

Mednow Enters Into Agreement to Acquire a Pharmacy in British Columbia

TORONTO--(BUSINESS WIRE)--September 22, 2021--Mednow Inc. (“**Mednow**” or the “**Company**”) (TSXV:MNOW; OTCQB:MDNWF), Canada’s on-demand virtual pharmacy, is pleased to announce that the Company has entered into a share purchase agreement (the “**Share Purchase Agreement**”) on September 22, 2021 with Mednow Pharmacy Inc. (“**Mednow West**”) and the shareholders of Mednow West, pursuant to which the Company shall acquire all of the issued and outstanding shares (the “**Shares**”) of Mednow West, in consideration for an aggregate cash payment of approximately \$74,000 and the Company’s agreement to convert approximately \$908,000 (the “**Pharmacy Agreement Debt**”) owed by Mednow West to the Company pursuant to a pharmacy agreement dated September 24, 2020, as amended October 30, 2020 (the “**Pharmacy Agreement**”) into a non-interest bearing on-demand convertible promissory note (the “**Note**”).

Mednow West is a British Columbia company that operates an online pharmacy, delivering prescriptions in the Province of British Columbia. Mednow West has its business headquarters in Vancouver and employs Mednow’s marketing and technology platform for lead generation, prescription fulfillment and customer services pursuant to the Pharmacy Agreement.

Strategically, Mednow is focused on building out a national pharmacy footprint and the acquisition of Mednow West, with their presence in British Columbia, helps to accelerate these goals. Prior to this acquisition, Mednow entered into the Pharmacy Agreement with Mednow West, but post-acquisition, Mednow will own 100% of a pharmacy located in British Columbia, which will allow Mednow to provide pharmaceutical delivery services in British Columbia.

Upon closing of the Share Purchase Agreement, Mednow West’s revenue and expenses will be consolidated with those of Mednow and the Pharmacy Agreement between the two parties will be terminated. The debt of approximately \$908,000 extended to Mednow West by the Company was to fund Mednow West’s working capital and provide support for its operations.

As Amir Ali Reyhany-Bozorg and Felipe Campusano are directors of the Company and Karim Nassar is the Chief Executive Officer of the Company, and each are also shareholders of Mednow West, the transaction contemplated under the Share Purchase Agreement (the “**Transaction**”) is a related party transaction under Multilateral Instrument 61-101 – *Protection of Minority Securityholders in Special Transactions* (“**MI 61-101**”). The Company is exempt from the formal valuation and minority shareholder approval requirements imposed by MI 61-101 pursuant to the exemptions in section 5.5(a) and 5.7(a) of MI 61-101, as neither the fair market value of the Shares, nor the consideration paid therefor, exceeds 25% of the Company’s market capitalization.

The Transaction is subject to corporate and regulatory approvals, including TSX Venture Exchange approval.

About Mednow Inc.

Mednow is a healthcare technology company offering virtual access with exceptional care. Designed with access and quality care in mind, Mednow.ca provides virtual pharmacy and telemedicine services, as well as doctor home visits, with convenience and through an interdisciplinary approach to healthcare that is focused on the patient experience. Mednow's services include free at-home delivery of medications, a user-friendly interface for easy upload, transfer and refill of prescriptions, access to healthcare professionals through an intuitive chat experience, a specialized PillSmart™ system that packages prescriptions and vitamins by date and time, and doctor consultations.

To learn more, follow Mednow on Facebook, Twitter, LinkedIn and Instagram, as well as visit www.mednow.ca/.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Cautionary Note Regarding Forward-Looking Information

This release includes certain statements and information that may constitute forward-looking information within the meaning of applicable Canadian securities laws. All statements in this news release, other than statements of historical facts, including statements regarding future estimates, plans, objectives, timing, assumptions or expectations of future performance, including without limitation, the statement that the Company will acquire the Shares and that the Company will convert the Pharmacy Agreement Debt, are forward-looking statements and contain forward-looking information. Generally, forward-looking statements and information can be identified by the use of forward-looking terminology such as "intends" or "anticipates", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "should", "would" or "occur". Forward-looking statements are based on certain material assumptions and analysis made by the Company and the opinions and estimates of management as of the date of this press release, including that the Company will be able to complete the acquisition of the Shares and the conversion of the Pharmacy Agreement Debt on the terms and conditions set out in the Share Purchase Agreement, and that the Company will receive the required corporate and regulatory approvals, including TSX Venture Exchange approval. These forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking statements or forward-looking information. Important factors that may cause actual results to vary, include, without limitation, that the Company will not be able to complete the acquisition of the Shares or the conversion of the Pharmacy Agreement Debt on the terms and conditions set out in the Share Purchase Agreement or at all, or that the Company does not receive the required corporate and regulatory approvals, including TSX Venture Exchange approval. Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements or forward-looking information, there may be other factors that cause results

not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. Readers are cautioned that reliance on such information may not be appropriate for other purposes. The Company does not undertake to update any forward-looking statement, forward-looking information or financial outlook that are incorporated by reference herein, except in accordance with applicable securities laws.

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