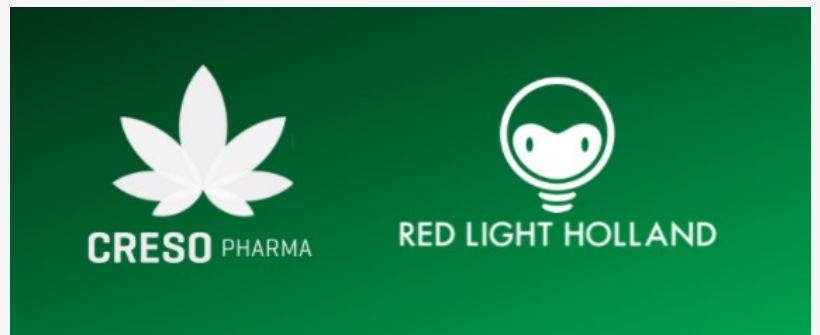


Billion Dollar Company Creators Bruce Linton of Canopy Growth \$CGC & Dr. Halperin of MindMed \$MMED Created Newco \$COPHF

2 Billion Dollar Company Creators Bruce Linton from Canopy Growth \$CGC is an Advisor and Dr. Halperin from MindMed \$MMED Created \$COPHF!

NEDLANDS, PERTH, AUSTRALIA, June 24, 2021 /EINPresswire.com/ -- Quite possibly the [Best Alternative Medicine Company](#) you can Own! 2 Billion Dollar Company Creators Bruce Linton from Canopy Growth \$CGC is an Advisor and Dr. Halperin from MindMed \$MMED Created \$COPHF!



COPHF Logo

[Creso Pharma \(OTCQB: COPHF\)](#) & Red Light Holland Announce Merger to Form The HighBrid Lab™, a Leading Global Alternative ,Medicine Company with Canopy Growth Founder Bruce Linton Expected To Join as Non-Executive Chairman

“

Mr Bruce Linton expected to join as Non-Executive Chairman of The HighBrid Lab Cash balance of approximately A\$48 million providing considerable financial flexibility to progress its growth strategy”

COPHF PR

COPHF acquired Halucenex earlier this year as their official entry into the rapidly growing psychedelic assisted therapy space.

Dr. Miri Halperin Wernli current Executive President of Billion dollar MindMed (NEO: MMED), founded Creso & Ran the Switzerland operations

Highest Quality Cannabinoid Product Developer with Extensive Experience.

Global Assets in the Most Important Regions for the Emerging Cannabis and Psychedelics Wellness Market.

Merger with Red Light Holland to Create New Global Combined Company.

Combined Company Equity Valued at C\$347 Million (A\$371 Million).

Management from Each Merger Partner Contributing Great Expertise.

Cresco Pharma, Ltd. (ASX: CPH) (FSE: 1X8) (OTCQB:COPHF) brings pharmaceutical expertise and methodological rigor to the cannabis world and strives for the highest quality in its products. COPHF develops cannabis and hemp derived therapeutic, nutraceutical, and lifestyle products with wide patient and consumer reach for human and animal health.

COPHF uses GMP (Good Manufacturing Practice) development and manufacturing standards as a reference of quality excellence with initial product registrations in Switzerland. COPHF has worldwide rights for several unique and proprietary innovative delivery technologies, which enhance the bioavailability, and absorption of cannabinoids. COPHF is also progressing expansion opportunities into the North American recreational cannabis market through its wholly-owned subsidiary Mernova Medical Inc. ("Mernova Medical"), as well as the emerging psychedelics sector through target acquisition company, Halucenex Life Sciences Inc. ("Halucenex").

As a global operation since inception, the COPHF experienced leadership and geographical agility has enabled tactical expansion in a diverse range of markets:

First to import medicinal cannabis into Australia.



COPHF Merger



COPHF HQ



Dr, Haperin

First launches of innovative products - containing broad spectrum hemp oil extract - into Switzerland for humans and animals.

Launch of anibidiol®: the first hemp oil-based complementary feed for companion animals in partnership with Virbac Switzerland (Global Animal Health company).

