

Onstream Media Corp Acquires Securities of Xcyte Digital Corp

POMPANO BEACH, FL / November 9, 2023 / Onstream Media Corporation (the "**Acquiror**") announced today that it has acquired beneficial ownership of 5,680 multiple voting shares ("**MV Shares**") of Xcyte Digital Corp. (formerly GHP Noetic Science-Psychedelic Pharma Inc.) (the "**Issuer**") in connection with the completion of the Issuer's qualifying transaction (the "**Qualifying Transaction**") with Xcyte Digital Corp. ("**Xcyte Florida**") that was completed on November 9, 2023. The Qualifying Transaction constituted the "Qualifying Transaction" for the Issuer. Pursuant to the Qualifying Transaction, the Issuer acquired all of the issued and outstanding securities of Xcyte Florida from the Acquiror and James Hayes-Jones ("**Hayes-Jones**") in exchange for the issuance to the Acquiror of 5,680 MV Shares and the issuance to Hayes-Jones of 1,000,000 subordinate voting share of the Issuer (the "**SV Shares**"). Further information in respect of the Qualifying Transaction is contained in the Issuer's news releases dated November 9, 2023.

Immediately prior to the closing of the Qualifying Transaction, the Acquiror did not beneficially own any securities of the Issuer. Immediately following the closing of the Qualifying Transaction, the Acquiror beneficially owns an aggregate of 5,680 MV Shares. Each MV Share is convertible into 10,000 SV Shares (subject to adjustment in certain circumstances) and is entitled to vote on an as-converted basis with the SV Shares, such that each MV Share carries 10,000 votes at any meeting of the shareholders of the Company. Assuming the conversion of all of the MV Shares held by the Acquiror, the Acquiror would hold 56,800,000 SV Shares. The acquisition of 5,680 MV Shares by the Acquiror represents the acquisition of approximately 67.4% of the outstanding SV Shares on an as-converted and undiluted basis, assuming the conversion of all outstanding MV Shares into SV Shares (based on the number of SV Shares issued and outstanding on the date of the closing of the Qualifying Transaction assuming conversion of all MV Shares into SV Shares being 84,269,999).

Upon completion of the Qualifying Transaction, the MV Shares acquired by the Acquiror were issued as consideration for the shares of Xcyte Florida held by the Acquiror. Each MV Share was issued at a deemed price of US\$1900 per share.

The MV Shares beneficially owned or controlled by the Acquiror are for investment purposes. The Acquiror currently has no plans or intentions that relate to, or would result in, any of the actions requiring disclosure under the early warning reporting provisions of applicable securities laws. Depending on market conditions, general economic and industry conditions, trading prices of the Issuer's securities, the Issuer's business, financial condition and prospects and/or other relevant factors, the Acquiror may develop such plans or intentions in the future and may from time to time acquire additional securities, dispose of some or all of the existing or additional securities or may continue to hold the MV Shares, SV Shares upon conversion of the MV Shares, or other securities of the Issuer.

Randy Selman and Alan Saperstein, directors and officers of the Issuer, as directors of the Acquiror, will exercise control or direction over the MV Shares, and SV Shares issuable upon conversion of the MV Shares, held by the Acquiror.

This news release is being issued under the early warning reporting provisions of applicable securities laws. An early warning report with additional information in respect of the foregoing matters will be filed and made available under the SEDAR+ profile of the Issuer at www.sedarplus.ca. To obtain a copy of the early warning report, you may also contact Alan Saperstein, at 1.954.917.6655. The Acquiror's address 3500 Gateway Drive #106, Pompano Beach FL, 33069. The Issuer's head office is located at 3500 Gateway Drive #106, Pompano Beach FL, 33069 USA.

Forward-Looking Information

Certain statements in this news release are forward-looking statements and are prospective in nature, including statements with respect to the Acquiror's future intentions regarding the securities the Issuer. Forward-looking statements are not based on historical facts, but rather on current expectations and projections about future events, and are therefore subject to risks and uncertainties which could cause actual results to differ materially from the future results expressed or implied by the forward-looking statements. Such statements are qualified in their entirety by the inherent risks and uncertainties surrounding future expectations. Such forward-looking statements should therefore be construed in light of such factors, and the Acquiror is not under any obligation, and expressly disclaims any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable law.

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