

# **Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines**

## **CTT PHARMACEUTICAL HOLDINGS, INC.**

A Delaware Corporation  
519 Golf Links Road Ancaster, Ontario L9G 4X6 Canada

(800) 516-1635

<http://www.cttpharmaceuticals.com>

[info@cttpharmaceuticals.com](mailto:info@cttpharmaceuticals.com)

SIC Codes: 2834 and 2836

### **Quarterly Report For the Period Ending: December 31, 2021 (the "Reporting Period")**

As of December 31, 2021, the number of shares outstanding of our Common Stock was:

50,073,724

As of December 31, 2020, the number of shares outstanding of our Common Stock

was: 47,573,724

As of September 30, 2020, the number of shares outstanding of our Common Stock was:

47,573,724

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Exchange Act of 1934):

Yes: ☐ No: ☒

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: ☐ No: ☒

Indicate by check mark whether a Change in Control<sup>4</sup> of the company has occurred over this reporting period:

Yes: ☐ No: ☒

<sup>5</sup> \_\_\_\_\_  
"Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

### 1) Name of the issuer and its predecessors (if any)

In answering this item, provide the current name of the issuer any names used by predecessor entities, along with the dates of the name changes.

On July 20, 2015, the company changed its name from Mindesta Inc. to CTT Pharmaceutical Holdings, Inc. (the “Company”).

The Company was incorporated within the State of Delaware on November 6, 1996. The Company is currently active with the State of Delaware.

Has the issuer or any of its predecessors ever been in bankruptcy, receivership, or any similar proceeding in the past five years?

Yes: ☐ No: ☒

### 2) Security Information

Trading symbol:	CTTH	
Exact title and class of securities outstanding:	Common Stock	
CUSIP:	12651E06	
Par or stated value:	\$0.0001	
Total shares authorized:	300,000,000	as of date: 12/31/2021
Total shares outstanding:	50,073,724	as of date: 12/31/2021
Number of shares in the Public Float <sup>5</sup> :	30,504,532	as of date: 12/31/2021
Total number of shareholders of record:	305	as of date: 12/31/2021

*Additional class(es) of publicly traded securities (if any):*

N/A

#### Transfer Agent

Name: VStock Transfer,  
LLC Phone: (212) 828-8436  
Email: [info@vstocktransfer.com](mailto:info@vstocktransfer.com)

Is the Transfer Agent registered under the Exchange Act?<sup>6</sup> Yes: ☒ No: ☐

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors:

None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

None

### 3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any direct changes to the total shares outstanding of any class of the issuer’s securities **in the past two completed fiscal years and any subsequent interim period.**

<sup>5</sup> “Public Float” shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a “control person”), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

<sup>6</sup> To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services. Using the tabular format below, please describe these events.

#### A. Changes to the Number of Outstanding Shares

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods: ☐

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, in addressing this item for its quarter ended September 30, 2018, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2016 through September 30, 2018 pursuant to the tabular format above.

Number of Shares outstanding as of	<u>Opening Balance:</u>								
<u>Jan. 1, 2019</u>	Common: <u>47,073,724</u> Preferred: N/A		*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion ) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
05/09/2019	New issuance	500,000	common	0.19	no	ALLEN GREENSPOON	Cash	RSTR	
12/14/2021	New issuance	2,500,000	common	0.034	no	Dr. PANKAJ MODI	Debt conversion	RSTR	1933 Act Legend
<u>Ending Balance:</u> <u>December 31, 2021,</u>			Common: <u>50,073,724</u> Preferred: <u>N/A</u>						

Use the space below to provide any additional details, including footnotes to the table above:

#### A. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities.

Check this box if there are no outstanding promissory, convertible notes or debt arrangements: ☒

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
_____	_____	_____	_____	_____	_____	_____	_____

Use the space below to provide any additional details, including footnotes to the table above:

#### 4) Financial Statements

A. The following financial statements were prepared in accordance with:

- ☒ U.S. GAAP  
☐ IFRS

B. The financial statements for this reporting period were prepared by (name of individual)<sup>4</sup>:

Name: Robert Allen  
Title: Chief Financial Officer  
Relationship to Issuer: Contractor

#### 5) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

The Company specializes in drug delivery systems technology within the pharmaceutical industry. Its focus is fast dissolving drug delivery systems through the development of advanced oral delivery thin wafers. The Company's technology platform includes the development of advanced oral delivery thin wafers infused with both natural and/or synthetic cannabis extracts (THC, Cannabinoids, Terpenes) to deliver treatment as an alternate to smoking and ingestion. The Company is currently conducting operations and its principal asset is a patented orally administered wafer (the "Wafer").

B. Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of their business contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference

CTT Pharmaceuticals Inc. ("CTT Pharma") became the Company's wholly owned subsidiary on September 9, 2016 and became the Company's exclusive focus and sole business.

C. Describe the issuer's principal products or services, and their markets.

##### Products

##### The Wafer

The wafer is an orally administrable paper-thin polymer film used as a carrier for pharmaceutical agents. The Wafer rapidly dissolves to release the pharmaceutical agent as soon as it comes in contact with saliva, thus obviating the need for water during administration. This attribute makes the wafer highly attractive for pediatric and geriatric patients due to the difficulty in swallowing conventional tablets and capsules.

The wafer is advantageously stable but readily dissolves on oral administration. Accordingly, the wafer is suitable for the oral administration of a compound such as a pharmaceutical agent to permit rapid release and onset of activity of the compound incorporated within the wafer. Our orally administered wafer comprises at least one physiologically acceptable film forming agent and an aqueous solvent, characterized by a dissolution rate of at least about 2 mg/s in an aqueous environment. Our intent is to focus on cannabis as a physiologically acceptable film forming agent. There are several different aspects to our orally administered agents:

(a) At least one physiologically acceptable film forming agent, wherein said wafer is formed by exposing an aqueous mixture of

the film forming agent to a plurality of heating and cooling cycles. (b) A pharmaceutical agent and at least one physiologically acceptable film forming agent, wherein the pharmaceutical agent is present in a pre-defined quantity.

To incorporate a pharmaceutical agent into a wafer according to the invention, the pharmaceutical agent is dissolved in an aqueous solution and added to a gel formed by an aqueous mixture of a selected film-forming agent. The wafer-forming heating and cooling cycles are then applied to the admixture of the pharmaceutical agent.

#### MedWAFE– Medical Marijuana and Opioids for Pain Management

The Company believes that its film strip, encapsulated with a novel opioid reduction formula (combination of THC + CBD + Opioid) will reduce required opioid dosages and will help reduce addiction and improve patients' safety. The key benefits of MedWAFE are that it is easy to administer without water and improvement of product appeal through its innovative format.

#### CannaWafe – Oral Thin Wafer: CBD and THC for Pain Management

Cannawafe is an orally dispersible film retained at the site of application and rapidly releases the THC, Terpenes and Cannabinoids for local and/or systemic absorption. CTT Pharma-oro-dispersible films technology drug delivery system will work with any strain or species of cannabis and can be provided in various packaging configurations, ranging from unit-dose pouches to multiple-dose blister packages. Our flavored wafer would provide users with a smoke-free alternative with a proper dosage control. The benefits of CannaWafe are:

- Smoke-Free
- Convenient and Discrete (administer anytime/anywhere)
- Dosage Control (Repeatability of experience, potentially reducing addiction risks associated with opioids)
- Odorless
- Fast Onset (Enters bloodstream quickly – bypassing lungs and/or stomach)
- Flexibility (Works with any strain of cannabis)
- Easy and Clean Application (No rolling or handling of cannabis)
- Flavored (Mint, Cannabis, Food, etc.)
- Serialized packaging
- Colored (Represent strength & dosage)

#### VetWafe – Oral Thin Film for Pain Management

VetWafe will be used for pain management for the pet markets. This product is thin films for treating dogs and cats. It is easy to administer orally as a thin film which dissolves within few seconds.

#### Distribution.

The Company intends to partner with companies in multiple jurisdictions for the rights to distribute the Company's wafers. There can be no assurance that the Company will be successful in negotiating additional licensing agreements.

