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These securities have not been registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any of the securities laws of any state of the United States, and may not be offered or sold within the United States or for the account or benefit of U.S. persons or persons in the United States except pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This offering document does not constitute an offer to sell, or the solicitation of an offer to buy, any of these securities within the United States or to, or for the account or benefit of, U.S. persons or persons in the United States. "United States" and "U.S. person" have the meanings ascribed to them in Regulation S under the U.S. Securities Act.

**OFFERING DOCUMENT
UNDER THE LISTED ISSUER FINANCING EXEMPTION**

September 25, 2023



HYTN INNOVATIONS INC.
(the "Company")

WHAT ARE WE OFFERING?

Offering:	Up to 10,000,000 units at a price of \$0.10 per unit (the "Units"). Each Unit consists of one (1) common share of the Company (a "Common Share") and one (1) Common Share purchase warrant (each whole common share purchase warrant referred to as a "Warrant"). Each Warrant is exercisable into one (1) Common Share at a price of \$0.25 for a period of 24 months (the "Offering").
Offering Price:	\$0.10 per Unit
Offering Amount:	Up to 10,000,000 Units, for maximum gross proceeds of \$1,000,000.
Closing Date:	The closing of the Offering may take place in one or more tranches, the first of which is expected to close on or about October 16, 2023.
Exchange:	The Common Shares of the Company are listed on the Canadian Securities Exchange (the "CSE") under the trading symbol "HYTN".

Last Closing Price: On September 22, 2023, the last trading day completed prior to the date of this Offering Document, the closing price of the Common Shares on the CSE was \$0.085.

Description of Common Shares

Holders of Common Shares are entitled to receive notice of, attend and vote at, all meetings of the shareholders of the Company and are entitled to one vote for each Common Share held on all matters to be voted on by shareholders at meetings of the shareholders of the Company. Holders of Common Shares are entitled to receive such dividends, if, as and when declared by the board of directors of the Company, in their sole discretion. All dividends which the board of directors of the Company may declare shall be declared and paid in equal amounts per Common Share on all Common Shares at the time outstanding. On liquidation, dissolution or winding up of the Company, the holders of Common Shares will be entitled to receive the property of the Company remaining after payment of all outstanding debts on a pro rata basis, but subject to the rights, privileges, restrictions and conditions of any other class of shares issued by the Company. There are no pre-emptive, redemption or conversion rights attached to the Common Shares. All Common Shares, when issued, are and will be issued as fully paid and non-assessable Common Shares without liability for further calls or assessment.

Description of Warrants

Each Warrant will entitle the holder to acquire, subject to adjustment in certain circumstances, one Common Share (a “**Warrant Share**”) at an exercise price of \$0.25 until the date that is 24 months following the date of closing, after which time the Warrants will be void and of no value.

The Warrants will be governed by the terms and conditions set out in the certificate representing the Warrants (the “**Warrant Certificates**”) delivered to you at the closing of the Offering. The Warrant Certificates will provide for adjustment in the number of Warrant Shares issuable upon the exercise of the Warrants and/or the exercise price per Warrant Share upon the occurrence of certain customary events. No fractional Warrants Shares will be issuable to any holder of Warrants upon the exercise thereof, and no cash or other consideration will be paid in lieu of fractional shares. The holding of Warrants will not make the holder thereof a shareholder of the Company or entitle such holder to any right or interest in respect of the Warrants except as expressly provided in the Warrant Certificate. Holders of Warrants will not have any voting or pre-emptive rights or any other rights of a holder of Common Shares.

No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this document. Any representation to the contrary is an offence. This Offering may not be suitable for you and you should only invest in it if you are willing to risk the loss of your entire investment. In making this investment decision, you should seek the advice of a registered dealer.

HYTN Innovations Inc. is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 Prospectus Exemptions. In connection with this Offering, the Company represents the following is true:

- the Company has active operations and its principal asset is not cash, cash equivalents or its exchange listing;
- the Company has filed all periodic and timely disclosure documents that it is required to have filed;
- the total dollar amount of this Offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption in the 12 months immediately before the date of this offering document, will not exceed \$5,000,000;

- **the Company will not close this Offering unless the Company reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution; and**
- **the Company will not allocate the available funds from this Offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the Company seeks security holder approval.**

