

StageZero Life Sciences Announces Signed Letter of Intent for the Acquisition of Health Clinics Limited

April 1, 2021 (Source) – *Initiates AVRT program for the early detection of diseases, with a focus on cancer incorporating its Aristotle multi-cancer panel*

StageZero Life Sciences, Ltd (TSX:SZLS) (“**StageZero**” or the “**Company**”) is pleased to announce that effective March 31, 2021 it has entered into a letter of intent to purchase substantially all of the business of Health Clinics Limited and of Health Clinics USA Corp. (together, the “HC Companies”) related to their current oncology business and expanding focus into early disease detection utilizing proprietary treatment protocols to ameliorate progression (the “Transaction”).

The letter of intent commits the HC Companies to negotiate exclusively with StageZero for one hundred and twenty (120) days, and is binding as to payment terms. The payment terms contemplate that StageZero will issue 15,000,000 common shares (the “Closing Consideration”) to the vendors on the closing of the Transaction, with an additional 8,000,000 common shares (the “Contingent Consideration”) potentially issuable to the vendors post-closing, contingent upon the achievement of certain performance milestones.

A portion of the shares representing the Closing Consideration will be held in escrow for a 24 month period from closing to secure the indemnification obligations of the sellers under the definitive agreement, subject to certain exceptions. The balance of the shares representing the Closing Consideration will be subject to a lock up agreement restricting vendor

share sales such that the shares may be sold as 1/3 four months following closing, 1/3 eight months after closing, and 1/3 twelve months following closing.

Completion of the Transaction is subject to a number of conditions, including satisfactory due diligence findings by both parties, the obtaining of necessary approvals, including, in the case of StageZero, approval of the TSX and any required shareholder approval, and the execution of a definitive agreement. The definitive agreement will contain representations, warranties, covenants and conditions customary for a transaction of this nature.”

“Together with Health Clinics, we are taking three of the highest growth areas within healthcare – liquid biopsy, early detection of disease and telemedicine – and combining them into one innovative company that with ground-breaking technology, will find disease early (as opposed to late and with presentation of symptoms), diagnose and treat, or diagnose and seek to prevent late stage disease, with a telemedicine reach in both North America and the UK/Europe” explained James Howard-Tripp, Chairman and CEO of StageZero Life Sciences, Ltd. “We begin now with AVRT, the combined program to find disease early, notably cancer, and to work via our primary care physicians and oncologists to establish appropriate treatment protocols to both treat diagnosed cancer as well as avert the consequences of late disease. We believe that launching Aristotle via this broader offering positions us uniquely in the market.”

About Health Clinics

Founded in London, England in 2013, Health Clinics specialises in chronic inflammation and metabolic dysfunction and uses telemedicine to provide specialist clinical services across Europe and North America. HC provides two main clinical offerings:

1. Under the trade name Care Oncology Clinic (“COC”), HC provides a patented and safe adjunctive treatment for all cancer types;

2. Under the trade name AVRT (pronounced “avert”), HC clinicians will provide a managed clinical service to help people to reduce their risk of developing chronic diseases, including cancer, using a proportionate and tolerable protocol.

About StageZero Life Sciences, Ltd.

StageZero Life Sciences is dedicated to the early detection of multiple disease states through whole blood. The Company operates a CAP accredited and CLIA certified high complexity reference laboratory based in Richmond, Virginia. A specialist in PCR testing for the early identification of Cancer through blood, the Company is uniquely positioned to provide both COVID PCR testing (swab and saliva) and blood test analysis (Antibody testing). Our full service, telehealth platform includes access to physicians and phlebotomist who can prescribe and draw samples for individuals and groups. As we provide COVID-19 test during this Pandemic, we continue making progress with our mission to eradicate late stage cancers through early detection. Our next generation test, Aristotle®, is a multi-cancer panel for simultaneously screening for 10 cancers from a single sample of blood with high sensitivity and specificity for each cancer. www.stagezerolifesciences.com

Forward-Looking Statements

This press release contains forward-looking statements identified by words such as “expects”, “will” and similar expressions, which reflect the Company’s current expectations regarding future events. The forward-looking statements involve risks and uncertainties that could cause the Company’s actual events to differ materially from those projected herein. Investors should consult the Company’s ongoing

quarterly filings and annual reports for additional information on risks and uncertainties relating to these forward-looking statements. The reader is cautioned not to rely on these forward-looking statements. The Company disclaims any obligation to update these forward-looking statements, except as required by law.