Launch of cannaQIX®: the first hemp oil-based nutraceutical in human health in partnership with Doetsch Grether AG Switzerland (Swiss OTC Pharma).

Formally entered the Canadian market by acquiring Mernova, a Nova Scotia based Medical Cannabis growing operation.

Entry into the African continent with the cannaQIX® products range.

COPHF and Red Light Holland Merge to Introduce The HighBrid Lab (TM), a Leading Global Psychedelics Cannabis Company, Specializing in Recreational Products, Applied Science, Technology and Innovation

On June 16th COPHF and Red Light Holland Corp. (CSE: TRIP) (FSE: 4YX) (OTC Pink: TRUFF), an Ontario-based corporation engaged in the production, growth and sale of magic truffles to the legal, recreational market within the Netherlands, announced that they have entered into a definitive scheme implementation deed (the "Deed") to combine businesses and create The HighBrid Lab (the "Combined Company" or "The HighBrid Lab"), a leading global psychedelics and cannabinoid company.

Red Light Holland strives to move towards safe and trustworthy access to psychedelic compounds for all, and is engaged in the production, growth and sale, through existing Smart Shops and an ecommerce platform, of premium magic truffles to the legal, recreational market in the Netherlands. Activities are undertaken in accordance with the highest standards and compliance with all applicable laws.

Red Light's directors and advisory board members are all highly skilled executives with extensive expertise in growing, mass-producing, compliance, distribution, marketing and supply chain management, which will allow the Combined Company to become a leader in an emerging market segment.

Highlights:

- Creso Pharma and Red Light Holland have entered into a definitive agreement to merge their businesses and create The HighBrid Lab
- The HighBrid Lab is expected to have an implied pro forma equity value of A\$371 million (C\$347 million) based on the closing price of the shares of Creso Pharma and Red Light Holland on 15 June 2021
- Mr. Bruce Linton, leading cannabis and psychedelics entrepreneur, expected to join as Non-Executive Chairman of The HighBrid Lab's board of directors
- Combined Company is expected to have a cash balance of approximately A\$48 million, providing considerable financial flexibility to progress its growth strategy
- The Combined Global Company will trade on the Canadian Securities Exchange ("CSE") under the ticker symbol TRIP
- The HighBrid Lab will focus on several key growth areas:
 - Expanding market and brand leadership in recreational psilocybin, supported by education, telecounseling and technology as new markets open
 - Applied science and innovation supporting long-term opportunities in psychedelics with both naturally occurring and pharmaceutical grade drug discovery aiming for advanced and approved product offerings through controlled lab environments via the pending acquisitions of Halucenex and Mera Life Sciences
 - Once merged, The HighBrid Lab is able to immediately commence selling its Animal and Human CBD products within the USA which is expected to add considerable revenue
 - Scaling recreational cannabis offering in North America by focusing on increasing market share in Canada and taking advantage of the Combined Company's CSE listing to progress the introduction of products into the US, as well as leveraging

COPHF Highlights

Key advantages of the COPHF - Red Light Holland merger:

- The HighBrid Lab is expected to have an implied pro forma equity value of C\$347 million (A\$371 million) based on the closing price of the shares of Creso Pharma and Red Light Holland on June 15th, 2021.
- Transaction results in a reverse takeover of Red Light Holland by Creso Pharma, with an implied premium to Red Light Holland Shareholders of 29.9% based on the 30-day VWAP of both companies as of June 15th, 2021.
- Mr. Bruce Linton, leading cannabis and psychedelics entrepreneur, expected to join as Non-Executive Chairman of The HighBrid Lab's board of directors.
- Combined Company is expected to have a cash balance of approximately C\$45 million (A\$48 million), providing considerable financial flexibility to progress its growth strategy.
- The Combined Global Company will trade on the Canadian Securities Exchange ("CSE") under the ticker symbol TRIP.

