



RAMM Pharma Corp. Announces Non-Brokered Private Placement and Intention to Commence Normal Course Issuer Bid

Toronto, Ontario (September 5, 2023) – RAMM Pharma Corp. (including its wholly owned subsidiaries, the “**Company**” or “**RAMM**”) (**CSE: RAMM**), announces that it intends to complete a non-brokered private placement of up to 20,000,000 units (the “**Units**”) of the Company at a price of \$0.05 per Unit for total gross proceeds of up to \$1,000,000 (the “**Offering**”). Each Unit shall be comprised of one common share in the capital of the Company (each, a “**Common Share**”), and one Common Share purchase warrant (each a “**Warrant**”), with each Warrant entitling the holder thereof to acquire one Common Share at a price of \$0.05 for a period of 36 months following the closing date of the Offering. The proceeds from the Offering are expected to be used for working capital and general corporate purposes. The Offering is expected to close on or about September 26, 2023.

Ramm also announces its intention to commence a normal course issuer bid (the “**NCIB**”), under which it may purchase up to 5% of the current number of issued and outstanding Common Shares. The NCIB may commence on or about September 5, 2023 and shall expire on the 12-month anniversary of the effective date of the NCIB. All Common Shares purchased under the NCIB will be purchased on the open market through the facilities of the Canadian Securities Exchange (the “**CSE**”). The Company has appointed Clarus Securities Inc. to co-ordinate and facilitate the NCIB purchases. All purchases made under the NCIB will be at the prevailing market price for such Common Shares on the CSE at the time of purchase, and shall be duly cancelled and returned to treasury. The Company has implemented the NCIB should it view the market price for its Common Shares to not adequately reflect the value of the Company.

Jack Burnett, the Chief Executive Officer and a director of the Company, and Daniel Augereau, a director of the Company (and together with Mr. Burnett, the “**Insiders**”), have advised that each intend to acquire 10,000,000 Units pursuant to the Offering. Participation by the Insiders in the Offering will be considered a “related party transaction” pursuant to Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). The Company will be exempt from the requirements to obtain a formal valuation or minority shareholder approval in connection with the Insiders’ participation in the Offering in reliance of sections 5.5(b) and 5.7(1)(b) of MI 61-101.

About RAMM Pharma Corp.

RAMM Pharma is a leader in the field of cannabinoid pharmacology and product formulation for cannabis-based pharmaceuticals and other hemp-based products with a unique and diversified international production and sales platform. The Company operates an established pharmaceutical and medical product business in Uruguay that has developed several medically registered and approved plant-derived cannabinoid pharmaceutical products that have been authorized for sale and/or compassionate use in several Latin American countries. RAMM also has a pipeline of new products, including registered hemp-based nutrition and specialized veterinary products, in various stages of approval and development, which are produced at the company's state-of-the-art, good-manufacturing-practice-certified formulation facility in Montevideo, Uruguay.

In Europe, RAMM's vertically integrated operations are based in Ragusa, Italy and Elbląg, Poland (60 kilometres east of Gdańsk), and include large extraction and processing facilities (in the final stages of commissioning in the case of Canapar Corp.). RAMM Pharma includes wholly owned subsidiaries Canapar Corp., HemPoland S.p.a. Z.o.o., Medic Plast SA, Yurelan SA, Glediser SA and RAMM Pharma Holdings Corp.

Additional information about the Company is available at www.wearerammpharma.com.

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Cautionary Note Regarding Forward-Looking Information

*This news release contains "forward-looking information" and "forward-looking statements" (collectively, "**forward-looking statements**") within the meaning of the applicable Canadian securities legislation. All statements, other than statements of historical fact, are forward-looking statements and are based on expectations, estimates and projections as at the date of this news release. Any statement that involves discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions, future events or performance (often but not always using phrases such as "expects", or "does not expect", "is expected", "anticipates" or "does not anticipate", "plans", "budget", "scheduled", "forecasts", "estimates", "believes" or "intends" or variations of such words and phrases or stating that certain actions, events or results "may" or "could", "would", "might" or "will" be taken to occur or be achieved) are not statements of historical fact and may be forward-looking statements. In this news release, forward looking statements relate, among other things, the Company's strategies and objectives, and future expansion plans.*

These forward-looking statements are based on reasonable assumptions and estimates of management of the Company at the time such statements were made. Actual future results may differ materially as forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to materially differ from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors, among other things, include: future growth potential of the Company; fluctuations in general macroeconomic conditions; fluctuations in securities markets; expectations regarding the size of the Uruguayan, Latin American, European and international medical and recreational cannabis markets and changing consumer habits; the ability of the Company to successfully achieve its business objectives; plans for expansion; political and social uncertainties; inability to obtain adequate insurance to cover risks and hazards; and the presence of laws and regulations that may impose restrictions on cultivation, production, distribution and sale of cannabis and cannabis related products in Uruguay or internationally; and employee relations. Although the forward-looking statements contained in this news release are based upon what management of the Company believes, or believed at the time, to be reasonable assumptions, the Company cannot assure shareholders that actual results will be consistent with such forward-looking statements, as there may be other factors that cause results not to be as anticipated, estimated or intended. Readers should not place undue reliance on the forward-looking statements and information contained in this news release. The Company assumes no obligation to update the forward-looking statements of beliefs, opinions, projections, or other factors, should they change, except as required by law.

No stock exchange, securities commission or other regulatory authority has approved or disapproved the information contained herein.