

*No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This prospectus supplement (the "Prospectus Supplement"), together with the accompanying short form base shelf prospectus dated March 4, 2021 (the "Base Prospectus") to which it relates, as amended or supplemented, (this Prospectus Supplement and the Base Prospectus are together the "Prospectus") and each document deemed to be incorporated by reference herein and therein, constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons authorized to sell such securities.*

*The securities offered hereby have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), and may not be offered or sold in any state, district or commonwealth of the United States of America, its territories or possessions (the "United States") and, subject to certain exceptions, may not be offered or sold, directly or indirectly, within the United States or to or for the account or benefit of any "U.S. Person" (as defined in Regulation S made under the U.S. Securities Act). This Prospectus Supplement does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby within the United States or to or for the account or benefit of a U.S. Person or person within the United States. See "Plan of Distribution".*

*Information has been incorporated by reference in this Prospectus Supplement from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from Pure Extracts Technologies Corp., 7341 Industrial Way, Unit 6, Pemberton, BC, V0N 2K0, Telephone: 604-328-5598 (attention: Chief Financial Officer), and are also available electronically at [www.sedar.com](http://www.sedar.com).*

**PROSPECTUS SUPPLEMENT  
To the Short Form Base Shelf Prospectus dated March 4, 2021**

New Issue

March 5, 2021

**PURE EXTRACTS TECHNOLOGIES CORP.**

**\$8,532,222**

**16,895,491 Common Shares and 8,447,739 Common Share Purchase Warrants  
issuable on deemed exercise of 16,895,491 Special Warrants**

No securities are being offered or sold pursuant to this Prospectus Supplement. Pure Extracts Technologies Corp. ("**we**", "**Pure**" or the "**Company**") is hereby qualifying for distribution (the "**Distribution**") 16,895,491 units (the "**Units**") of the Company, with each Unit comprised of one common share (a "**Unit Share**") in the capital of the Company and one half of one common share purchase warrant (each whole warrant, a "**Warrant**"). The Units will be issued only to those holders of 16,895,491 special warrants of the Company (the "**Special Warrants**") upon the deemed exercise thereof for no additional consideration. Each Warrant will entitle the holder to purchase one common share of the Company (each, a "**Warrant Share**") at a price of \$0.65 per Warrant Share at any time until 5:00pm (PST) on the date that is 24 months following the Exercise Date, as defined herein (the "**Expiry Date**").

The Special Warrants were sold by the Company in a private placement that was completed in two tranches (the "**Special Warrant Financing**"). The first tranche of 6,061,033 Special Warrants was completed on January 5, 2021 for gross proceeds of \$3,060,821 (the "**First Tranche**"). The second tranche of 10,834,458 Special Warrants was completed on January 20, 2021 for gross proceeds of \$5,471,401 (the "**Final Tranche**"). The Special Warrants are governed by the terms and conditions contained in the special warrant certificates (the "**Special Warrant Certificates**") issued to each of the investors who has purchased Special Warrants. **No additional Special Warrants are available for purchase pursuant to this Prospectus Supplement and no additional funds are to be received by the Company from the distribution of the Units upon exercise of these Special Warrants.**

**NO UNDERWRITER HAS BEEN INVOLVED IN THE PREPARATION OF, OR HAS PERFORMED ANY REVIEW OF, THIS PROSPECTUS SUPPLEMENT OR THE ACCOMPANYING PROSPECTUS.**

The Company issued the Special Warrants on a private placement basis to certain accredited investors, each such investor being an accredited investor as such term is defined under National Instrument 45-106 (collectively, the "**Investors**"), pursuant to subscription agreements entered into between the Company and each Investor.

The Company paid and issued both cash commissions and finder's warrants (each a "**Finder's Warrant**") in conjunction with the Special Warrant Financing. Under the First Tranche, the Company paid and issued cash commissions of \$95,736 and 218,971 Finder's Warrants. Under the Final Tranche, the Company paid and issued cash commissions of \$139,501 cash and 395,817 Finder's Warrants. Each Finder's Warrant entitles the holder thereof to purchase one common share of the Company (the "**Finder's Warrant Shares**") at an exercise price of \$0.65 per Finder's Warrant Share. Finder's Warrants issued in conjunction with the First Tranche are exercisable until January 5, 2023, and Finders Warrants issued in conjunction with the Final Tranche are exercisable until January 20, 2023.

