

SWEET EARTH ANNOUNCES BINDING LETTER OF INTENT FOR BUSINESS COMBINATION TRANSACTION WITH EXCITING PEPTIDE AND LONGEVITY SOLUTIONS COMPANY

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Vancouver, British Columbia (March 4th, 2025) – **Sweet Earth Holdings Corporation (CSE: SE) (FSE:1KZ1) (OTCQB: SEHCF)** (“**Sweet Earth**” or the “**Company**”) is pleased to announce that it has entered into a binding letter of intent (“**LOI**”) dated February 27, 2025 with Vesalius Longevity Labs (Canada) Inc. (“**Vesalius**”) and Vesalius Longevity Labs (SPV) Inc. (“**SPV**”) under which the Company, SPV and Vesalius will combine their respective businesses by way of a share exchange, merger, amalgamation, plan of arrangement or such other similar form of transaction (the “**Transaction**”). The parties intend to negotiate and execute a definitive agreement (the “**Definitive Agreement**”) respecting the Transaction. The Transaction shall result in a reverse takeover (“**RTO**”) of the Company by Vesalius and SPV and shall constitute a fundamental change, as defined by the policies of the Canadian Securities Exchange (“**CSE**”). Upon completion of the Transaction, the resulting entity (the “**Resulting Issuer**”) will continue to carry on the business of Vesalius.

Summary of the Transaction

The purpose of the LOI is to reflect the desire of each party to effect an RTO pursuant to which the Company plans to issue 1 common share in the capital of the Company (each a “**Sweet Earth Share**”) for each 2 of the issued and outstanding common shares in the capital of Vesalius (each a “**Vesalius Share**”) and to issue 1 Sweet Earth Share for each common share in the capital of SPV (each a “**SPV Share**”) outstanding by way of a share exchange, merger, amalgamation, plan of arrangement or such other comparable form as determined by the parties following a review of all relevant tax, corporate and securities law considerations and a due diligence review. It is anticipated that upon closing of the Transaction (“**Closing**”), the former shareholders of Vesalius and SPV will beneficially own, or exercise control or direction over approximately 82.5% of the common shares of the Resulting Issuer (“**Resulting Issuer Shares**”) on a non-diluted basis and after giving effect to the SPV Concurrent Financing (as described below). The Transaction constitutes an arms’ length transaction.

The Transaction is subject to a number of conditions including, but not limited to:

- a) the execution of the Definitive Agreement;
- b) requisite shareholder approval of Sweet Earth;
- c) review and approval of the CSE and all other regulatory bodies having jurisdiction in connection with the Transaction;
- d) the SPV Concurrent Financing (as defined herein) shall have closed, or shall close concurrently with Closing; and
- e) completion of mutually satisfactory due diligence investigations of the parties.

Concurrent Financing

In connection with and as a condition of the Transaction, SPV will complete a non-brokered private placement of SPV Shares at a price of US \$0.50 per SPV Share for gross proceeds of not less than CAD \$10,000,000, including the proceeds of the SPV placement closed prior to this announcement (the “**SPV Concurrent Financing**”).

In support of the Transaction, management, the board of directors of the Resulting Issuer, and strategic shareholders have committed to invest approximately half of the \$10,000,000 SPV Concurrent Financing.

Name Change

Upon or concurrently with the completion of the Transaction, the Resulting Issuer will change its name to “Vesalius Longevity Labs”, or such other similar name as may be accepted by the relevant regulatory authorities and approved by the board of directors of the Resulting Issuer.

Resulting Issuer Board, Management, and Advisers

On Closing, the current directors of the Company will resign their respective positions, and the board shall be reconstituted to Kevin Rabbitt, HRH Prince Khaled bin Alwaleed Al Saud, Ahmed Alkhoshaibi, Mark Patricof, Joel Leonoff, Richard Serbin, and Bob McCue. The management of the Resulting Issuer is anticipated to consist of Kevin Rabbitt, Chief Executive Officer, Christopher R. Cooper, Chief Financial Officer and Corporate Secretary, Timmi Stump, Chief Commercial Officer and Shannon Loudon, Chief Product Officer.