#### **New Products**

N/A

#### **Competition**

Our success depends in part upon maintaining a competitive position in the development of pharmaceutical agents suitable for our delivery system. We compete in an evolving field in which developments are expected to continue at a rapid pace. We compete with other drug delivery, biotechnology and pharmaceutical companies, research organizations, individual scientists and non-profit organizations engaged in the development of alternative drug delivery technologies or new drug research and testing, and with entities developing new drugs that may be orally active. Our product candidates compete against alternative therapies or alternative delivery systems for each of the medical conditions our product candidates address, independent of the means of delivery. Many of our competitors have substantially greater research and development capabilities, experience, marketing, financial and managerial resources than we have.

The pharmaceutical and biotechnology industry is characterized by intense competition, rapid product development and

technological change. Most of our potential competitors are large, well established pharmaceutical, chemical or healthcare companies with considerably greater financial, marketing, sales and technical resources than are available to us. Additionally, many of our potential competitors have research and development capabilities that may allow such competitors to develop new or improved products that may compete with our Wafers. Our Wafers could be made uneconomical by the development of new products to treat the conditions to be addressed by our developments, technological advances affecting the cost of production, or marketing or pricing actions by one or more of our potential competitors. Our business, financial condition and results of operation could be materially adversely affected by any one or more of such developments. Academic institutions, governmental agencies and other public and private research organizations are also conducting research activities and seeking patent protection and may commercialize products on their own or with the assistance of major health care companies in areas where we are developing product candidates. We are aware of certain development projects for products to treat or prevent certain diseases targeted by us, and the existence of these potential products or other products or treatments of which we are not aware, or products or treatments that may be developed in the future, may adversely affect the marketability of products developed by us.

In the area of advanced drug delivery, a number of companies are developing or evaluating enhanced drug delivery systems. We expect that technological developments will occur at a rapid rate and that competition is likely to intensify as various alternative delivery system technologies achieve similar if not identical advantages. Many of our competitors have greater financial and other resources, including larger research and development, marketing and manufacturing organizations. As a result, our competitors may successfully develop technologies and drugs that are more effective or less costly than any that we are developing, or which would render our technology and future products obsolete and noncompetitive.

### **Suppliers**

We have entered into an agreement with a company capable of extracting purified cannabis extracts such as THC CBD and CBG and then testing the cannabis extracts for their potency. The Company has entered into an agreement with a supplier to produce the wafer. Until such time we are satisfied with the quality of the wafer, the wafer is being produced at lab trials with and without cannabis. Once the wafer meets our quality control standards, the wafer will be treated with cannabis extracts and other molecules with various applications to create a rapidly dissolving formulation suitable for oral administration.

### **Major Customers**

The Company previously had an exclusive distribution agreement with Aurora Cannabis. This agreement now forms the basis of a legal claim in which the Company is seeking remediation for damages from Aurora's breach of this contract. The Company is in preliminary talks with several potential licensees and or partners in the United States. As of the date of this report there are any new Major Customers.

### **Intellectual Property**

On November 9, 2010 the Canadian Intellectual Property Office issued Patent Number 2,624,110 to Dr. Modi for A Rapidly Dissolving Orally Administrable Wafer Formulation. On Dec. 13, 2016 the Canadian Intellectual Property Office issued Patent Number 2,910,206 to Dr. Modi for Novel Therapeutic Composition. Both patents were subsequently assigned to CTT Pharma. On Jan. 2, 2018 the Canadian Intellectual Property Office issued Patent Number 2,922,959 to CTT Pharma for Orally Administrable Composition.

On January 7, 2014 the United States Patent and Trademark Office issued Patent Number 8,623,401 B2 to CTT Pharma for Wafer Formulation and on Dec. 5, 2017 Patent Number 9,833,461 B2 to CTT Pharma Ltd. for Therapeutic Compositions Comprising Cannabidiol and Corticosteroids. On April 27, 2017 a U.S. Patent Application was published for Novel Therapeutic Composition and on Sept. 7, 2017 another U.S. Patent Application was published for Orally Administrable Composition, both in the name of Dr. Pankaj Modi on behalf of CTT Pharma.

On Sept. 8, 2017 Patent Application 147691 for Orally Administrable Composition was published under the Patent Cooperation Treaty (PCT) of the World International Property Organization.