The common shares of the Company (the "**Common Shares**") are listed and posted for trading on the Canadian Securities Exchange ("**CSE**") under the symbol "PULL". On March 4, 2021, the closing price of the Common Shares as reported on the CSE was \$0.52 per Common Share. The Company has applied to the CSE to list the Warrants, and listing of the Warrants will be subject to the Company fulfilling the listing requirements of the CSE.

The Special Warrants are governed by the terms and conditions set forth in the Special Warrant Certificates. Subject to the terms and conditions of the Special Warrant Certificates, each Special Warrant entitles the holder thereof to acquire one Unit, subject to adjustments in certain circumstances, without payment of additional consideration. Under the Special Warrant Certificates, the Company agreed to use commercially reasonable best efforts to obtain a receipt for a final prospectus by the securities regulators in each of the provinces of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, New Brunswick, Nova Scotia and Prince Edward Island (the "**Qualifying Jurisdictions**") to qualify the Unit Shares and Warrants issuable upon conversion of the Special Warrants. Pursuant to the terms of the Special Warrant Certificates, the Special Warrants will automatically convert into the Units on the date (the "**Exercise Date**") that is earlier of: (i) the third business day after the date on which a receipt for a final prospectus by the securities regulatory authorities in each of the Qualifying Jurisdictions, and (ii) the date that is four months and one day following the closing date of Final Tranche of the Special Warrant Financing.

**NEITHER THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE OR CANADIAN SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS SUPPLEMENT IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE.**

**An investment in the Common Shares or Warrants involves a high degree of risk. You should carefully review the risks outlined in this Prospectus Supplement and in the documents incorporated by reference in this Prospectus Supplement and consider such risks in connection with an investment in the Common Shares or Warrants. See "*Risk Factors*".**

**Prospective investors should be aware that the acquisition of the Common Shares and Warrants described herein may have tax consequences both in the United States and in Canada. Such consequences for investors may not be described fully herein and investors should discuss with their tax advisors. See "*Eligibility for Investment*".**

**The enforcement by investors of civil liabilities under the United States federal securities laws may be affected adversely by the fact that the Company is incorporated under the laws of British Columbia, Canada, and that the majority of its officers and directors are residents of Canada.**

All references in this Prospectus Supplement and the Base Prospectus to "dollars" or "\$" are to Canadian dollars, unless otherwise stated.

The Company's head office is located at 7341 Industrial Way, Unit 6, Pemberton, British Columbia, V0N 2K0. The registered office of the Company is located at Suite 1500 – 1055 West Georgia Street, Vancouver, British Columbia, V6E 4N7.

**Psilocybin is currently a Schedule III drug under the Controlled Drugs and Substances Act, S.C. 1996, c. 19 (the "CDSA") and it is a criminal offence to possess substances under the CDSA without a prescription. Health Canada has not approved psilocybin as a drug. While the Company is focused on developing products using psilocybin, the Company does not have any direct or indirect involvement with the illegal selling, production or distribution of any substances. The Company does not advocate for the legalization of psychedelic substances. The Company does not currently manufacture, store or otherwise handle psilocybin directly and will only do so through agents within laboratory and clinical trial settings conducted within approved regulatory frameworks. The Company's products that contain psilocybin or other psychedelic compounds will not be commercialized prior to applicable regulatory approval, which will only be granted if clinical evidence of safety and efficacy for the intended uses is successfully developed.**

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## **IMPORTANT NOTICE ABOUT THE INFORMATION IN THIS PROSPECTUS SUPPLEMENT AND THE BASE PROSPECTUS**

This document is in two parts. The first part is this Prospectus Supplement, which describes the specific terms of the Special Warrant Financing and securities being distributed hereunder and also adds to and updates information contained in the Base Prospectus and the documents that are incorporated by reference into this Prospectus Supplement and the Base Prospectus. The second part is the Base Prospectus, which provides more general information. This Prospectus Supplement is deemed to be incorporated by reference into the Base Prospectus solely for the purposes of the Distribution. Other documents are also incorporated or deemed to be incorporated by reference into this Prospectus Supplement and into the Base Prospectus. See “*Documents Incorporated by Reference*”.

