

RYAH Group Enters Into Letter of Intent to Acquire Omni Medical Services

The proposed transaction is expected to:

- *unite the Company's internet of things ("IoT") monitoring devices, software and data platform with Omni's 20,000 U.S. medical cannabis patient network;*
- *further the Company's ability to pursue state and federal research grant funding in the United States for clinical research studies focused on plant medicine therapies; and*
- *enable the Company to initiate a nationalized research strategy in cannabis with federally licensed growers in the United States.*

Toronto, ON – October 26, 2021 – RYAH Group, Inc. (CSE:RYAH) ("**RYAH**" or the "**Company**") is pleased to announce that it has entered into a non-binding letter of intent (the "**Letter of Intent**") with Omni Services LLC (d/b/a "Omni Medical Services" or "**Omni**"), a leading physician-owned and operated telehealth, cannabis clinic and certifications company operating in the United States, with respect to the potential acquisition of 100% of the business and assets of Omni.

The transactions contemplated by the Letter of Intent (the "**Proposed Transaction**"), if consummated, is expected to combine Omni's clinical research capabilities with the Company's IoT monitoring and control devices, and further the Company's ability to procure state and federal grants in the United States which are reserved for the funding of clinical research studies focused on the advancement of plant medicine therapies. In particular, the Proposed Transaction is expected to unite the Company's captive patient data platform with Omni's approximately 20,000 United States-based medical cannabis patient network and tele-health solutions, to create a complete closed loop digital care ecosystem in plant-medicine therapies, from patient on-boarding, medicine administration, session monitoring and patient feedback.

"Omni's research expertise and network of certified physicians and patients will enable RYAH to develop new and innovative clinical studies, leveraging the ever-growing pool of funding designated for understanding the efficacy of plant-based therapies in the United States. The complementary expertise that Omni and RYAH bring to the table is expected to accelerate our plans to be a U.S. and global market leader in the medical plant and nutraceutical intake industry, and generate significant value for our shareholders, partners, customers and patients," said [Gregory Wagner](#), the Chief Executive Officer of RYAH.

In entering into the Letter of Intent, one of the Company's objectives is to leverage the [announcements](#) by the United States Drug Enforcement Agency earlier this year (to move towards extending federal cultivation licenses to applicants seeking to cultivate cannabis for research approved by the U.S. Food and Drug Administration). To this end, following, and subject to, the completion of the Proposed Transaction, the Company is expected to pursue relationships with newly licensed cultivators to supply directly to research facilities, utilizing the Company's devices and accessories) cannabis for use by such research facilities.

"This proposed acquisition will allow Omni to join forces with a premier data technology platform, and provide a superior level of medical services to our patients. Our doctors and patients will have access to RYAH's wide range of products including inhalers, patches, pens and their cloud-based IoT services, which is expected to give our patients unparalleled data insights to manage their pain," said David Koyle, the Chief Executive Officer of Omni Medical Services.



"With over 10 years of experience helping patients manage their pain with medical cannabis therapies, Omni is now poised to transition into advanced research trials for maximizing patients use of medical cannabis. RYAH will provide the perfect combination of resources and management to achieve our goals of extracting the science behind how the body best metabolizes various strains of cannabis, and create personalized dosing regimens to help our patients manage their pain," said Dr. Ryan Lakin, the Chief Medical Officer and Managing Partner of Omni Medical Services.

According to a report from New Frontier Data, the United States - the world's largest legal cannabis market – is [projected](#) to reach \$43 billion by 2025, with 42% of the total annual U.S. cannabis demand projected to be met by legal purchases in regulated marketplaces.

Another report from Science magazine shows that the United States leads the world in cannabis research funding by far, with an [estimated](#) \$1.4 billion in grants been provided in the U.S., and \$1 billion of that portion provided by the National Institute on Drug Abuse (NIDA) alone.

The terms and conditions outlined in the Letter of Intent are non-binding on the parties, with the consummation of the Proposed Transaction subject to a number of conditions, including, among others, (i) the completion of due diligence by each of the parties (including, a review by the Company of the regulatory framework expected to govern the Company's operations following the consummation of the Proposed Transaction), (ii) the receipt of satisfactory tax, corporate and securities law advice by both parties, (iii) the approval of the respective board of directors of the parties, and (iv) the negotiation and execution of definitive legal documentation which is expected to supersede and replace the Letter of Intent. Accordingly, there can be no assurance that the Proposed Transaction will be completed on the terms set out in the Letter of Intent, or at all.

About RYAH Group, Inc.

