



Optimi Health Announces Pricing of Oversubscribed US\$15 Million Public Offering and Nasdaq Uplisting

Common Shares to Trade on the Nasdaq Capital Market Under the Symbol "OPTH"

Vancouver, British Columbia – (Newsfile Corp. – May 20, 2026) – Optimi Health Corp. (NASDAQ: OPTH) (CSE: OPTI) (FSE: 8BN) (the "Company" or "Optimi"), a commercial-stage pharmaceutical company focused on manufacturing and distributing finished psychedelic drug products, today announced the pricing of its underwritten public offering (the "Offering") in connection with the uplisting of its common shares to the Nasdaq Capital Market. The Company is offering 2,400,000 common shares at a public offering price of US\$6.25 per share. The Company has also granted the Underwriter (as defined below) the option to purchase up to an additional 360,000 common shares. The common shares are expected to begin trading on the Nasdaq Capital Market on May 20, 2026 under the symbol "OPTH."

The gross proceeds from the Offering, before deducting underwriting discounts and commissions and other estimated Offering expenses payable by the Company, are expected to be approximately US\$15 million, excluding any exercise of the underwriter's option to purchase additional shares. The Offering is expected to close on or about May 21, 2026, subject to the satisfaction of customary closing conditions.

The Company intends to use the net proceeds of the Offering for scaling production and distribution of its products in its current markets, additional market expansion, including the United States, and sales growth and general working capital and other operating expenses. However, the Company's management will have broad discretion with respect to the actual use of the net proceeds from the Offering.

Joseph Gunnar & Co., LLC (the "Underwriter") is acting as sole book-running manager for the Offering.

A registration statement on Form F-1 (File No. 333-290086) related to the Offering of the shares described above was filed with the United States Securities and Exchange Commission ("SEC") and was declared effective on May 19, 2026. A copy of the registration statement can be accessed by visiting the SEC website at www.sec.gov. The common shares are being offered and sold in the United States only by means of a prospectus forming part of the registration statement. A final prospectus relating to this Offering will be filed with the SEC. When available, a copy of the final prospectus may be obtained from Joseph Gunnar & Co., LLC, Prospectus Department, 40 Wall Street, 30th Floor, New York, NY 10005, telephone 212-440-9600, email: prospectus@jgunnar.com. Investors may also obtain these documents at no cost by visiting the SEC's website at <http://www.sec.gov>.

Before you invest, you should read the prospectus and other documents the Company has filed or will file with the SEC for more complete information about the Company and the Offering.

The Offering will be completed in each of the provinces and territories of Canada, except for Quebec, in reliance on the "listed issuer financing" exemption from the prospectus requirements available under Part 5A.2 of National Instrument 45-106 - *Prospectus Exemptions*, as modified by Coordinated Blanket Order 45-935 - *Exemptions from Certain Conditions of the Listed Issuer Financing Exemption* (the "Listed Issuer Financing Exemption"). Any distribution of common shares outside of Canada will be made pursuant to applicable foreign securities laws and the public offering exemption available under BC Instrument 72-503 – *Distribution of Securities outside British Columbia*.



Further to the Company's news release dated April 23, 2026 announcing its intention to complete a portion of the Offering in Canada pursuant to the Listed Issuer Financing Exemption, there is an amended and restated offering document related to the Offering (the "Offering Document") that can be accessed under the Company's profile on SEDAR+ at www.sedarplus.com and on the Company's website at www.optimihealth.ca. Prospective investors should read the Offering Document before making an investment decision concerning the common shares.

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 these securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

The Company also announces further to its press release dated March 16, 2026, the record date for the previously announced consolidation of its outstanding common shares on the basis of one (1) post-consolidation common share for every thirty (30) pre-consolidation shares (the "Consolidation") was May 19, 2026. The Consolidation became effective as of 4:30 p.m. on May 19, 2026 and trading of the post-Consolidation common shares on the Canadian Securities Exchange will commence as of the opening of the market on May 20, 2026. The Company's common shares will trade under a new CUSIP number (68405H308) and ISIN (CA68405H3080). The exercise price and the number of common shares issuable under the Company's outstanding warrants and options have been proportionately adjusted to reflect the Consolidation. Fractional shares created as a result of the Consolidation were rounded down to the next whole share.