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This offering document contains “forward-looking information” within the meaning of applicable Canadian and United States securities laws, which is based upon the Company’s current internal expectations, estimates, projections, assumptions and beliefs. The forward-looking information included in this offering document are made only as of the date of this offering document. Such forward-looking statements and forward-looking information include, but are not limited to, statements concerning: the completion of the Offering; the Company’s business objectives; the Company’s expectations with respect to the use of proceeds and the use of the available funds following completion of the Offering; raising the minimum or maximum proceeds of the Offering; and completion of the Offering and the date of such completion. Forward-looking statements or forward-looking information relate to future events and future performance and include statements regarding the expectations and beliefs of management based on information currently available to the Company. Such forward-looking statements and forward-looking information often, but not always, can be identified by the use of words such as “plans”, “expects”, “potential”, “is expected”, “anticipated”, “is targeted”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or “believes” or the negatives thereof or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved.

Forward-looking statements or forward-looking information are subject to a variety of risks and uncertainties which could cause actual events or results to differ materially from those reflected in the forward-looking statements or forward-looking information, including, without limitation, risks and uncertainties relating to: general business and economic conditions; regulatory approval for the Offering; completion of the Offering; the Company’s limited operating history; uncertainty of future events; growth-related risks; the Company’s ability to obtain additional financing in the future on favourable terms, or at all; the Company’s reliance on key personnel; the Company’s ability to attract and retain executive management and qualified board members; the novel nature of the industries in which the Company operates; the Company’s dependence on suppliers and skilled labour; product recalls; product liability; shelf life of inventory; unfavourable publicity or consumer perception; the requirement to obtain and maintain licenses and permits; the complex regulatory environment in which the Company operates; the difficulties of establishing and maintaining brand identity; and production facility risks. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements or forward-looking information. Although the Company has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that could cause results not to be as anticipated, estimated or intended. For more information on the Company and the risks and challenges of its business, investors should review the Company’s annual filings that are available at www.sedarplus.ca, including the Company’s filing statement dated February 14, 2022. The Company provides no assurance that forward-looking statements or forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements and information. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking information, whether as a

result of new information, changing circumstances, or otherwise.

SUMMARY DESCRIPTION OF BUSINESS

What is our Business?

HYTN formulates, manufactures, markets, and sells premium cannabis goods. With the mission to be the leading provider of consistent, natural, and delicious cannabis products, HYTN focuses its efforts on identifying category opportunities and takes an innovative approach to delivering elevated cannabis experiences to a discerning customer base.

Recent Developments

The following is a brief summary of key recent developments involving or affecting the Company.

- In October 2022, the Company's wholly-owned subsidiary, HYTN Cannabis Inc., was awarded a Controlled Drugs and Substances Dealer's Licence (the "**Licence**") by Health Canada allowing for the sale, possession, production, assembly and transportation of psilocybin, a naturally occurring psychedelic prodrug compound produced by a number of fungi. The License is in addition to the Company's Standard Processing License and its Amendment for Sale, its Cannabis Research License, its Standard Cultivation License, and its Medical Sales License (with possession)
- In October 2022, the Company's wholly-owned subsidiary, HYTN Cannabis Inc., entered into a sales, distribution, and marketing agreement with ROSE LifeScience Inc., which provides a path for the Company to sell its products in Quebec.
- On February 23, 2023, the Company announced that it had successfully initiated the cultivation of psilocybin mushrooms under the License granted by Health Canada.
- In February 2023, the Company installed new state-of-the-art equipment at its Kelowna facility, including high-performance liquid chromatography, and gas chromatography–mass spectrometry, to support the development of Active Pharmaceutical Ingredients (APIs) and strengthen the Company's technological capabilities. The Company also announced a partnership with Graeme Staley and Dr. Phillippe Henry, enabling the Company to commence development of APIs containing a wide range of compounds.
- In March 2023, the Company submitted an application for an amendment to the License with Health Canada. The amendment, if approved, would allow the company to expand its work to include additional compounds such as MDMA, ketamine, LSD, cocaine, and other lesser-known compounds in addition to cannabinoids and psilocybin. The Company has also entered the review stage for both a Drug Establishment License (DEL) under the Food and Drugs Act and a Precursors License under the Controlled Drugs and Substances Act.

Material Facts

There are no material facts about the securities being distributed that have not been disclosed in this offering document or in any other document filed by the Company in the 12 months preceding the date of this offering document.

What are the business objectives that we expect to accomplish using the available funds?