We intend to file additional patent applications when appropriate and to aggressively prosecute, enforce, and defend our patents and other proprietary technology. We also rely on trade secrets, know-how, and continuing innovation in an effort to develop and maintain our competitive position. Patent law relating to the patentability and scope of claims in the biotechnology and pharmaceutical fields is evolving and our patent rights are subject to this additional uncertainty.

### **Governmental Approval**

The Company does not believe that it will be cost effective to pursue regulatory approval in the United States at this time as costs and timing will be a major hindrance in bringing a cannabis or cannabis/opiate wafer to the market. Rather, the Company will discuss a joint venture or licensing agreement with several large pharmaceutical companies in the United States that have the financial capacity to secure FDA approval. Additionally, the Company is exploring opportunities at State level in the U.S., where products can be introduced through in accordance with state-level regulations. Entering the market through this route does put restrictions on any claims that could be made in relation to therapeutic benefits.

## 6) Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The Company's principal place of business is located 519 Golf Links Road, Ancaster, Ontario, L9G 4X6, Canada. The Company leases this space at no cost to the Company from a corporate officer. Until such time as the Company becomes operational, management believes that this space is sufficient.

## 7) Officers, Directors, and Control Persons

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

Using the tabular format below, please provide information regarding any person or entity owning 5% or more of the issuer, as well as any officer, and any director of the company, regardless of the number of shares they own. **If any listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information of an individual representing the corporation or entity in the note section.**

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Dr. Allen Greenspoon	Director	Hamilton ON Canada	833,334 300,000 (1) 300,000 (2)	Common	2.3%	—
Robert Allen	Chief Financial Officer	Coquitlam B.C. Canada	300,000 (1) 300,000 (2)	Common		—
Capital Financial	Owner of more than 5%	Beirut, Lebanon	2,847,149	Common	5.9%	Camay Rabay, Principal
Aurora Cannabis Inc.	Owner of more than 5%	Vancouver BC Canada	3,731,343	Common	7.8%	Miguel Martin, CEO

(1) The number of shares issuable upon exercise of outstanding options at a price of \$0.40 per share.

(2) The number of shares issuable upon exercise of outstanding options at a price of \$0.10 per share

## 8) Legal/Disciplinary History

A. Please identify whether any of the persons listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

None

- B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

CTT Pharma Inc v Aurora Cannabis et al.

On October 9, 2019 the Company filed suit in the Province of Ontario for the payments of amounts owing under a February 16, 2017 agreement with CanniMed Therapeutics Ltd ("CanniMed"), which granted exclusive right to CanniMed to manufacture, sell, and distribute cannabis products using the Company's patents in Canada (the "Agreement"). Pursuant to an April 2018 takeover bid, Aurora Cannabis Inc. ("Aurora") acquired all of the issued and outstanding shares of CanniMed. At the time of the takeover, with the approval and consent from the Company, Aurora became an Affiliate and sublicensee under the Agreement. Both Aurora and CanniMed are named defendants in the lawsuit.

The Company's statement of claim contains damages owing by the Defendants under the terms of the Agreement (\$935,000 USD and \$151,204.65 CDN), legal costs and potential consequential damages. The lawsuit has yet to be heard.

## 9) **Third Party Providers**

Please provide the name, address, telephone number and email address of each of the following outside providers:

Securities Counsel

Name: Ross D. Carmel, Esq.  
Firm: Carmel, Milazzo & Feil LLP  
Address 1: 55 W. 39<sup>th</sup> Street  
Address 2: 18<sup>th</sup> Floor  
Phone: (212) 658-0458  
Email: [rcarmel@cmdllp.com](mailto:rcarmel@cmdllp.com)

Accountant/Auditor

None

Investor Relations



None

Other Service Providers

None

Issuer Certification

*Principal Executive Officer:*

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities).

The certifications shall follow the format below:

I, certify that:

1. I have reviewed this annual disclosure statement of CTT Pharmaceutical Holdings, Inc.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

February 8, 2022

/s/ Ryan Khouri

*Principal Financial Officer:*

I, Robert Allen certify that:

1. I have reviewed this annual disclosure statement of CTT Pharmaceutical Holdings, Inc.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

February 8, 2022

/s/ Robert Allen