

Red Light Holland Announces Strategic Mutual Investment with PharmaDrug

written by Raj Shah | July 16, 2020

July 15, 2020 ([Source](#)) – Red Light Holland Corp. (CSE: TRIP) (FSE:4YX) (“**Red Light Holland**” or the “**Company**”), an Ontario-based corporation positioning itself to engage in the production, growth and sale of a premium brand of magic truffles to the legal, recreational market within the Netherlands, is pleased to announce that it has entered into a securities exchange agreement dated July 14, 2020 (the “**Securities Exchange Agreement**”) with PharmaDrug Inc. (CSE: BUZZ) (“**PharmaDrug**”).

Under the terms of the Securities Exchange Agreement, PharmaDrug has agreed to issue 9,333,333 units to the Company (the “**PharmaDrug SEA Units**”) at deemed price of \$0.075 per unit, in consideration for the issuance by Red Light Holland of 4,242,424 RLH Units (as defined below) at a deemed price of \$0.165 per unit to PharmaDrug. Each PharmaDrug SEA Unit consists of (i) one common share of PharmaDrug (a “**PharmaDrug Share**”), (ii) 0.9 of a PharmaDrug common share purchase warrant, each whole warrant entitling the holder thereof to acquire one common share of PharmaDrug at a price of \$0.13 for a period of 48 months (each whole warrant, a “**Class A PharmaDrug Warrant**”), and (iii) 0.1 of a PharmaDrug common share purchase warrant, each whole warrant entitling the holder thereof to acquire one common share of PharmaDrug at a price of \$0.08 for a period of 48 months (each whole warrant, a “**Class B PharmaDrug Warrant**”). In addition, the Company will make a cash investment for \$200,000 of units of PharmaDrug (the “**PharmaDrug Subscription Units**”) at a price of \$0.075 per unit, each PharmaDrug Subscription Unit consisting of

(i) one PharmaDrug Share, and (ii) one Class B PharmaDrug Warrant.

Each RLH Unit will consist of one common share in the capital of the Company (a “**RLH Share**”) and one common share purchase warrant (a “**RLH Warrant**”) of the Company. Each RLH Warrant entitles the holder to purchase one additional RLH Share at an exercise price of \$0.26 at any time for a period of 48 months, subject to an accelerated expiry option. If, following the date that is four months and one day following the date hereof, the volume weighted average trading price of the RLH Shares on the Canadian Securities Exchange (the “**CSE**”) for any 10 consecutive trading days equals or exceeds \$0.50, the Company may, upon providing written notice to the holders of RLH Warrants, accelerate the expiry date of the RLH Warrants to the date that is 30 days following the date of such written notice.

“We are very pleased to be making a strategic investment into PharmaDrug. It only makes sense, as we would want to house our microdose products in their planned Smart Shops anyway. This expedites our partnership and now we’re pretty much guaranteed prime shelf space when they arrive, as both of our companies shine a light on the Magic Truffles market, in the Netherlands. We look forward to educating and eventually selling to the legal recreational market together,” said Todd Shapiro, the Company’s Chief Executive Officer and Director.

Closing of the transactions contemplated herein is expected to occur on or about July 16, 2020, and is subject to, among other things, the satisfaction of customary closing conditions for transactions of this nature.

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 in any state in which such offer, solicitation or

sale would be unlawful. The securities being offered have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the United States Securities Act of 1933, as amended, and applicable state securities laws.

About Red Light Holland Corp.

The Company is an Ontario-based corporation positioning itself to engage in the production, growth and sale (through existing Smart Shops operators and an advanced e-commerce platform) of a premium brand of magic truffles to the legal, recreational market within the Netherlands, in accordance with the highest standards, in compliance with all applicable laws.

About PharmaDrug Inc.

PharmaDrug Inc. is building an international controlled substance and natural medicine company with a focus on Europe. The Company owns 80% of PharmaDrug GmbH, a German medical cannabis distributor, with a Schedule I European Union narcotics license allowing for the importation and distribution of medical cannabis to pharmacies in Germany and throughout the EU. The Company also owns 100% of Super Smart, an early-stage retail company focused on consolidating the fragmented Dutch smartshop market. Smartshops are retail establishments in The Netherlands that specialize in the sale of psychoactive substances including psychedelic truffles.

Forward-Looking Statements

Neither the Canadian Securities Exchange nor its Market Regulator (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the

adequacy or accuracy of this release.

Certain information in this news release constitutes forward-looking statements under applicable securities laws. Any statements that are contained in this news release that are not statements of historical fact may be deemed to be forward-looking statements. Forward looking statements are often identified by terms such as "may", "should", "anticipate", "expect", "potential", "believe", "intend" or the negative of these terms and similar expressions. Forward-looking statements necessarily involve known and unknown risks and uncertainties that could cause actual results to differ materially from those expressed or implied in such forward-looking statements. Readers are 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. Readers are further cautioned that the assumptions used in the preparation of such forward-looking statements (including, but not limited to, the assumption that (i) the Company will be able to execute on its business plan and/or enter into the medical psychedelics market as proposed, (ii) the Company will receive one or multiple licenses, permits, and authorizations from time to time necessary to execute on its business plan and/or enter into the medical psychedelics market, (iii) the Company's financial condition and development plans do not change as a result of unforeseen events, (iv) there will continue to be a demand, and market opportunity, for the Company's product offerings, (v) the Company will be able to establish, preserve and develop its brand, (vi) the Company's partnership with Pharmadrug will continue and its products will be sold in their retail stores, and (vii) the Company will be successful in attracting and retaining required personnel), although considered reasonable by management of the Company at the time of preparation, may prove to be imprecise and result in

actual results differing materially from those anticipated, and as such, undue reliance should not be placed on forward-looking statements. The forward-looking statements included in this news release are made as of the date of this news release and the Company does not undertake an obligation to publicly update such forward-looking statements to reflect new information, subsequent events or otherwise unless required by applicable securities laws. Forward-looking statements, forward-looking financial information and other metrics presented herein are not intended as guidance or projections for the periods referenced herein or any future periods, and in particular, past performance is not an indicator of future results and the results of the Company in this press release may not be indicative of, and are not an estimate, forecast or projection of the Company's future results. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement.

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