Board of Directors

Kevin Rabbitt Chief Executive Officer, Director

Kevin Rabbitt previously was CEO and Board Director at Hornblower Group, a global experiential travel leader serving 20 million annual guests, operating in over 100 countries under the brands of Journey Beyond, City Cruises, Walks, and Venture Ashore. Hornblower was owned by Crestview Partners.

Prior to Hornblower Rabbitt was Chairman, CEO, and Board Director at NEP Group, the global leader in technical broadcast and live event production focused on sports and entertainment, providing engineering and complex technical solutions to leading media companies. American Securities Capital Partners brought Rabbitt in as CEO. During Rabbitt’s tenure, the business was sold to Crestview Partners and ultimately to Carlyle Group.

Earlier CEO roles included 3 Day Blinds, a leading manufacturer and retailer of custom window coverings owned by TPG; and Global Experience Specialists (GES), a global face-to-face events and tradeshow services company, at the time the largest division of Viad, a NYSE publicly listed company.

Additionally, Rabbitt serves as an Operating Executive for Crestview Partners supporting portfolio companies in Board Director roles. Current Director roles include Congruex and OneMagnify. Prior Director roles included TenCate Grass, FC3, Hornblower, and Viad Corp.

Rabbitt holds an MBA from the Harvard Business School, and a BA from Rice University. While at Rice, Rabbitt was captain and point guard for the Men’s Basketball team.

HRH Prince Khaled bin Alwaleed Al Saud

As a figure of business, technology enthusiast, and investor, HRH Prince Khaled bin Alwaleed bin Talal Al Saud is a firm proponent of clean energy, healthy living, and a motivated voice for entrepreneurship.

A member of the Saudi Arabian royal family, Prince Khaled was born in California and spent his youth in Riyadh under the mentorship of his father, philanthropist HRH Prince Alwaleed bin Talal Al Saud, Chairman and founder of Kingdom Holding Company.

Today, with holdings on three continents, Prince Khaled stands at the gateway between the Middle East's evolving economies and the Western world.

As a venture capitalist who views nascent and emerging technologies as the path to alleviating many of today's pressing global issues, Prince Khaled's sector agnostic investments in technology span several different disciplines including fintech, AgTech, food technology, B2B SaaS, aviation and transportation technologies, energy technology, biotechnology, entertainment and broadcast technologies, and more.

The founder and Chief Executive Officer of KBW Ventures, Prince Khaled works across several tiers and levels of the business. In the real estate and property markets, Prince Khaled serves as Executive Vice Chairman and co-founder of Arada, a UAE-based development company.

Ahmed Alkhoshaibi

Ahmed Alkhoshaibi is the Group Chief Executive Officer of KBW Investments, and the Chief Executive Officer of ARADA, Arada is a privately held property development company, based in the United Arab Emirates, with an initial focus on the emirate of Sharjah.

The company was founded in 2017 by Sheikh Sultan bin Ahmed Al Qasimi, chairman of Basma Group, and Prince Khaled bin Alwaleed bin Talal Al Saud.

Prior to the formation of KBW Investments, as a serial entrepreneur, Alkhoshaibi founded, managed, and orchestrated several profitable exits in a number of industries with operations that varied in size and scale. With practical leadership and executive experience across a number of sectors, Alkhoshaibi's educational background includes a degree in business finance together with an executive MBA.

Richard Serbin

Richard Serbin was Chief FDA Counsel at Revlon Corporation, and Chief FDA for Johnson & Johnson Corporation. He was also Vice President of Corporate Development at Johnson & Johnson and sat on the Board of Directors of sixteen of its domestic and international operating companies including its companies involved in biotechnology, dermatology, female health, veterinary medicine, photodynamic therapy, wound care, artificial heart valves, surgical and consumer products.

Richard is a global strategy advisors and entrepreneur with credentials in both pharmacy and law, complemented by more than 40 years of service as an FDA Regulatory Attorney, and Patent Attorney in the healthcare industry. Mr. Serbin is an expert in licensing healthcare products and technologies in both the domestic and international markets.