The Company has filed the Base Prospectus with the securities commissions in British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, New Brunswick, Nova Scotia and Prince Edward Island in order to qualify the offering of the securities described in the Base Prospectus in accordance with National Instrument 44-102 - *Shelf Distributions* (“**NI 44-102**”). The British Columbia Securities Commission issued a receipt dated March 5, 2021 in respect of the final Base Prospectus as the principal regulatory authority under Multilateral Instrument 11-102 - *Passport System*, and each of the other commissions in the Qualifying Jurisdictions is deemed to have issued a receipt under National Policy 11-202 - *Process for Prospectus Review in Multiple Jurisdictions*.

You should rely only on the information contained in or incorporated by reference in this Prospectus Supplement and the Base Prospectus. If the description of the Common Shares and Warrants varies between this Prospectus Supplement and the Base Prospectus, you should rely on the information in this Prospectus Supplement. To the extent that any statement made in this Prospectus Supplement differs from those in the Base Prospectus, the statements made in the Base Prospectus and the information incorporated by reference herein and therein are deemed modified or superseded by the statements made by this Prospectus Supplement. The Company has not authorized any other person to provide investors with additional or different information. If anyone provides you with any additional, different or inconsistent information, you should not rely on it.

You should not assume that the information contained in or incorporated by reference in this Prospectus Supplement or the Base Prospectus is accurate as of any date other than the date of the document in which such information appears. Our business, financial condition, results of operations and prospects may have changed since those dates. Information in this Prospectus Supplement updates and modifies the information in the Base Prospectus and information incorporated by reference herein and therein.

This Prospectus Supplement does not constitute, and may not be used in connection with, an offer to sell, or a solicitation of an offer to buy, any securities offered by this Prospectus Supplement by any person in any jurisdiction in which it is unlawful for such person to make such an offer or solicitation.

In this Prospectus Supplement, “**Pure**”, “**we**”, “**us**” and “**our**” refers, collectively, Pure Extracts Technologies Corp., along with Pure Extracts Manufacturing Corp. (“**PEM**”) and Pure Mushrooms Corp. (“**PMC**”), Pure’s wholly owned subsidiaries.

### **DOCUMENTS INCORPORATED BY REFERENCE**

This Prospectus Supplement is deemed, as of the date hereof, to be incorporated by reference into the accompanying Base Prospectus solely for the purposes of the Distribution.

Information has been incorporated by reference in this Prospectus Supplement from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained from us upon request without charge from Pure Extracts Technologies Corp., 7341 Industrial Way, Unit 6, Pemberton, BC, V0N 2K0, Telephone: 604-328-5598 (attention: Chief Financial Officer), or by accessing the Company’s disclosure documents available through the Internet on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) at [www.sedar.com](http://www.sedar.com).

The following documents (“**documents incorporated by reference**” or “**documents incorporated herein by reference**”) that we have filed with the securities regulatory authorities in the jurisdictions in Canada in which we are a reporting issuer are specifically incorporated by reference into, and form an integral part of, this Prospectus Supplement:

1. the Company’s annual information form for the financial year ended June 30, 2020 (the “**2020 AIF**”);
2. the Company’s listing statement prepared in support of the listing of the Common Shares on the CSE dated October 30, 2020 (the “**Listing Statement**”), except for Note 6(j) and Note 7 to the pro forma consolidated statement of financial statement of the Company contained in Schedule “A” to the Listing Statement and the information derived therefrom, as that information is entirely superseded by the information provided in Note 4 to the Interim Financial Statements (as defined herein) of the Company;
3. the Company’s audited financial statements together with the notes thereto for the year ended December 31, 2019 and 2018 (the “**Annual Financial Statements**”), together with the report of the independent registered public accounting firm thereon;
4. the Company’s annual management’s discussion and analysis of financial condition and operations for the year ended December 31, 2019 (the “**Annual MD&A**”);
5. the Company’s unaudited condensed interim financial statements for the six months ended December 31, 2020 and 2019 (the “**Interim Financial Statements**”);
6. the Company’s management’s discussion and analysis of financial condition and operations for the six months ended December 31, 2020 (the “**Interim MD&A**”);
7. the Company’s management information circular dated July 7, 2020 prepared in connection with the annual general meeting of shareholders of the Company held on August 5, 2020;
8. the unaudited condensed interim financial statements of PEM for the three months ended September 30, 2020 (the “**PEM Interim Financial Statements**”);
9. the Company’s material change report dated October 28, 2020 regarding the Company entering into a definitive amalgamation agreement (the “**Amalgamation Agreement**”) with Pure Extract Technologies Inc. (“**PET**”);
10. the Company’s material change report dated October 28, 2020 regarding the Company completing the acquisition of all of the issued and outstanding shares of PET by way of a three-cornered amalgamation (the “**Amalgamation**”);
11. the Company’s material change report dated January 11, 2021 regarding the Company closing the first tranche of its private placement of special warrants; and
12. the Company’s material change report dated January 21, 2021 regarding the Company closing the second and final tranche of its private placement of special warrants.