The Company intends to use available funds for general working capital purposes over the following 12-month period to fund the Company's ongoing operations, and to repay certain indebtedness of the Company. The

Company does not have any specific business objectives or milestones that the Company intends to achieve with the available funds but does intend to focus efforts on the growth of the Company's existing business through expanding product offerings, customer retention and acquisition, and general Company awareness initiatives. The Company may also use a portion of the available funds for acquisitions or strategic investments in complementary businesses, services, products or technologies, provided that any such acquisition or strategic investment will not constitute a significant acquisition, a restructuring transaction or any transaction requiring approval of the Company's security holders. The Company does not have agreements or commitments to enter into any such acquisitions or investments at this time.

USE OF AVAILABLE FUNDS

What will our available funds be upon the closing of the offering?

Following the closing of the Offering, the Company expects to have funds available as set out in the following table:

		Assuming 100% of Offering
A	Amount to be raised by this offering	\$1,000,000
B	Estimated selling commissions and fees ⁽¹⁾	\$ -
C	Estimated offering costs (e.g. legal, accounting, audit)	\$15,000
D	Net proceeds of offering: $D = A - (B + C)$	\$985,000
E	Working capital as at most recent month end (deficiency)	\$(219,627)
F	Additional sources of funding	\$ -
G	Total available funds: $G = D + E + F$	\$765,373

Note:

(1) See "Fees and Commission" below.

The Company's working capital as at August 31, 2023 (deficiency of \$219,627) has decreased from the Company's working capital as at September 30, 2022 (\$695,614). This decline was primarily attributed to the start-up nature of the Company's business, and the associated use of cash for launching operations, facility costs, capital expenditures, license applications, investor relations and ongoing marketing efforts.

How will we use the available funds?

Description of intended use of available funds listed in order of priority	Assuming 100% of Offering
Repayment of indebtedness	\$105,320
General corporate purposes and administrative expenses	\$660,053
Total:	\$765,373

The above noted allocation and anticipated timing represents the Company's current intentions with respect to its use of proceeds based on current knowledge, planning and expectations of management of the Company.

Although the Company intends to expend the proceeds from the Offering as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary and may vary materially from that set forth above, as the amounts actually allocated and spent will depend on a number of factors, including the Company's ability to execute on its business plan.

The indebtedness referenced in the table above was principally used for general operations, including: salaries and consulting fees; public company related expenses including audit and legal work; and other general operations-related activities.

The most recent audited annual financial statements and interim financial report of the Company included a going-concern note. The Company has not achieved profitable operations, has accumulated losses since inception and expects to incur further losses in the development of its business, which may cast doubt on the Company's ability to continue as a going concern. The Offering is intended to permit the Company to continue to develop its business operations, and is not expected to affect the decision to include a going concern note in the next annual financial statements of the Company.

How have we used the other funds we have raised in the past 12 months?

In the past twelve months, we have not raised any funds from outside investors.

FEES AND COMMISSIONS

Who are the dealers or finders that we have engaged in connection with this offering, if any, and what are their fees?

The Company has not engaged any registrants to introduce investors to participate in the Offering. While the Company does not expect to engage any registrants in connection with this Offering, the Company may compensate certain registrants in connection with the sale of Units to purchasers introduced to the Company. The extent and nature of any compensation paid to registrants in connection with the Offering, and the identity of these registrants, is not known at this time. Such compensation, if any, may include cash, finders warrants or a combination of thereof. The finders warrants, to the extent they are issued, shall entitle the holder to acquire one (1) Common Share at a price of \$0.25 per common share for a period of 24 months.

PURCHASERS' RIGHTS

Rights of Action in the Event of a Misrepresentation

If there is a misrepresentation in this offering document, you have a right

- (a) to rescind your purchase of these securities with the Company, or**
- (b) to damages against the Company and may, in certain jurisdictions, have a statutory right to damages from other persons.**

These rights are available to you whether or not you relied on the misrepresentation. However, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the securities.

If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations.

You should refer to any applicable provisions of the securities legislation of your province or territory for the particulars of these rights or consult with a legal adviser.

ADDITIONAL INFORMATION

Where can you find more information about us?

Security holders can access the Company's continuous disclosure at www.sedarplus.ca and on the Company's website www.HYTN.life.

DATE AND CERTIFICATE

This offering document, together with any document filed under Canadian securities legislation on or after September 25, 2022, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

Dated: September 25, 2023

(Signed) "Elliot McKerr"

Elliot McKerr
Chief Executive Officer

(Signed) "Paul More"

Paul More
Chief Financial Officer