the Agrarius product in North and South America, Central America, Mexico, and the Caribbean is viewed as a tremendous accomplishment and a major milestone for MVMD," explained Dennis Hancock, President & CEO of Mountain Valley MD. "We believe this strategic move not only positions us as a key player in the agricultural market but also allows us to open up intentional avenues for investment and growth to align tightly with our focus on increasing shareholder value."

The product that embodies the Technology, known as “Agrarius”, is a certified organic product that is designed to be applied to agricultural crops to naturally increase yields, reduce fertilizer usage, and increase general resilience to pests and climate change.

Performance Guarantee Program

Additionally, the Company is pleased to announce that, under the terms of the Agreement and with the support of AC, it will implement a performance guarantee program (the “**Performance Guarantee Program**”), initially targeting farm operations in the United States, whereby the prospective client will be required to pay for the Agrarius product only after it has achieved a minimum agreed performance enhancement on the targeted crop (the “**Performance Threshold**”). The Performance Guarantee Program is designed to demonstrate the believed disruptive nature of the Agrarius product, while limiting the risk of any financial investment by the prospective client and ensuring the desired outcome of yield improvement and increased plant health are achieved in line with compensation. MVMD and AC will share equally in the guarantee such that MVMD will not be required to pay AC for the Agrarius product until the Performance Threshold has been met.

"The Performance Guarantee Program completely aligns our interests with those of our farming clients to ensure optimized crop performance while limiting the clients’ risk in this unique pay-for-performance model," continued Hancock. "Introducing a new product based on aligned performance objectives and transparency within the industry we believe empowers farmers to embrace innovation and directly benefit from Agrarius’ impact to their farming outputs."

Agreement Terms

Under the terms of the Agreement, in consideration for the exclusive licence to be granted to MVMD in the Exclusive Territory (the “**Exclusive Licence**”), the agreement to implement the Performance Guarantee Program, and certain other terms management believes to be improvements for MVMD (such as reduced wholesale and retail pricing in support of broader market sales objectives), MVMD has agreed to pay an aggregate one time license fee equal to USD \$1,325,000 (the “**License Fee**”). The License Fee will be paid by the Company as follows, subject to the policies of the Canadian Securities Exchange (the “**CSE**”):

- USD \$1,085,000 (equal to CAD \$1,475,600 based on a deemed exchange rate of 1.36) will be paid in common shares of the Company (the “**Consideration Shares**”) at a price of CAD \$0.065 per share; and
- USD \$240,000 will be paid in cash (the “**Cash Consideration**”).

The completion of the transaction will occur on or about May 1st, 2024 (or as otherwise agreed by MVMD and AC), at which time the Consideration Shares will be issued and the Cash Consideration paid. The Consideration Shares will be subject to a hold period of six months from the date of issuance.

In addition, MVMD has agreed to make a prepaid inventory deposit of USD \$275,000 towards the Agrarius product that will be supplied by AC for the Performance Guarantee Program, valued at USD \$7.5 million retail if the Performance Threshold is met.

The Exclusive License will be subject to certain minimum performance requirements that obligate MVMD to maintain a certain number of clients per year engaged in discussions with MVMD or in trial(s) for the Agrarius product each year, as well as to invest a certain amount each year into the further development of the Agrarius line of business. In the event that MVMD fails to satisfy the requirements, MVMD will not automatically lose its Exclusive License and MVMD and AC will instead engage in good faith negotiations for a minimum of 30 days to determine the appropriate remedy.

In the event that Agrarius considers a sale, transfer or assignment of any Agrarius intellectual property relating to the Technology or the Agrarius product, the Agreement provides MVMD with a right of first refusal to acquire such rights for a minimum period of 60 days.

Agrarius Product

The Agrarius product has been designed to activate a plants’ “defense mechanisms” at the cellular level, without the actual stress factor. The intended effect of the product is that treated plants grow deeper roots and open up their foliage to optimize the effect of photosynthesis, thus increasing growth hormones, plant efficiency for water use and nutrients, decreasing the requirement of fertilizer where used, and increasing overall resistance to diseases and stressed climate conditions.

The Agrarius product has been tested across numerous major agricultural crops, and has demonstrated its ability to naturally increase crop yields from approximately ten to fifty percent or more depending on crop type, reduce fertilizer usage where used, and increase general resilience to pests and climate change forces such as drought.

ABOUT MOUNTAIN VALLEY MD HOLDINGS INC.

Mountain Valley MD is building a world-class organization centered around the implementation, licensing and reselling of key technologies and formulations:

- patented Quicksome™ oral formulation and delivery technologies,
- patented Quicksol™ solubility formulation technology
- licensed product reseller of Agrarius™, a novel agricultural plant signalling technology

Consistent with its vision towards “More Life”, MVMD applies its owned and licensed technologies to its work for advanced delivery of molecules for human and husbandry animal applications, including the development of products for pain management, weight loss, energy, focus, sleep, anxiety, and more. Additionally, MVMD’s work with Agrarius is focused on generating a positive impact on crop yields and reducing fertilizer usage.

MVMD’s patented Quicksome™ technology utilizes proprietary formulations and stabilizing molecules to encapsulate and formulate active ingredients into highly efficient product formats. The result is a new generation of product formulations that could be capable of delivering nutraceutical and drug molecules into the body faster, with greater impact, efficiency and accuracy.

MVMD’s patented Quicksol™ technology covers all highly solubilized macrocyclic lactones that could be effectively applied in multiple viral applications that could positively impact human and animal health globally.

MVMD’s licensed Agrarius™ agricultural plant signalling technology is designed to be applied to crops to naturally increase yields, reduce fertilizer usage, and increase general resilience to pests and climate change.

For more Company information and contact details, visit www.MVMD.com.

SOURCE: Mountain Valley MD Holdings Inc.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

Certain statements contained in this news release may constitute forward-looking information. Forward-looking information is often, but not always, identified by the use of words such as "anticipate", "plan", "estimate", "expect", "may", "will", "intend", "should", and similar expressions. Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information.

The Company's actual results could differ materially from those anticipated in this forward-looking information as a result of regulatory decisions, competitive factors in the industries in which the Company

operates, prevailing economic conditions, and other factors, many of which are beyond the control of the Company.

The Company is making forward-looking statements, including but not limited to: the acquisition of the Exclusive License and the related terms, such as the closing date; the payment of the Cash Consideration and payment of the Consideration Shares and the terms thereof, including the price and date of issuance, as well as hold period, of the Consideration Shares; the implementation of the Performance Guarantee Program and the terms thereof, including the targeted clients and market; the prepaid inventory deposit and related terms, such as retail value of the Agrarius product; the minimum performance requirements and the implications of the failure to satisfy such requirements; the right of first refusal related to the Agrarius intellectual property; and Agrarius product details, including intended effect.

The Company believes that the expectations reflected in the forward-looking information are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking information should not be unduly relied upon. Any forward-looking information contained in this news release represents the Company's expectations as of the date hereof and is subject to change after such date. The Company disclaims any intention or obligation 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 legislation.

Neither the CSE nor OTC has reviewed or approved the contents of this press release.