In addition, the Company also incorporates by reference into this Prospectus Supplement any document of the types referred to in the preceding paragraph, including all annual information forms, all information circulars, all annual and interim financial statements and management’s discussion and analysis relating thereto, all material change reports (excluding confidential material change reports, if any), all business acquisition reports, all updated earnings coverage ratio information or of any other type required to be incorporated by reference into a short form prospectus pursuant to National Instrument 44-101 – Short Form Prospectus Distributions (“**NI 44-**

101”) that are filed by us with a securities commission or similar authority in Canada subsequent to the date of this Prospectus Supplement and prior to the issuance of the Units upon conversion of the Special Warrants. To the extent that the Company files any additional prospectus supplements disclosing additional or updated information relating to the conversion of the Special Warrants with securities commissions or similar authorities in the relevant provinces of Canada after the date of this Prospectus Supplement and prior to the Distribution, such additional prospectus supplements shall be deemed to be incorporated by reference into this Prospectus Supplement. As discussed below, this Prospectus Supplement may also expressly update or revise any document incorporated by reference and such document should be deemed so amended or updated hereby.

Upon a new annual information form and related annual financial statements being filed by us with, and where required, accepted by, the applicable securities regulatory authority during the currency of this Prospectus Supplement, any previous annual information form, the previous annual financial statements and all interim financial statements, material change reports and information circulars and all prospectus supplements filed prior to the commencement of our financial year in which a new annual information form is filed shall be deemed no longer to be incorporated into this Prospectus Supplement for purposes of future offers and sales of securities under this Prospectus Supplement. Upon consolidated interim financial statements and the accompanying management’s discussion and analysis of financial condition and results of operations being filed by us with the applicable Canadian securities commissions or similar regulatory authorities during the period that this Prospectus Supplement is effective, all consolidated interim financial statements and the accompanying management’s discussion and analysis of financial condition and results of operations filed prior to such new consolidated interim financial statements and management’s discussion and analysis of financial condition and results of operations shall be deemed to no longer be incorporated into this Prospectus Supplement for purposes of future offers and sales of securities under this Prospectus Supplement. In addition, upon a new management information circular for an annual meeting of shareholders being filed by us with the applicable Canadian securities commissions or similar regulatory authorities during the period that this Prospectus Supplement is effective, the previous management information circular filed in respect of the prior annual meeting of shareholders shall no longer be deemed to be incorporated into this Prospectus Supplement for purposes of future offers and sales of securities under this Prospectus Supplement.

**Any statement contained in this Prospectus Supplement, the Base Prospectus or in a document (or part thereof) incorporated by reference herein or therein, or deemed to be incorporated by reference herein or therein, shall be deemed to be modified or superseded, for purposes of this Prospectus Supplement, to the extent that a statement contained in this Prospectus Supplement or in any subsequently filed document (or part thereof) that also is, or is deemed to be, incorporated by reference in this Prospectus Supplement or in the Base Prospectus modifies or replaces such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute part of this Prospectus Supplement or the Base Prospectus. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement will not be deemed an admission for any purpose that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made.**