The COPHF HighBrid Lab will focus on several key growth areas:

- Expanding market and brand leadership in recreational psilocybin, supported by education, telecounseling and technology as new markets open.
- Applied science and innovation supporting long-term opportunities in psychedelics with both naturally occurring and pharmaceutical grade drug discovery aiming for advanced and approved product offerings through controlled lab environments via the pending acquisitions of Halucenex and Mera Life Sciences.
- Scaling recreational cannabis offering in North America by focusing on increasing market share in Canada and taking advantage of the Combined Company's CSE listing to progress the introduction of products into the US, as well as leveraging industry leading expertise to execute US cannabis acquisitions in the near term (the US is the world's largest cannabis market, expected to reach US\$41Bn/A\$53Bn by 2025).
- Enhanced European distribution of COPHF researched and developed human and animal CBD products through SR Wholesale, Red Light Holland's wholly owned Netherlands based distribution company.
- Introducing unique, innovative and eye-catching recreational product offerings under existing Red Light Holland brands with innovative applied science including combined CBD and mushroom products and ready to drink products with mushrooms, CBD and THC, while focusing

on adding adjacent iMicrodose product lines with ingredients including CBD, THC and functional mushrooms, as and where permitted to do so, and promoting responsible use via education and information.

□ Creation of Red Light Farms, increasing exposure to growing operations; adding to the Combined Company's already impressive line-up including The Red Light Truffle Farm in the Netherlands, Happy Caps Gourmet Mushroom Farm and Mernova Medical in Nova Scotia.

□ Increasing vertical integration strategies from growing, harvesting, packaging, branding and distribution to potential brick and mortar stores for increased sales focused on higher margins.

□ Expanding e-commerce presence and online store initiatives to help boost future sales of CBD, THC, psilocybin, and functional mushroom products, where permissible.

□ Using biometric movement and scientific data and technology from Radix Motion to help find optimal dose and protocol for individuals, and to work with regulatory agencies towards expanding the legal, responsible use of psilocybin, THC and CBD in emerging countries focused on stricter controls.

□ Continuing to grow one of the world's most recognizable legal recreational psilocybin brands while crossing over into the cannabis sector with a focus on increasing creative and experiential marketing, brand development and added influencer support.

□ Sustainable approach with consideration for the long term social, environmental, and economic impacts.

□ Red Light Holland's current Chief Executive Officer, Todd Shapiro, will lead the Combined Company as CEO and Director. The Combined Company's board of directors will consist of seven members, three of which, including Mr. Shapiro, will be current directors of Red Light Holland, and three of which, will be directors or nominees of COPHF. Mr. Bruce Linton is expected to be the seventh member, as non-executive Chairman.

□ Mr. William Lay, previously Associate Director, M&A at Canopy Growth appointed Executive Vice President and Chief Strategy Officer to assist in growth trajectory - Mr. Lay has overseen and/or supported over C\$5Bn in cannabis M&A transactions.

□ The Newly formed company can be accessed online at www.HighBrid.co.

Complementary Management and Board Capabilities with Industry Leading Experience

A strong management team and board of directors will lead the Combined Company, which will also have access to a world-class group of advisors. Upon completion of the Schemes, Red Light Holland's current CEO, Todd Shapiro, will lead the Combined Company as Chief Executive Officer

and Director. The board of directors of the Combined Company will consist of seven members, three of which, including Mr. Shapiro, will be current directors of Red Light Holland, and three of which, will be directors or nominees of COPHF. Leading cannabis entrepreneur Bruce Linton is also expected to join the board of directors of the Combined Company as non-executive Chairman.

The COPHF management team brings a wealth of scientific experience and pharmaceutical background, while Red Light Holland's team has significant expertise in marketing, branding and recreational product offerings. Additionally, William Lay will lead the Combined Company's overall corporate strategy development and will work on identifying and executing potential M&A opportunities in his capacity as Executive Vice President & Chief Strategy Officer.

Balanced Portfolio of High Growth Market Pursuits

The COPHF HighBrid Lab is expected to be organized into four business units, allowing it to aggressively pursue high growth markets, while also focusing on near-term cash flows. These business units are expected to comprise recreational cannabis (THC), CBD, recreational psychedelics, and psychedelic research.

Cash flow from recreational cannabis, CBD and Netherlands-based psychedelic operations will be used to support ongoing market expansion efforts in recreational psychedelics globally as opportunities are presented. The Combined Company also intends to allocate a portion of cash-flow from other business units to the ongoing psychedelics applied science program to support potential long-term upside opportunities.