He serves as Managing Director of Platform Health Ventures, a healthcare strategic and tactical consulting group. He served as President of Bradley Pharmaceuticals; Chief Operating Officer of the Gorlin Companies; Co-founder of Radius Scientific (sold to Pearson Plc); President of Advanced Therapeutics Communications; President of Professional Post Graduate Service; Vice President of Physician World Communications; President of Medication Service; Co-founder and President of Bio-Imaging Technologies (Sold to Covance); Co-Founder of Optigenex; President of Oxford Market Research; and, Executive Vice President of Kimberly Quality Care.

He has been a member of private and public Boards of Directors including: Co Diagnostics (Chairman of the Compensation Committee; Mountainside Hospital; Bio-Imaging Technologies (licensed technology from NASA LANDSAT program); DemeRx (Chairman of the Board); Gilrose (Chairman of the Board; and Seaweed Bio-Technology.

Joel Leonoff

Joel Leonoff is a seasoned technology entrepreneur and executive with over 30 years of experience in scaling and managing high-growth technology companies, particularly in the global electronic commerce and payment sectors. He is currently the CEO and Chairman of KORT Payments.

He is best known as the co-founder of Paysafe Group, a leading global payments provider. Under his leadership, the company grew rapidly, becoming one of the most significant players in the digital payments industry. In late 2017, the company was acquired in a landmark privatization deal by Blackstone and CVC Capital Partners for approximately \$4 billion.

Joel's career has been marked by a focus on creating value through innovation, strategic acquisitions, and organic growth. His leadership resulted in significant expansion and the integration of various payment technologies, making it a preferred platform for merchants worldwide.

Mark Patricof

Mark is an accomplished media executive and seasoned investment banker with extensive leadership and operational experience in the finance, entertainment, technology, and sports industries.

In 2018 Mark founded Patricof Co (P/Co), a highly differentiated direct investing platform leveraging the unique talents of professional athletes to drive enhanced performance. The firm was founded to capitalize on the opportunity to address a significant unmet need in the market by providing high caliber advice and services to support elite professional athletes as they increasingly become involved in private market investments. Through the deep relationships formed through its advisory business, P/Co was able to create a highly differentiated and proprietary direct investment strategy. The strategic value-add of P/Co's athlete clients grants the firm access to off-market deals led by top-performing private equity funds and allows the firm to uniquely support the growth of its portfolio companies. The firm's initial focus has been on late-stage growth and buyout transactions in consumer-facing businesses with strong brands.

Prior to founding P/Co, Mark served as a Managing Director and TMT Group Head at investment bank Houlihan Lokey. Notable transactions while there include the sale of Gawker Media to Univision and the sale of Webster Hall to AEG Presents and BSE Global. Mark has also founded or held senior roles at high-level institutions including Media and Entertainment Strategy Advisors (MESA), MESA Ventures, Rockwell Group, and <kpe>.

Mark began his career at CAA. Mark received a BA from Emory University.

Bob McCue

Robert McCue retired from Bennet Jones as a partner to focus solely on entrepreneurial ventures, Prior to Bennet Jones Bob was a partner in the tax department of another prominent Canadian law firm.

Bob focused on tax litigation and dispute resolution, corporate structures and strategic planning. A significant component of his practice included transactional and opinion work on domestic and cross-border matters, the sale or reorganization of publicly traded and private entities, financings, limited partnerships, and scientific research and experimental development.

Bob received his B.A., M.B.A. and LL.B., with distinction, from the University of Alberta. He was called to the bar in Alberta (1993) and British Columbia (1986).

In addition to the board and officers, Vesalius has assembled a formidable Special Advisory Board including:

Gary Brecka - 'The Ultimate Human'

Gary Brecka stands as a visionary founder and the driving force behind The Ultimate Human, where he leverages over two decades of experience as a human biologist and biohacker to enhance human longevity and performance.

Gary's influence extends into the realm of digital media, where he hosts a top podcast in longevity. His insights and transformative health strategies have earned him acclaim from prominent figures such as Joe Rogan, Mark Zuckerberg and Dana White of the UFC. Furthermore, Gary is an active member of the Make America Healthy Again initiative, collaborating closely with other experts under the guidance of Robert F Kennedy to promote national health improvement in the United States of America.