#### **MARKET AND INDUSTRY DATA**

Unless otherwise indicated, information contained in this Prospectus Supplement concerning the industry and markets in which Pure operates, including its general expectations and market position, market opportunity and market share is based on information from independent industry organizations, and other third-party sources (including industry publications, surveys and forecasts), and management estimates. Unless otherwise indicated, management estimates are derived from publicly available information released by independent industry analysts and third-party sources, as well as data from the Company’s internal research, and are based on assumptions made by the Company based on such data and its knowledge of such industry and markets, which it believes to be



reasonable. The Company's internal research has not been verified by any independent source, and it has not independently verified any third-party information. While the Company believes the market position, market opportunity and market share information included in this Prospectus Supplement is generally reliable, such information is inherently imprecise. In addition, projections, assumptions and estimates of the Company's future performance and the future performance of the industry in which it operates are necessarily subject to a high degree of uncertainty and risk due to a variety of factors, including those described under the heading "*Risk Factors*" in the accompanying Base Prospectus.

#### **FORWARD-LOOKING STATEMENTS AND FINANCIAL OUTLOOK INFORMATION**

This Prospectus Supplement and the documents incorporated herein by reference contain certain forward-looking information within the meaning of applicable Canadian securities laws. In some cases, these forward-looking statements can be identified by words or phrases such as "may", "might", "will", "expect", "anticipate", "estimate", "intend", "plan", "indicate", "seek", "believe", "predict" or "likely", or the negative of these terms, or other similar expressions intended to identify forward-looking statements. The Company has based these forward-looking statements on its current expectations and projections about future events and financial trends that it believes might affect its financial condition, results of operations, business strategy and financial needs. These forward-looking statements include, among other things, statements relating to:

- the Company's business and operations;
- the Company's anticipated revenues and cash flows from operations and consequent funding requirements;
- the funds available to the Company and the principal purposes of those funds;
- the Company's business objectives and discussion of trends affecting the business of the Company; and
- the Company's anticipated operating expenses.

Forward-looking statements contained in certain documents incorporated by reference into this Prospectus Supplement are based on the key assumptions described in such documents. Certain forward-looking statements contained herein and incorporated by reference concerning the medical cannabis industry and the general expectations of the Company concerning the medical cannabis industry and concerning the Company are based on estimates prepared by the Company using data from publicly available governmental sources as well as from market research and industry analysis and on assumptions based on data and knowledge of this industry which the Company believes to be reasonable. However, although generally indicative of relative market positions, market shares and performance characteristics, such data is inherently imprecise. While the Company is not aware of any misstatement regarding any industry or government data presented herein, the medical cannabis industry involves risks and uncertainties and is subject to change based on various factors.

A number of factors could cause actual events, performance or results to differ materially from what is projected in forward looking statements. Although we believe that the assumptions underlying these statements are reasonable, they may prove to be incorrect, and we cannot assure that actual results will be consistent with these forward-looking statements. Given these risks, uncertainties and assumptions, investors should not place undue reliance on these forward-looking statements. Whether actual results, performance or achievements will conform to the Company's expectations and predictions is subject to a number of known and unknown risks, uncertainties, assumptions and other factors, including those listed under the heading "*Risk Factors*" in the accompanying Base Prospectus.

While the effort was made to list the primary risk factors, this list should not be considered exhaustive of the factors that may affect any of the Company's forward-looking statements or information. Investors should refer to the section of the Base Prospectus entitled "*Risk Factors*" for a comprehensive discussion of the risk

factors that the Company faces. In addition, investors should refer to the risk factors identified in the Listing Statement, 2020 AIF, Annual MD&A and Interim MD&A. Forward-looking statements or information are statements about the future and are inherently uncertain, and actual achievements of the Company or other future events or conditions may differ materially from those reflected in the forward-looking statements or information due to a variety of risks, uncertainties and other factors, including, without limitation, the risks and uncertainties described above and otherwise contained herein.

Our forward-looking statements and risk factors are based on the reasonable beliefs, expectations and opinions of management on the date of this Prospectus Supplement. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There is no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information. The Company does not undertake to update any forward-looking information, except as, and to the extent required by, applicable securities laws.

**THE COMPANY QUALIFIES ALL THE FORWARD-LOOKING STATEMENTS AND FINANCIAL OUTLOOK INFORMATION CONTAINED IN THE BASE PROSPECTUS AND THIS PROSPECTUS SUPPLEMENT AND THE DOCUMENTS INCORPORATED BY REFERENCE HEREIN AND THEREIN BY THE FOREGOING CAUTIONARY STATEMENTS.**

#### **CURRENCY PRESENTATION**

Unless stated otherwise or as the context otherwise requires, all references to dollar amounts in this Prospectus Supplement are references to Canadian dollars.

