

ASX ANNOUNCEMENT

PSYCHEDELIC JOINT VENTURE FORMED WITH PHARMALA BIOTECH



CORTEXA TO BE A LEADING SUPPLIER OF BOTH MDMA AND PSILOCYBIN IN AUSTRALIA

HIGHLIGHTS

- Vitura Health and Canadian-based PharmAla Biotech (CSE:MDMA) have established a 50:50 joint venture, called Cortexa, which aims to become the leading supplier of psychedelics for research and therapeutic use in Australia
- On 3 February 2023, the Therapeutic Goods Administration (TGA) announced that, as from 1 July 2023, it will permit the prescribing of MDMA for the treatment of post-traumatic stress disorder and Psilocybin for treatment-resistant depression under the Authorised Prescriber scheme ¹
- Cortexa will capitalise on the market-leading distribution and industry relationships of Vitura Health and the proven GMP manufacturing technologies of PharmAla Biotech
- Cortexa will generate revenues from the outset, with all sale orders for MDMA and Psilocybin by PharmAla for supply into Australia being transferred to Cortexa
- Cortexa will have exclusive rights to purchase both GMP MDMA and GMP Psilocybin from PharmAla for distribution in Australia (**Products**)
- PharmAla is expected to become the first company in the world able to supply both GMP MDMA and Psilocybin ready for prescription use in Australia
- Cortexa will be the exclusive licence holder for PharmAla's owned and licensed manufacturing technology and intellectual property (IP) assets relating to MDMA in Australia to enable onshore MDMA manufacturing
- Cortexa is also anticipated to be the exclusive licence holder for PharmAla's licensed manufacturing technology and IP assets relating to Psilocybin in Australia to also enable onshore Psilocybin manufacturing

¹ The announcement is available on TGA's website at:

www.tga.gov.au/products/unapproved-therapeutic-goods/mdma-and-psilocybin



2 MAY 2023

Melbourne, Australia – Vitura Health Limited (ASX: VIT) (**Vitura and Company**) is pleased to announce the establishment of a 50:50 joint venture, Cortexa, with Canadian-based PharmAla Biotech Holdings Inc. (CSE: MDMA) (**PharmAla**), a biotechnology company focused on the research, development and manufacture of MDXX class molecules (including MDMA). PharmAla is expected to become the first company in the world able to supply both MDMA and Psilocybin that meet an acceptable standard of good manufacturing practice (**GMP**) and ready for prescription use in Australia.

Following the execution of a letter of intent between Vitura and PharmAla in late February, the parties have executed definitive agreements (**Agreements**) including for the establishment of an incorporated joint venture vehicle, Cortexa Pty Ltd (**Cortexa**), which is owned equally by Vitura and PharmAla, via a joint venture agreement between Cortexa, Vitura and PharmAla (**JV Agreement**).

PharmAla's MDMA and Psilocybin products (**Products**) are already being supplied to numerous Australian clinical trials. Under the terms of the Agreements, the benefit of any sale orders for the Products received by PharmAla to be supplied into Australia from the date of signing the letter of intent in February have been transferred to Cortexa, ensuring that the joint venture will generate revenues from the outset.

Cortexa is an Australian company, jointly owned by Vitura and PharmAla and will have equal board representation. Supported by domestic distribution provided by Vitura, Cortexa will be able to provide Products for both clinical use to be prescribed by Authorised Prescribers² and to clinical trials undertaken by academic and commercial researchers.

As PharmAla has already completed manufacturing batches of the Products, Products are now available to Cortexa for import into Australia for supply to medical practitioners under the TGA's Authorised Prescriber scheme once the changes come into effect on 1 July 2023. Furthermore, it is anticipated that Cortexa will receive a licence to PharmAla's manufacturing technology and intellectual property, allowing for the efficient manufacturing of MDMA and Psilocybin in Australia under GMP conditions.

Initially, all Products will be imported from Canada, however, Cortexa's exclusive licence to PharmAla's owned and licensed manufacturing technology and IP relating to MDMA and Cortexa's anticipated exclusive licence to PharmAla's licensed manufacturing technology and IP relating to Psilocybin provides Cortexa with the optionality to partner with a local contract manufacturer to produce GMP MDMA and Psilocybin in Australia. Pursuant to the agreed terms of Cortexa's licence to PharmAla's owned and licensed manufacturing technology and IP, Cortexa will pay PharmAla a licence fee of \$250,000 per annum for three years on and from the date the joint venture is unconditional. Cortexa will also pay PharmAla a royalty equal to 5% of the net profit generated by Cortexa.

