



Braxia Scientific Announces Closing of First Tranche of LIFE Offering and Concurrent Private Placement

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TORONTO, ONTARIO February 27, 2023 – Braxia Scientific Corp. (“Braxia”, or the “Company”), (CSE: BRAX) (OTC: BRAXF) (FWB: 4960), a medical research company providing psychiatric, innovative ketamine and psilocybin treatments for mental health disorders, is pleased to announce that it has closed the first tranche of its non-brokered offering, as described in its press release of February 7, 2023 (the “LIFE Offering”), resulting in the issuance of 13,658,524 units of the Company (each a “Unit”) at a price of \$0.055 per Unit for aggregate proceeds of \$751,218.83 (the “LIFE First Tranche”).

Each Unit consists of one common share of the Company (each a “Common Share”) and one Common Share purchase warrant (each a “Warrant”). Each Warrant entitles its holder to purchase one additional Common Share at an exercise price of \$0.07 for a period of 36 months from the date of issue. Units in the LIFE First Tranche were offered for sale to purchasers resident in Canada (except Québec) pursuant to the listed issuer financing exemption under Part 5A of National Instrument 45-106 – *Prospectus Exemptions*, and will not be subject to any statutory hold period in accordance with applicable Canadian securities laws. The Company may close additional tranches of the LIFE Offering.

The Company has also closed a non-brokered private placement in Canada and the United States of 9,327,272 Units on the same terms and at the same price as the LIFE Offering for aggregate gross proceeds of \$513,000 (the “Concurrent Placement”). The Units sold pursuant to the Concurrent Placement in Canada will be subject to a statutory hold period of four months and one day in accordance with applicable Canadian securities laws.

The Concurrent Placement was led by Dr. Roger McIntyre, Chairman and CEO of Braxia, who subscribed, for 3,181,818 Units for aggregate gross proceeds of \$175,000. Dr. McIntyre is an “insider” of the Company and his participation in the Concurrent Placement constitutes a “related party transaction” within the meaning of Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”). The Company is relying on an exemption from the formal valuation and minority shareholder approval requirements of MI 61-101 available on the basis that the fair market value of the insider participation in the Concurrent Placement, as determined in accordance with MI 61-101, does not exceed 25% of the Company’s market capitalization. The Company did not file a material change report at least 21 days before the expected closing of the Concurrent Placement as the details of the insider participation in the Concurrent Placement had not been settled.

The Company intends to use the net proceeds of the LIFE Offering and the Concurrent Placement to support the rollout of its telemedicine platform in the United States, for clinic expansion in Canada, and to continue intellectual property development and the Company expects to use the net proceeds of the Concurrent Placement for working capital and general corporate purposes.

The securities of the Company have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”) or any U.S. state securities laws and may not be offered or sold in the United States absent registration or an available exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the securities referenced in this press release, in any jurisdiction in which such offer, solicitation or sale would be unlawful.

About Braxia Scientific Corp.



Braxia Scientific is a medical research and telemedicine company with clinics that provide innovative ketamine treatments for persons with depression and related disorders. Braxia also launched its U.S. based end-to-end telemedicine platform KetaMD, that utilizes leading technology to provide access to safe, affordable, and potentially life-changing at-home ketamine treatments for people living with depression and related mental health conditions. Through its medical solutions, Braxia aims to reduce the illness burden of brain-based disorders, such as major depressive disorder among others. Braxia is primarily focused on (i) owning and operating multidisciplinary clinics, providing treatments in-person and virtually for mental health disorders, and (ii) research activities related to discovering and commercializing novel drugs and delivery methods. Braxia seeks to develop ketamine and derivatives and other psychedelic products from its IP development platform. Through its wholly owned subsidiary, Braxia Health (formerly the Canadian Rapid Treatment Center of Excellence Inc.), operates multidisciplinary community-based clinics offering rapid-acting treatments for depression located in Mississauga, Toronto, Kitchener-Waterloo, Ottawa, and Montreal.

ON BEHALF OF THE BOARD

“Dr. Roger S. McIntyre”
Dr. Roger S. McIntyre

Chairman & CEO

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The CSE has not reviewed and does not accept responsibility for the accuracy or adequacy of this release.

Forward-looking Information Cautionary Statement

This news release contains forward-looking statements within the meaning of applicable securities laws. All statements that are not historical facts, future estimates, plans, programs, forecasts, projections, objectives, assumptions, expectations, or beliefs of future performance are “forward-looking statements.”

Forward-looking statements include statements about the intended promise of ketamine-based treatments for depression, the potential for ketamine or other psychedelics to treat other mental health conditions, the proposed use of proceeds of the LIFE Offering and the Concurrent Placement and whether or not the Company will close additional tranches of the LIFE Offering. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results, events, or developments to be materially different from any future results, events or developments expressed or implied by such forward-looking statements. Such risks, uncertainties and other factors include, among others, the failure of ketamine, psilocybin and other psychedelics to provide the expected health benefits and unanticipated side effects, dependence on obtaining and maintaining regulatory approvals, including acquiring and renewing federal, provincial, municipal, local or other licenses engaging in activities that could be later determined to be illegal under domestic or international laws and the final terms and outcome of the transaction described in the Company’s press release dated January 27, 2023. Ketamine and psilocybin are currently Schedule I and Schedule III controlled substances, respectively, under the *Controlled Drugs and Substances Act*, S.C. 1996, c. 19 (the “CDSA”) and it is a criminal offence to possess such substances under the CDSA without a prescription or a legal exemption. Health Canada has not approved psilocybin as a drug for any indication, however ketamine is a legally permissible medication for the treatment of certain psychological conditions. It is illegal to possess such substances in Canada without a prescription.



These factors should be considered carefully, and readers are cautioned not to place undue reliance on such forward-looking statements.

Although the Company has attempted to identify important risk factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other risk factors that cause actions, events or results to differ from those anticipated, estimated or intended. Additional information identifying risks and uncertainties that could affect financial results is contained in the Company's filings with Canadian securities regulators, including the Amended and Restated Listing Statement dated April 15, 2021 and its most recent MD&A, which are available at www.sedar.com. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in forward-looking statements.