

# Red Light Holland Closes Acquisition of MiniChamp BV, Adding an Additional Established Mushroom Farm, in The Netherlands

- *MiniChamp BV specializes in home cultivation packages for mushrooms for close to 30 years*
- *Acquisition of MiniChamp BV home grow mushroom farm will immediately expand Red Light Holland's strategy of selling mushroom home grow kits via retail and on-line across Europe*
- *Red Light Holland plans to utilize MiniChamp's production farm and mass distribution relationships to over 20 EU countries and over 100 retail shops to help with the launch of Mistercap LLC Mushroom Home Grow Kits, who will be receiving marketing advisory services from the multi-platinum-selling, GRAMMY® and Golden Globe® Award-nominated recording artist Wiz Khalifa for the new MISTERCAP brand and who will leverage his social media presence to promote these legal mushroom products in Q1 2023*
- *Red Light Holland aims to produce and launch a brand-new product: Home Grow Magic Truffles' kits to sell to the adult, responsible use market in The Netherlands with the production to occur at the MiniChamp production facility, in The Netherlands*

Toronto, Ontario--(Newsfile Corp. - October 5, 2022) - Red Light Holland Corp. (CSE: TRIP) (FSE: 4YX) (OTC Pink: TRUFF) ("**Red Light Holland**" or the "**Company**"), an Ontario-based corporation engaged in the production, growth and sale of functional mushroom home grow kits in North America, and a premium brand of magic truffles to the legal, recreational market within The Netherlands, is pleased to announce that its wholly-owned subsidiary, RLH Netherlands B.V. (the "**RLH Netherlands**"), has acquired MiniChamp B.V. ("**MiniChamp**"), a home grow mushroom farm, one of The Netherlands' premiere mushroom home grow kits businesses, offering a wide variety of quality and exotic mushrooms. MiniChamps is currently a profitable business servicing consumers across 20+ European countries. The idea behind MiniChamp, much like Red Light Holland's Happy Caps home grow mushroom farm in Halifax, Nova Scotia is that everyone can grow their own mushrooms at home. Please visit [www.MiniChamp.nl](http://www.MiniChamp.nl) for more information.

The transaction is immediately revenue accretive, and the Company will aggressively pursue additional revenue growth opportunities, including introducing MiniChamp's products to hundreds of more retail shops via SR Wholesale, RLH Netherlands' wholly-owned wholesale company, which has established a distribution network to over hundreds of retail shops that sell products across Europe. MiniChamp's founder, CEO, Jan Koot (the "**Vendor**") brings a wealth of growing expertise as he has operated one of The Netherlands' biggest mushroom farms called FreshChamp and his 'know how' will be invaluable for Red Light Holland's broader and future operations, including immediately developing Magic Truffles Home grow kits for the legal Netherlands market. Additionally, this expertise can be relied upon as the Company considers introducing functional mushroom products in the future. Mr. Koot has agreed to an initial services agreement until Jan 1, 2025. Finally, the MiniChamp's product suite will serve as a strong platform to launch grow-at-home products across Europe of varying species and strains, including psilocybin mushrooms in the future, if and when regulations permit.

"This is a great day for Red Light Holland shareholders! One main goal with this strategic acquisition of MiniChamp is the future production of Mistercap's home grow mushroom kits, who will be receiving marketing advisory services from Wiz Khalifa, as he plans on leveraging his social media presence to

promote these legal mushroom products. We now own an operating and experienced producer, distributor and an online store for mushroom home grow kits in Europe, from which Red Light can easily roll out Mistercap LLC products. As many know, we own a majority stake in Happy Caps grow-at-home mushroom farm in Halifax, where we continue to learn about the popularity of these unique consumer items, which have increased sales year over year. Through this experience, we have learned that people truly love to grow their own variety of mushrooms. They are healthy, they are affordable, they are a wonderfully unique experience; and most importantly in the Netherlands - we can immediately work on producing 'grow at home Magic Truffles kits!' I know I can't wait to try one," said Todd Shapiro, CEO and Director of Red Light Holland. "As I've made clear in the past, we are planning for and believe in an entire world where one day adults may legally have affordable and equitable access to naturally-occurring psilocybin, and much like Cannabis here in Canada, which permits adults to cultivate up to 4 cannabis plants per household, we hope one day adults will be able to grow magic mushrooms at home for responsible, personal use and potentially approved natural-occurring medicinal use. In the meantime, we will collect and build on adding customer and retailer lists, so we can instantly reach out for future distribution of psilocybin home grow products, if and when that day happens, while we focus on brand growth and immediate revenues via legal mushroom grow-at-home kits across North America and now Europe; as well as, magic truffles home grow kits in The Netherlands. We are proud of our creative and focused strategy," added Mr. Shapiro.