RYAH is a connected device and big data and technology company focused on valuable predictive analysis in the global medical plant and nutraceutical intake industry. Its robust artificial intelligence platform aggregates and correlates *Health Insurance Portability and Accountability Act* (HIPAA)-compliant patient data, which is intended to help doctors and patients personalize plant-based treatments to better predict treatment outcomes. The data collection is relevant for clinics, doctors, dispensaries and pharmaceutical companies and licensed processors (LPs) to monitor and manage formulation effects on patient and demographics. With a strong intellectual property portfolio, RYAH gathers deep and insightful data on the complete patient session and formulation lifecycle. For more information, visit www.ryahgroup.com.

About Omni Medical Services

Since its founding in 2011, Omni Medical Services has been a U.S. multi-state leader in providing specialized professional Medical Marijuana Certifications and alternative therapies. Omni operates its network of contract physicians to evaluate qualifying patients and provide a recommendation for State certification. The Company does not grow, process distribute or sell cannabis. Omni Medical Services provides premium standards of care, with trusted compassionate services, exceptional efficiency, and the highest level of professionalism. For more information, visit www.omnidocors.com.

Forward-Looking Statements

*This news release contains certain forward-looking information and forward-looking statements within the meaning of applicable securities legislation (collectively "**forward-looking statements**"). All statements contained in this news release that are not statements of historical fact should be considered 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. Specifically, forward-looking statements in this news release include but are not limited to, statements related to (i) the Proposed Transaction (including the entering into, if at all, of the definitive legal documentation with respect thereto, and the anticipated benefits of, and synergies associated with, the Proposed Transaction), (ii) the Company's expectations with respect to its ability to procure grants for clinical research studies, (iii) the anticipated unification of the Company's captive patient data platform with Omni's medical cannabis patient network and tele-health solutions and the benefits associated therewith, (iv) the Company's goals and objectives in seeking to leverage the United States Drug Enforcement Agency's announcement to move towards extending federal cultivation licenses to applicants seeking to cultivate cannabis for research approved by the U.S. Food and Drug Administration, and (v) the ability of Omni's research expertise and network of certified physicians and patients to enable RYAH to develop new and innovative clinical studies. Forward-looking statements reflect the Company's current views and intentions with respect to future events based on current information available to the Company, and are necessarily subject to certain risks and uncertainties that could cause actual results to differ materially from those expressed or implied in such forward-looking statements. Such risks and uncertainties include, without limitation, risks and uncertainties associated with or inherent in the general business, technological, and economic conditions which may affect the Proposed Transaction, and such other applicable factors set out in the Company's public disclosure documents available under the Company's profile on SEDAR at www.sedar.com. 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) all applicable shareholder, and regulatory approvals for the Proposed Transaction will be received, (ii) the Proposed Transaction will be completed on mutually acceptable terms and within a customary timeframe for transactions of this nature, (iii) each of the parties will be able to secure for itself satisfactory tax, corporate and securities law advice, (iv) the Company and Omni will each be able to execute on their respective business plans and obtain and maintain all necessary permits and authorizations to execute on such business plans, (v) neither the Company's nor Omni's financial condition or development plans will change as a result of unforeseen events, (vi) there will continue to be a demand, and market opportunity, for the respective product offerings of the Company and Omni, and (vii) current and future economic conditions will neither affect the Proposed Transaction and the business and operations of the Company and Omni nor their respective ability to capitalize on anticipated business opportunities), 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. Should any such risk factor affect the Company in an unexpected manner, or should assumptions underlying the forward-looking information prove incorrect, the actual results or events may differ materially from the results or events predicted. Accordingly, 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. Specifically, there can be no assurance that the Proposed Transaction will be completed on the terms set out in the Letter of Intent, or at all.

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. All forward-looking statements contained in this news release are expressly qualified by this cautionary statement.

This news release includes market and industry data that has been obtained from third party sources, including industry publications. The Company believes that the industry data is accurate and that its estimates and assumptions are reasonable, but there can be no assurance as to the accuracy or completeness of this data. Third party sources generally state that the information contained therein has been obtained from sources believed to be reliable, but there is no assurance



as to the accuracy or completeness of included information. Although the data is believed to be reliable, the Company has not independently verified any of the data from third party sources referred to in this press release or ascertained the underlying economic assumptions relied upon by such sources.

Neither the Canadian Securities Exchange nor its Market Regulator (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.

For additional information, please contact:

Sofiya Kleshchuk

Client Relations

+1 917 210 0543

Invest@ryahgroup.com

Gregory Wagner

Chief Executive Officer

+1 917 210 0543

Info@ryah.com

PRESS INQUIRIES

Joshua Greenwald

KCSA Strategic Communications

+1 646 379 7971

jgreenwald@kcsa.com