Ben Greenfield - Wellness Entrepreneur and Biohacking Pioneer

Ben Greenfield is a prominent health consultant, entrepreneur, and bestselling author who brings a dynamic mix of performance science, holistic health, and entrepreneurial acumen to the wellness industry. With over 20 years of experience.

Ben has been voted by the NSCA as America's top Personal Trainer and named as one of the top 100 Most Influential People In Health And Fitness. Ben has also appeared in and been a contributor to Forbes, Men's Health, Fox News, and has been featured in WebMD, Men's Fitness, NBC, Fox, CBS Sports, Outside Magazine, and beyond.

Chris Bumstead - Titan of Fitness and Business Acumen

Chris Bumstead, universally celebrated as 'Cbum,' stands as a colossus in the world of fitness and entrepreneurial success. Crowned the undisputed Classic Physique Mr. Olympia 6 times, his reign at the pinnacle of the sport is not just a testament to his physical prowess but also to his strategic mindset, which has propelled him to celebrity status.

On social media, Chris commands an army of over 25 million dedicated followers on Instagram alone, where his handle 'Cbum' has become synonymous with inspirational content, workout tips, and a transparent glimpse into the life of a champion.

His social media influence extends far beyond typical fitness advice; it's a powerful platform for brand partnerships and influential endorsements, making him one of the most sought-after figures in the fitness industry.

George Kittle- NFL Superstar and Entrepreneurial Visionary

George Kittle is a professional football player for the San Francisco 49ers, widely regarded as one of the NFL's premier tight ends. Known for his exceptional athleticism, tenacity, and leadership, Kittle has redefined the role of a tight end in modern football, becoming a cornerstone of the 49ers' offense since being drafted in 2017.

George is also an active philanthropist and brand ambassador, working with companies and causes that reflect his commitment to excellence, community, and personal growth. His partnerships with major brands and his dynamic presence on social media make him a fan favorite and a respected voice in the sports industry.

With a relentless drive for success both on and off the gridiron, George Kittle continues to inspire with his passion, professionalism, and entrepreneurial spirit, proving that his impact extends far beyond the game of football.

Vesalius has also assembled a formidable Scientific Advisory Board including:

Dr. Matt Cook - MD, FAARM, ABAARM

Dr. Cook is a global thought leader, educator, and innovator in regenerative medicine, combining cutting-edge, non-surgical medicine and integrative care to harness the body's natural healing power. Capable of addressing the most challenging conditions, his proprietary multimodal approach regenerates, repairs, and restores health on a cellular level. Dr. Cook is the founder of BioReset® Medical and BioReset® International.

Dr. Jonathan Kuo, MD

Jonathann Kuo, MD is a double board-certified physician with over 15 years of expertise in Interventional Orthopedics, Interventional Mental Health, and Regenerative and Anti-Aging Medicine. He is the founder of Hudson Health, New York City's premier interventional pain management practice, and Extension Health, a state-of-the-art longevity center dedicated to optimizing health span through advanced diagnostics and anti-aging protocols.

Dr Melissa Peterson

Founder and Director of the Human Longevity Institute. Dr. Melissa Peterson is a sought-out expert in thriving! As a visionary female leader in the fields of human potential and precision longevity, she redefines the limits of what is possible in human flourishing. For over 20 years as a doctor, best-selling author, TEDx speaker and thought leader in the integrative health & wellness industry

Dr. Chris Renna

Dr. Renna graduated from University of Texas, earned his medical degree cum laude from the University of North Texas Health Science Center and completed a residency in family medicine. Dr. Renna decided to truly help his clients improve health, he needed to create an entirely new system and approach. This was the beginning of LifeSpan medicine. LifeSpan provides comprehensive and focused medical evaluations specializing in preventing disease, resolving symptoms and improving health. These programs are delivered through personalized concierge support, access to your medical team 24/7 and exceptional follow up.

Kevin Serre Ph.D.