#### **OUR BUSINESS**

*This summary does not contain all the information about the Company that may be important to you. You should read the more detailed information and financial statements and related notes that are incorporated by reference into and are considered to be a part of this Prospectus Supplement.*

The Company was incorporated on February 3, 2006 under the name “Waverley Biotech Inc.” under the Canada Business Corporations Act. Effective July 6, 2009, the Company continued into British Columbia under the *Business Corporations Act* (British Columbia). On August 18, 2008, the Company changed its name to “Fox Resources Ltd.” and subsequently on December 1, 2011 changed its name to “Big Sky Petroleum Corporation”. On October 28, 2020, the Company changed its name to “Pure Extracts Technologies Corp.” in connection with the Amalgamation, as discussed under the heading, “*Closing of Amalgamation*”, in the accompanying Base Prospectus.

On October 20, 2020, the Company, a wholly-owned subsidiary of the Company (“**Acquireco**”), PET, a private British Columbia corporation, entered into the Amalgamation Agreement. The Amalgamation was completed on October 28, 2020, pursuant to which the Company assumed the business of PET. On October 28, 2020, immediately prior to the completion of the Amalgamation, the Company completed a consolidation of the Common Shares on the basis of one new Common Share for each six old Common Shares. The Company’s Common Shares were previously listed on the NEX Board of the TSX Venture Exchange (the “**TSXV**”) under the trading symbol “BSP.H”. Trading was halted on February 19, 2020 pending announcement of the Amalgamation and the Common Shares were voluntarily delisted from the NEX Board of the TSXV on October 27, 2020.

The Common Shares are listed on the CSE under the trading symbol “PULL”. The Company is a reporting issuer in Canada in the provinces of British Columbia, Alberta, Manitoba, Ontario, New Brunswick, and Nova Scotia.

The head office of the Company is located at 7341 Industrial Way, Unit 6, Pemberton, BC, V0N 2K0 and its registered office is located at 1500-1055 West Georgia Street, Vancouver, British Columbia, V6E 4N7.

The Company has two wholly-owned subsidiaries: (i) PEM, which was formed pursuant to the Amalgamation of Acquireco and PET (see “General Development of the Business – The Amalgamation”), and (ii)

PMC, a newly incorporated subsidiary which the Company intends to use to develop its functional mushrooms business (see “Our Business – Principal Products – Functional Mushrooms”).

Name of Subsidiary	Jurisdiction of Incorporation	Shareholders and Interest held
Pure Extracts Manufacturing Corp.	British Columbia	Pure Extracts Technologies Corp. (100%)
Pure Mushrooms Corp.	British Columbia	Pure Extracts Technologies Corp. (100%)

## Recent Developments

### *Closing of Special Warrant Financing*

In January 2021, the Company completed the Special Warrant Financing of 16,895,491 Special Warrants at \$0.505 per Special Warrant for aggregate gross proceeds of \$8,532,222. The private placement was completed in two tranches. The First Tranche of 6,061,033 Special Warrants was completed on January 5, 2021 for gross proceeds of \$3,060,821. The Final Tranche of 10,834,458 Special Warrants was completed on January 20, 2021 for gross proceeds of \$5,471,401.

The Special Warrants are represented by the Special Warrant Certificates that have been issued to each of the Investors. No underwriter or agent was engaged by us in connection with the completion of the Special Warrant Financing.

The Special Warrants will convert upon exercise into the Units on a one-for-one basis and without payment of any additional consideration. The Company agreed to file a prospectus in the Qualifying Jurisdictions to qualify the conversion of the Special Warrants and the Distribution. The Special Warrants will convert automatically on the earlier of the date that is the later of (i) the third business day following the issuance of a final receipt for a prospectus qualifying the distribution of the Unit Shares and Warrants, and (ii) the date that is four months and one day from the closing date of the Final Tranche.

The Company has filed this Prospectus Supplement pursuant to the Base Prospectus to enable the Company to satisfy its obligations to the Investors to qualify the issuance of the Unit Shares and the Warrants by the filing of a Canadian prospectus.