### **Acquisition Terms:**

The Acquisition was completed pursuant to the terms of the definitive agreement (the "**Acquisition Agreement**") dated October 4th, 2022, pursuant to which Red Light Holland acquired 100% of the issued and outstanding shares of MiniChamp for €625,000. The consideration was comprised of €550,000 cash and 981,466 common shares of the Company (the "**Red Light Shares**"), with a deemed price of \$0.1009 per Red Light Share, being the 10-day volume weighted average price of the Red Light Shares on the Canadian Securities Exchange immediately prior to the closing of the Acquisition. The Acquisition Agreement provides for up to €100,000 of earn out payments to be made to the Vendor subject to reaching certain sales milestones. The Red Light Shares issued as consideration will be subject to a contractual hold period of two years from the date of closing, with 25% released every six months.

Red Light Holland and The MISTERCAP brand is committed to creating educational and responsible use messaging in relation to the use of any products made available by the brand. Red Light Holland and Mistercap LLC will share further details on the MISTERCAP products in both North America and in Europe, team, and vision in the weeks to come. MISTERCAP products will be intended to help promote a healthy lifestyle. No MISTERCAP and/or Red Light Holland products are intended to treat or cure any medical conditions and are in no event a substitute for professional medical care. No statements made by Red Light Holland, Mistercap LLC or Wiz Khalifa have been evaluated by the United States Food and Drug Administration or any other similar body of another jurisdiction, and are in no event a substitute for professional medical care. Red Light Holland, Mistercap LLC and Wiz Khalifa encourage all consumers to speak with their doctors and professional medical advisors for any solutions that may be appropriate for each person individually.

### **About MiniChamp B.V.:**

MiniChamp BV, located in Horst, The Netherlands has been around for about 30 years and has grown into the specialist in the field of home cultivation packages for mushrooms. The idea behind MiniChamp is that everyone can grow their own mushrooms at home. It can't get any fresher and everyone can do it. With relationships to over 100 retail shops in 20+ countries across Europe, customers are also introduced to the cultivation method in an instructive way. Mushrooms are a healthy food and various types can even serve as a meat substitute, such as shiitake and oyster mushrooms. MiniChamp also includes various tasty preparation methods under the heading recipes. All MiniChamp's products are available as organic. MiniChamp BV is Skal certified.

Website: [www.MiniChamp.nl](http://www.MiniChamp.nl)

## **About MISTERCAP:**

MISTERCAP is a mushroom wellness brand founded in 2022 to create innovative functional mushroom wellness products and is affiliated with multi-platinum-selling, GRAMMY® and Golden Globe® Award-nominated recording artist Wiz Khalifa, who provides marketing advisory services to the company. More information will be made available in the coming weeks on MISTERCAP.COM and INSTAGRAM.COM/MISTERCAP.

## **About Red Light Holland:**

The company is an Ontario-based corporation that specializes in the mushroom industry, and specifically home grow kits for functional natural mushrooms, while being engaged in the production, growth and sale (through existing Smart Shops operators and an advanced e-commerce platform) of premium brands of magic truffles to the legal, recreational market within the Netherlands, in accordance with the highest standards, in compliance with all applicable laws.

## **For additional information:**

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## **Forward-Looking Statements**

### *Forward-Looking Statements*

*This news release contains "forward-looking statements" within the meaning of applicable securities laws. All statements contained herein that are not clearly historical in nature may constitute forward-looking statements. Generally, such forward-looking information or forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or may contain statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "will continue", "will occur" or "will be achieved". The forward-looking information and forward-looking statements contained herein include, but are not limited to, statements regarding: the Company completing the acquisitions upon the terms and timelines disclosed herein; the Company updating and producing the Mistercap's Mushroom home growkits across Europe and future magic truffle home growkits in The Netherlands upon the terms and timelines disclosed herein; the Company's plans to utilize MiniChamp's production farms and distribution relationships to help launch MisterCap's Mushroom home growkits; MisterCap's Mushroom home growkits receiving marketing advisory and social media promotional services from Wiz Khalifa; the Company's plans to produce and launch its home growmagic truffle kits and its production to occur at the MiniChamp facility; the Company gaining and utilizing synergies from the acquisitions; the plans and goals of the Company; future product offerings of the Company; the timelines and markets associated with launching products; the future educational, marketing and advertising campaigns of the Company; and future changes in legislation and the regulations surrounding, among other things, the ability to sell the Company's products in new markets.*

