

## CELLY NUTRITION ANNOUNCES RSU GRANTS AND CONVERSION OF RSUS

**Toronto, ON – February 7, 2025** – Celly Nutrition Corp. (the “**Company**” or “**Celly**”), has granted 112,000,000 restricted share units (“**RSUs**”) representing the right to receive 112,000,000 common shares in the capital of the Company (each, a “**Share**”), vesting upon specific milestones, to certain eligible persons of the Company. The terms of the RSUs granted are in accordance with the Company’s equity incentive plan adopted and ratified by the Company’s shareholders by written consent on September 22, 2023.

### **Related Party Transactions:**

As related parties of the Company received RSUs, the grant is considered a related party transaction for the purposes of Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). The participation of the related parties of the Company are exempt from the formal valuation and minority shareholder approval requirements provided under MI 61-101 in accordance with sections 5.5(a) and 5.7(1)(a) of MI 61-101. The Company is relying on an exemption from the formal valuation requirements of MI 61-101 available because the fair market value of the RSUs granted to the related parties does not exceed 25% of the Company’s market capitalization, as determined in accordance with MI 61-101. The Company did not file a material change report related to the RSU grant more than 21 days before the grant as required by MI 61-101 but believes that this shorter period is reasonable and necessary in the circumstances.

The RSUs granted will be subject to a four-month and one day statutory hold period in accordance with applicable securities laws. The RSUs granted have not been, and will not be, registered under the United States 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 requirement 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, such securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

### **Early Warning Disclosure**

Gerard David (the “**Mr. David**”) will file an early warning report in accordance with National Instrument 62-104 Take-Over Bids and Issuer Bids (“**NI 62-104**”) and National Instrument 62-103 The Early Warning System and Related Take-Over Bid and Insider Reporting Issues (“**NI 62-103**”). David Family Trust Dated September 19, 2017 (“**David Family Trust**”), of which Mr. David is a trustee, acquired 46,523,076 Shares upon exercise of 46,523,076 RSUs. David Family Trust and Mr. David may be considered joint actors.

Prior to the transactions above, Mr. David together with David Family Trust, owned and controlled a total of 28,800,000 Shares, 3,000,000 options and 46,523,076 RSUs which represented approximately 4.28% of the then outstanding Shares on an undiluted basis and 10.85% on a partially diluted basis, assuming the exercise of the 3,000,000 options and 46,523,076 RSUs held by Mr. David.

As a result of the transactions, Mr. David together with David Family Trust, now owns and controls a total of 75,323,076 Shares and 3,000,000 options, representing approximately 10.48% of the outstanding Shares on an undiluted basis and 10.85% on a partially diluted basis, assuming the exercise of the 3,000,000 options held by Mr. David.

Mr. David and David Family Trust holds its Shares as part of a strategic investment in the Company. Mr. David intends to review its holdings in the Company on a continuing basis and may purchase or sell Shares

in the future, either on the open market or in private transactions, in each case, depending on a number of factors. Mr. David may formulate other purposes, plans or proposals regarding the Company or any of its securities or may change its intention with respect to any and all matters.

Dr. Lakshmi Kotra (the “**Dr. Kotra**”) will file an early warning report in accordance with NI 62-104 and NI 62-103. ILace Therapeutics International, Inc. (“**ILace**”) which Dr. Kotra beneficially owns and controls, received 35,000,000 RSUs. Dr. Kotra, ILace and Kotra Trust, which Dr. Kotra is a trustee, may be considered joint actors.

Prior to the transactions above, Dr. Kotra together with ILace and Kotra Trust, owned and controlled a total of 40,046,445 Shares, and 3,000,000 options which represented approximately 5.96% of the then outstanding Shares on an undiluted basis and 6.37% on a partially diluted basis, assuming the exercise of the 3,000,000 options held by Dr. Kotra.

As a result of the transactions, Dr. Kotra together with ILace and Kotra Trust, now owns and controls a total of 40,046,445 Shares, 3,000,000 options and 35,000,000 RSUs, representing approximately 5.57% of the outstanding Shares on an undiluted basis and 10.31% on a partially diluted basis, assuming the exercise of the 3,000,000 options held by Dr. Kotra and the 35,000,000 RSUs held by ILace.

Dr. Kotra together with ILace and Kotra Trust holds the Shares as part of a strategic investment in the Company. Dr. Kotra intends to review its holdings in the Company on a continuing basis and may purchase or sell Shares in the future, either on the open market or in private transactions, in each case, depending on a number of factors. Dr. Kotra may formulate other purposes, plans or proposals regarding the Company or any of its securities or may change its intention with respect to any and all matters.

This news release is issued pursuant to National Instrument 62-103 – *The Early Warning System and Related Take-Over Bid and Insider Reporting Issuers*, which also requires a report to be filed with the applicable securities commissions or similar regulatory authorities in Canada, which report will contain additional information with respect to the foregoing matters (the “**Early Warning Reports**”). Copies of the respective Early Warning Reports that will be filed by the Insiders may be obtained on the Company’s SEDAR+ profile or by contacting Shimmy Posen at (416) 869-1234.

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