The Special Warrants have not been registered under the U.S. Securities Act and, unless any of such securities are registered, such securities may only be offered or sold within the United States pursuant to applicable exemptions from the registration requirements of the U.S. Securities Act and applicable state securities laws.

### *Business Objectives and Milestones*

The table below outlines how the Company will achieve its business objectives over the next 12 months. The table updates the status of the business milestones, which the Company previously identified in its Listing Statement dated October 30, 2020, and identifies additional objectives and milestones which the Company is now pursuing in connection with the ramp up of its operations.

Milestone	Anticipated Cost	Anticipated Timing
Build-out of the of the Pemberton Facility <sup>(1)</sup> for functional mushrooms & Dealer's Licence <sup>(2)</sup> for controlled substances	\$500,000	Q1-Q4 2021
Acquire additional supplies for increased capacity, including grinders, labels, stamps, and scales	\$100,000	Q1 2021
Acquire additional large equipment for increased productivity (Vitalis Co-Solvent Injection System)	\$260,000	Q2 2021
Receive sales amendment to processing license from Health Canada and commence direct sales to licensed retailers and distributors	N/A	Q2/Q3 2021
Reach 50% capacity with respect to contracts for toll processing, white labelling and private label	N/A	Q1 2021
Reach 100% capacity with respect to contracts for toll processing, white labelling and private label	N/A	Q4 2021
Hire additional staff for the Pemberton Facility <sup>(1)</sup>	\$300,000	Q1 2021 – Q4 2021
Obtain Class 1 and a Class 2 Natural Health Products license from the NNHPD	\$20,000	Q2 & Q3 2021
Obtain a Dealer's Licence <sup>(2)</sup> from Health Canada for controlled substances	\$50,000	Q4 2021
Acquire inventory for functional mushroom wellness products, set up e-commerce storefront and obtain additional Natural Product Numbers ("NPNs")	\$100,000	Q1 2021 – Q4 2021

**Notes:**

(1) As defined in the Base Prospectus.

(2) As required under the *Food and Drugs Regulations* (Part J) to the *Food and Drugs Act* (Canada). See "*Business of the Company – Overview*" in the Base Prospectus.

**CONSOLIDATED CAPITALIZATION**

Except as described below, there have been no material changes in our share and debt capital, on a consolidated basis, since December 31, 2020, being the date of the Company's most recently filed unaudited interim condensed consolidated financial statements incorporated by reference in this Prospectus Supplement, other than as follows:

- On January 15, 2021, the Company issued 3,600,000 Common Shares on the exercise of Performance Securities;
- On February 1, 2021, the Company issued 25,000 Common Shares on the exercise of Options;
- On February 5, 2021, the Company issued 157,000 Common Shares on the exercise of Performance Securities;
- On February 12, 2021, the Company issued 112,000 Common Shares on the exercise of Performance Securities;
- On February 12, 2021, the Company issued 50,000 Common Shares on the exercise of Warrants;

- On February 17, 2021, the Company issued 12,500 Common Shares on the exercise of Warrants; and
- On February 26, 2021, the Company issued 480,000 Common Shares on the exercise of Warrants.

#### USE OF PROCEEDS

The Company received net proceeds of \$8,296,985 from the Special Warrant Financing, after deducting finder's fees, but before deducting the expenses of the Special Warrant Financing.

The Company intends to use the net proceeds from the Special Warrant Financing as follows, which includes certain expenditures incurred in the past months:

Use of Proceeds	Amount (\$ millions)
Building lease deposit and monthly lease payments	\$194,000
Salaries for a period of 12 months	\$1,740,000
Build-out of the of the Pemberton Facility for functional mushrooms and Dealer's Licence for controlled substances	\$500,000
Marketing	\$3,000,000
Acquisition of additional large equipment for increased productivity (Vitalis Co-Solvent Injection System) and other equipment	\$369,000
Application for Class 1 and a Class 2 Natural Health Products License from the Natural and Non-Prescription Health Products Directorate	\$20,000
Application for a Dealer's Licence from Health Canada for controlled substances	\$50,000
Leasehold improvements	\$73,000
Acquisition of inventory for functional mushroom wellness products, set up of e-commerce storefront and obtain additional NPNs	\$100,000
Regulatory fees	\$16,000
Legal expenses	\$155,000
Other general and administrative expenses	\$138,000
<b>Total</b>	<b>\$6,355,000</b>

The remaining net proceeds from the Special Warrant Financing are expected to be used to fund the Company's future working capital and business objectives, including potential future acquisitions and capital expenditures.