Kevin Serre, Ph.D., is an accomplished human performance consultant with over 17 years of experience. His educational background includes a Doctor of Philosophy (PhD) in Exercise Physiology from Bond University, along with a Master of Sports Science and a Bachelor of Science (Honours). Kevin's earlier roles include serving as a Strength and Conditioning Specialist with the Canadian Special Operations Regiment (CSOR), where he designed and implemented performance and rehabilitative programs for special forces operators.

Finder's Fees

In connection with the Transaction, fees of 3,900,000 shares of Sweet Earth and \$200,000 in cash finder's fees will be paid to certain parties, having assisted in the transaction by providing capital markets advisory services.

About Vesalius Longevity Labs

Vesalius owns and operates Vesalius USA Inc., which owns and operates is a company at the forefront of the peptide revolution dedicated exclusively to the sale and distribution of peptides and bioregulators through a global network of doctors and health professionals, Vesalius is pioneering investment in the most transformative and impactful health theme of our time: extending healthy human lifespan

Our mission is clear: harness cutting-edge innovations in biotechnology, regenerative medicine, and peptide therapies to empower individuals to live longer, healthier lives. Backed by a distinguished team of industry leaders, researchers, and innovators, Vesalius is driven by a management team and board of directors with track record of success in scaling high-impact businesses.

The peptide & longevity space is poised for exponential growth, and Vesalius offers a unique opportunity for investors to be at the forefront of this commanding trend. We are not just a company; we are a gateway to the future of human health—delivering solutions and investing in breakthroughs that can unlock decades of healthy living for millions.

“I’m thrilled about the merger with Sweet Earth, as it marks a significant milestone for Vesalius. The combination amplifies our capabilities and accelerates our mission of leading the way in the most transformative and impactful health theme of our time: extending healthy human lifespan in partnership with our global network of doctor and health professional partners. We’re leading a new era of health innovation - one built on integrity, transparency, thought leadership, and the highest-quality products and customer experience. Our journey ahead looks to bring advancements and significant value for our shareholders and humanity at large.” – **Kevin Rabbitt CEO & Founder**

“I am thrilled about the future of Vesalius and deeply honored to partner as a founder and equity owner. This strategic move positions Vesalius at the forefront of the peptide solutions market, operating within a regulated framework. My excitement is rooted not just in our commitment to innovation and excellence, but also in the genuine opportunity we have to lead and reshape the industry. I am confident that Vesalius will set new benchmarks in health and wellness, driving transformative advancements that will significantly improve societal health and extend our collective future. It’s a truly remarkable time to be part of such a visionary endeavor.” – **Gary Brecka, Strategic Advisor & Founder**

About Sweet Earth

Sweet Earth is a reporting issuer in the Provinces of British Columbia, Alberta and Ontario with its common shares listed on the CSE. Sweet Earth has been developing hemp and CBD related assets in Canada and the United States and is actively seeking new and different business opportunities.

ON BEHALF OF THE BOARD

“Chris Cooper”

Chris Cooper, CFO and Director

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CAUTION REGARDING FORWARD-LOOKING INFORMATION This news release includes certain statements that may be deemed “forward-looking statements”. All statements in this new release, other than statements of historical facts, that address events or developments that the Company expects to occur, are forward-looking statements. Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by the words “expects”, “plans”, “anticipates”, “believes”, “intends”, “estimates”, “projects”, “potential” and similar expressions, or that events or conditions “will”, “would”, “may”, “could” or “should” occur. Forward-looking information in this press release may include, without limitation, statements relating to: the completion of the Transaction, the timing thereof, and on the terms described herein, the execution of the Definitive Agreement, the completion of the proposed SPV Concurrent Financing, the proposed directors and officers of the Resulting Issuer, obtaining the appropriate approvals required with respect to the Transaction the completion of the name change, completion of satisfactory due diligence, shareholder and regulatory approvals, and future press releases and disclosure. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results may differ materially from those in the forward-looking statements. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. Forward-looking statements are based on the beliefs, estimates and opinions of the Company’s management on the date the statements are made. Except as required by applicable securities laws, the Company undertakes no obligation to update these forward-looking statements in the event that management’s beliefs, estimates or opinions, or other factors, should change.

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