Opportunity to Scale Recreational THC Offering

COPHF owned Mernova Medical is a licensed cannabis producer in Canada with Craft Designation from the Ontario Cannabis Store, and operates a facility scalable to 200,000 square feet. As the Canadian cannabis market continues to grow, The HighBrid Lab plans to conduct ongoing market reviews to expand Mernova Medical's penetration and share. The HighBrid Lab intends to take advantage of the relationships of its board and management team in the Canadian and US markets to pursue potential accretive acquisitions of US THC operators. Having a CSE-listed vehicle will allow the Combined Company to operate in line with state legislation and target US States where the adult use of cannabis is legal. Recreational cannabis is legal for adult use in 17 states and Washington DC, and medical marijuana is legal in 36 states in the US, providing a number of near term, large market opportunities.

In addition, The HighBrid Lab plans to introduce Red Light Holland branded products within THC markets to continue building brand equity in advance of any potential future changes in the regulatory landscape for Psilocybin.

Enhanced Distribution of European CBD Offering with Aggressive Growth Plans

Over the last five years, COPHF has researched and developed a high-quality suite of Swiss developed and manufactured CBD products, covering therapeutics, nutraceuticals, animal health and cosmetics. The Combined Company plans to pursue growth plans for these products and expects that Red Light Holland's subsidiary distribution company, SR Wholesale, which has access to over 1,000 shops and points of sale across Europe, will significantly bolster sales of COPHF CBD products. The Combined Company will also create a US market entry strategy for these products and will work to introduce new products such as functional mushrooms and combined CBD functional mushrooms to legal markets in Europe and North America.

Market Leader in Recreational Psilocybin with Ongoing Market Expansion Efforts

Red Light Holland is a market leader in recreational psychedelics. To date, Red Light Holland has taken a responsible approach to the sale of these products, including the introduction of the iMicrodose App, patent filings for novel methods to allow individuals to find their appropriate dose, and offering telecounseling opportunities. This approach is aligned with the COPHF mission to better the lives of humans and animals and will continue within the Combined Company. The HighBrid Lab will continuously monitor Red Light Holland's operations within the Netherlands, and scale appropriately as the market matures. Additionally, the Combined Company will keep abreast of regulatory changes around the world and expects to implement a first mover strategy as markets open.

Investments in Applied Science Supporting Long Term Therapeutic Psychedelics Opportunities

COPHF has conditionally agreed to acquire Nova Scotia, Canada based psychedelics life sciences company, Halucenex, which has submitted an application for a Dealer's License under both the Narcotics Control Regulations and Part J of the Food and Drugs Regulations. Subject to the receipt of all necessary regulatory approvals, Halucenex is expected to begin phase II clinical trials to demonstrate the efficacy of psilocybin therapy in the treatment of treatment-resistant depression in Canadian veterans and everyday individuals living with debilitating conditions.

Red Light Holland recently extended its LOI with Mera Life Sciences and continues discussions regarding a previously announced potential investment in St. Vincent and the Grenadines, which is expected to be a part of the Combined Company's applied science platform. In addition, the Combined Company plans to leverage the significant pharmaceutical expertise of the COPHF management team through all applied science activities, use findings to continuously update and expand the iMicrodose app, and consider introducing psychedelic assisted therapy retreats where legally permissible.

Additional Transaction Details

The Red Light Holland Shares will continue to trade on the CSE and the Creso Pharma Shares and Creso Pharma Listed Options will continue to trade on the Australian Securities Exchange

prior to the implementation of the Schemes. The Schemes are expected to be implemented in the third quarter of 2021, following the receipt of applicable regulatory approvals, shareholder and option holder approvals, the approval of the Supreme Court of Western Australia, and the satisfaction or waiver of other closing conditions. Following completion of the Schemes, the Red Light Holland Shares are expected to continue to trade on the CSE.

For more information on Creso Pharma, Ltd (OTC: COPHF) visit: <https://www.cresopharma.com>

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COPHF

Creso Pharma Limited

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