Following the Consolidation and assuming no additional issuances, the Company expects to have approximately 3,225,881 common shares issued and outstanding, prior to rounding for fractional shares and prior to giving effect to the Offering.

In connection with the Consolidation, the Company will not require a letter of transmittal from holders of common shares whose shares are held in book-entry or DRS form. All such shareholders will automatically receive the post-Consolidation Shares to which they are entitled, and Endeavour Trust Corporation, as transfer agent, will distribute the applicable DRS statements. Endeavour Trust Corporation has confirmed that all common shares of the Company held by registered shareholders as of the record date on May 19, 2026 will be processed. The Consolidation remains subject to the policies of the Canadian Securities Exchange.

About Optimi Health Corp.

Optimi Health Corp. (NASDAQ: OPTH) (CSE: OPTI) (FSE: 8BN) is a commercial-stage pharmaceutical company focused on manufacturing and distributing GMP-grade psychedelic drug products for mental health therapies. As a Health Canada-licensed pharmaceutical manufacturer, Optimi produces validated MDMA and botanical psilocybin drug products at its GMP-compliant facilities in British Columbia, Canada. Optimi supplies both active pharmaceutical ingredients and finished dosage forms to regulated clinical and therapeutic programs internationally, with products currently prescribed to patients in Australia under the country's Authorized Prescriber Scheme and accessible in Canada through the Special Access Program.

For more information, please visit www.optimihealth.ca.

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Forward-Looking Statements

This press release contains forward-looking statements within the meaning of applicable securities laws. These forward-looking statements include, but are not limited to, statements relating to the Offering, including the anticipated completion, timing, size and terms of the Offering; the expected commencement of trading of the Company's common shares on the Nasdaq Capital Market; the intended use of proceeds from the Offering; the completion and effects of the consolidation of the Company's common shares; the Company's ability to meet applicable Nasdaq listing requirements; the completion of a portion of the Offering in Canada pursuant to the Listed Issuer Financing Exemption; the intended reliance on Coordinated Blanket Order 45-935; the receipt of required regulatory and exchange approvals, including approvals of the Canadian Securities Exchange, the Nasdaq Capital Market and the U.S. Securities and Exchange Commission; and the satisfaction of customary closing conditions.

Forward-looking statements are based on a number of assumptions and are subject to a number of risks and uncertainties, many of which are beyond the Company's control, which could cause actual results and events to differ materially from those that are disclosed in or implied by such forward-looking statements. These assumptions include, but are not limited to, capital markets conditions and investor demand; the Company, the Underwriter and other parties being able to satisfy customary closing conditions; the Company's ability to meet applicable Nasdaq listing requirements in connection with the Offering; and the absence of material adverse changes in the Company's business, financial condition, operations or prospects. Although the Company believes that the assumptions underlying the forward-looking statements are reasonable, it cannot guarantee future results, level of activity, performance or achievements.

Accordingly, there are or will be important factors that may cause actual results to differ from expected results. These factors include but are not limited to market volatility or adverse capital markets conditions; the failure to complete the Offering, the consolidation or any concurrent Canadian private placement on the anticipated terms or timeline, or at all; delays in obtaining regulatory or exchange approvals; and those described under "Risk Factors" in the Company's registration statement on Form F-1, as amended, relating to the Offering or in the Company's continuous disclosure filings available under its SEDAR+ profile at www.sedarplus.com. Except as expressly required by applicable law, the Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise, except as may be required by law. New factors emerge from time to time, and it is not possible for the Company to predict all of them or assess the impact of each factor or the



extent to which any factor, or combination of factors, may cause results to differ materially from those contained in any forward-looking statement. Any forward-looking statements contained in this news release are expressly qualified in their entirety by this cautionary statement.

Neither the Canadian Securities Exchange nor the Canadian Investment Regulatory Organization accepts responsibility for the adequacy or accuracy of this release.