The joint venture is conditional on (among other things):

- Vitura being satisfied that PharmAla has, either directly or under license, all necessary manufacturing technology and IP to allow Cortexa to utilise, sub-licence and commercialise such IP for the manufacture, marketing, sale and distribution of GMP Psilocybin products in Australia; and

² Refer to TGA's Authorised Prescriber scheme available at:

www.tga.gov.au/resources/resource/guidance/authorised-prescriber-scheme for further information



- the parties receiving any requisite regulatory approvals and permits from the relevant governmental agencies and third parties.

A break fee of \$500,000 will be payable by PharmAla where Vitura terminates the JV Agreement due certain breaches of the Agreements by PharmAla (and vice versa).

In order to provide Cortexa with sufficient working capital in its initial stage of development, Vitura has agreed to advance loan funds to Cortexa of up to \$2,200,000 at an interest rate equal to the official cash rate +5% per annum, should they be required. Vitura will advance any such loan funds to Cortexa from its cash reserves.

In announcing the Joint Venture, Vitura CEO, Rodney Cocks, said:

“We are very pleased to be forming this JV with Nick Kadysh and his highly experienced PharmAla team. Vitura is proud that one of the world’s leading players in the Psychedelic space has joined forces with us with the objective to establish Cortexa as the leading MDMA and Psilocybin supplier in the Australian market. We are looking forward to working with the PharmAla team to bring a number of new, GMP manufactured treatment options to market at a time when major changes have been made to patient access to Psychedelics in Australia.”

Nick Kadysh, CEO of PharmAla Biotech, said:

“In seeking a partner to become the market leading supplier of GMP manufactured MDMA and Psilocybin in Australia, we looked far and wide. We spoke to half a dozen entities in Australia, seeking not only an organization with excellent relationships with regulators and good capitalization, but a real reputation for operational excellence. On every metric, Rodney Cocks, Guy Headley and Vitura have exceeded our expectations. We consider ourselves very lucky to have them as a partner and look forward to great success in the Australian market over the coming years – both for Cortexa, and more importantly, for patients accessing Psychedelics in Australia.”

For further information, please visit www.cortexa.com.au

** ENDS **



About PharmAla Biotech Holdings Inc.

PharmAla Biotech Holdings Inc. (CSE: MDMA) is a biotechnology company focused on the research, development, and manufacturing of MDXX class molecules, including MDMA. PharmAla was founded with a dual focus: alleviating the global backlog of generic, clinical-grade MDMA to enable clinical trials, and to develop novel drugs in the same class. PharmAla is the first publicly-traded company to manufacture clinical-grade MDMA. PharmAla's research and development unit has completed proof-of-concept research into ALA-002, PharmAla's lead drug candidate. PharmAla is a "regulatory first" organization, formed under the principle that true success in the psychedelics industry will only be achieved through excellent relationships with regulators.

For more information on PharmAla, please visit www.PharmAla.ca, where you can sign up to receive regular new updates.

About Vitura Health Limited

Vitura Health Limited (formerly Cronos Australia Limited) is listed on the ASX.

- The Company's wholly owned subsidiary, CDA Health Pty Ltd, operates the following businesses:
 - Burleigh Heads Cannabis - operates the market leading prescriber, patient, pharmacy and supplier online platform, CanView, which sells and distributes 230+ product SKUs within Australia from over 30 international and domestic medicinal cannabis producers
 - CDA Clinics - undertakes nationwide telehealth consultations with patients seeking access to medicinal cannabis
- The Company owns 75.5% of Cannadoc Health Pty Ltd, a medicinal cannabis clinic business that undertakes nationwide telehealth consultations with patients seeking access to medicinal cannabis.
- See:
 - www.vitura.com.au
 - www.canview.com.au
 - www.cdaclinics.com.au
 - www.burleighheadscannabis.com
 - www.cannadoc.com.au

Authorised by

Rodney Cocks, Chief Executive Officer and Executive Director

Contact

Vitura Health Limited

Rodney Cocks
Chief Executive Officer and Executive Director
1300 799 491
info@vitura.com.au

Media enquiries

Tim Fogarty
The Civic Partnership
+61 400 179 075
tim.fogarty@civicpartners.com.au

Forward-looking statements

This announcement includes forward-looking statements which may be identified by words such as 'anticipates', 'believes', 'expects', 'intends', 'may', 'will', 'could', or 'should' and other similar words that involve risks and uncertainties. These forward-looking statements are based on the Company's expectations and beliefs concerning future events as at the date of this announcement. Forward-looking statements are necessarily subject to risks, uncertainties and other factors, many of which are outside the control of the Company, which could cause actual results to differ materially from such statements. The Company makes no undertaking to update or revise the forward-looking statements made in this announcement to reflect any change in circumstances or events after the date of this announcement.