*Forward-looking information in this news release are based on certain assumptions and expected future events, namely: the Company completing the acquisitions upon the terms and timelines disclosed herein; the Company gaining and utilizing synergies from the acquisitions; the Company*

meeting its future business plan targets; continued approval of the Company's activities by the relevant governmental and/or regulatory authorities; the continued growth of the Company; the Company meeting their anticipated timeline and process for growth, sales, production and commercialization; the Company's products being safe and providing their anticipated benefits; the Company fulfilling its future plans and goals; future product offerings of the Company succeeding; the Company, launching future educational, marketing and advertising campaigns; the Company's revenues will continue to grow; additional jurisdictions permitting sales of the brand's products in the future; future changes in legislation and the regulations not impacting the Company's ability to fulfill its plans and goals, including the ability to sell the Company's products in newmarkets; the Company will update and produce the Mistercap's Mushroom home growkits for sale across Europe and future magic truffle home growkits in The Netherlands upon the terms and timelines disclosed herein; the Company will utilize MiniChamp's production farms and distribution relationships to help launch MisterCap's Mushroom home growkits; MisterCap's Mushroom home growkits will receive marketing advisory and social media promotional services from Wiz Khalifa; the Company will produce and launch its home growmagic truffle kits and its production will occur at the MiniChamp facility; the Company gaining and utilizing synergies from the acquisitions; the plans and goals of the Company; future product offerings of the Company; the timelines and markets associated with launching products; the future educational, marketing and advertising campaigns of the Company; and future changes in legislation and the regulations surrounding, among other things, the ability to sell the Company's products in newmarkets.

These statements involve known and unknown risks, uncertainties and other factors, which may cause actual results, performance or achievements to differ materially from those expressed or implied by such statements, including but not limited to: the Company will not complete the acquisitions upon the terms and timelines disclosed herein or at all; the Company will be unable to update and/or produce Mistercaps LLC home growkits and/or be unable to create the MiniChamp BV brand upon the terms and timelines disclosed herein or at all; the Company being unable to gain or utilize synergies from the acquisitions; expectations regarding future growth, expansion, production, sales and commercialization of the operations of the business; regulatory and licensing risks; changes in general economic, business and political conditions, including changes in the financial and stock markets; risks related to infectious diseases, including the impacts of the COVID-19 pandemic; legal and regulatory risks inherent in the industry, including the global regulatory landscape and enforcement related to the brand's products; political risks and risks relating to regulatory change; risks relating to anti-money laundering laws; compliance with extensive government regulation and the interpretation of various laws regulations and policies; public opinion and perception of the industry; risk that the Company's products will be unsafe for personal consumption and/or not provide their anticipated benefits; risk that there may not be continued demand for the Company's products and/or demand will plateau; risk that the Company may be unable to fulfill its future plans and goals; risk that the MiniChamp BV brand and/or the product offered under the brand will be unsuccessful and will not sell; risk that the Company will be unable to offer product under the MiniChamp BV brand; risk that the Company will be unable to utilize MiniChamp's production farms and distribution relationships to help launch MisterCap's Mushroom home growkits; risk that MisterCap's Mushroom home growkits will not receive marketing advisory and social media promotional services from Wiz Khalifa; risk that the Company will not produce and launch its home growmagic truffle kits and its production will occur at the MiniChamp facility; risks surrounding future educational, marketing and advertising campaigns of the Company; risk that the Company will be unable to increase revenues; risks surrounding additional jurisdictions not permitting sales of the brand's products in the future; risk of future changes to regulations surrounding the brand's products and/or to the Company's business which may hinder the ability of the Company to attain its goals and/or pursue its plans and/or sell its products in additional markets; and such other risks contained in the public filings of the Company filed with Canadian securities regulators and available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

*Although the Company believes that the assumptions and factors used in preparing, and the expectations contained in, the forward-looking information and statements are reasonable, undue reliance should not be placed on such information and statements, and no assurance or guarantee can be given that such forward-looking information and statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information and statements. The forward-looking information and forward-looking statements contained in this press release are made as of the date of this press release, and the Company does not undertake to update any forward-looking information and/or forward-looking statements that are contained or referenced herein, except in accordance with applicable securities laws.*

*Readers are cautioned that the foregoing list is not exhaustive. Readers are further cautioned not to place undue reliance on forward-looking statements, as there can be no assurance that the plans, intentions, or expectations upon which they are placed will occur. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated.*

*Forward-looking statements contained in this news release are expressly qualified by this cautionary statement and reflect the Company's expectations as of the date hereof and are subject to change thereafter. The Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, estimates or opinions, future events, or results or otherwise or to explain any material difference between subsequent actual events and such forward-looking information, except as required by applicable law.*



**RED LIGHT HOLLAND**

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