Although we intend to use the proceeds from the Special Warrant Financing as set forth above, the actual

allocation of the net proceeds may vary depending on future developments, at the discretion of our board of directors and management.

The Company had negative cash flow from its most recently completed interim periods for which financial statements have been included in this Prospectus Supplement. To the extent that the Company has negative cash flow from operating activities in future periods, the Company may need to use a portion of available funds to fund such negative cash flow. See “*Risk Factors – Negative Operating Cash Flow*” in the accompanying Base Prospectus.

## **PLAN OF DISTRIBUTION**

This Prospectus Supplement is being filed in the Qualifying Jurisdictions to qualify the distribution of Unit Shares and Warrants comprising the 16,895,491 Units issuable on the exercise or deemed exercise of 16,895,491 Special Warrants.

The Company has agreed to use its commercially reasonable efforts to file a prospectus in order to qualify the issuance of the Units upon exercise of the Special Warrants in the Qualifying Jurisdictions. This Prospectus Supplement, together with the Base Prospectus, has been filed as the Canadian prospectus pursuant to the Special Warrant Certificates. The Special Warrants will automatically convert into Units on the Exercise Date.

The Company’s Common Shares are listed on the CSE under the symbol “PULL”. The Company has applied to the CSE to list the Warrants, and listing of the Warrants will be subject to the Company fulfilling the listing requirements of the CSE.

### **Special Warrants**

The Special Warrants are governed by the terms and conditions set forth in the Special Warrant Certificates. An aggregate of 16,895,491 Special Warrants are outstanding as of the date of this Prospectus Supplement.

The material terms and conditions of the Special Warrants are summarized below:

- each of the Special Warrants entitles the holder thereof to acquire one Unit for each Special Warrant, subject to adjustment as provided for in the Special Warrant Certificates;
- each Unit is comprised of one Unit Share and one half of one Warrant. Each Warrant is exercisable into one Warrant Share at an exercise price of \$0.65 per Warrant Share until the Expiry Date;
- the Company has agreed to use its commercially reasonable efforts to file a prospectus in order to qualify the issuance of the Unit Shares and Warrants upon conversion of the Special Warrants in the Qualifying Jurisdictions. This Prospectus Supplement is for such purpose;
- the Special Warrants will automatically convert into the Units on the Exercise Date;
- the Special Warrant Certificates provide for and contain adjustment provisions designed to keep the holders of the Special Warrants unaffected by the possible occurrence of certain corporate events, including any subdivision, re-division, change, reduction, combination, consolidation, stock dividend or reclassification of the Common Shares, amalgamation, merger or corporate reorganization of the Company; and
- until such time of the conversion of the Special Warrants into the Units, the holders of Special Warrants do not have any right or interest whatsoever as a shareholder of the Company, including but not limited

to any right to vote at, to receive notice of, or to attend, any meeting of shareholders or any other proceedings of the Company or any right to receive any dividend or other distribution.

### **Finder's Fees**

The Company paid the following total aggregate commissions to eligible finders in conjunction with the Special Warrant Financing (the "**Finder's Fees**"):

- i. cash commissions of \$235,237; and
- ii. 614,788 Finder's Warrants.

Each Finder's Warrant is exercisable to purchase one Finder's Warrant Share at an exercise price of \$0.65 per Finder's Warrant Share. Finder's Warrants issued in conjunction with the First Tranche on January 5, 2021 are exercisable until January 5, 2023; Finder's Warrants issued in conjunction with the Final Tranche on January 20, 2021 are exercisable until January 20, 2023.

## **DESCRIPTION OF SECURITIES BEING DISTRIBUTED**

### **Authorized Capital**

Our authorized share capital consists of an unlimited number of Common Shares without par value. As of the date of this Prospectus Supplement, there were 80,387,037 Common Shares issued and outstanding as fully paid and non-assessable.

### **Common Shares**

The holders of Common Shares are entitled to dividends, if, as and when declared by the board of directors of the Company, to one vote per Common Share at the meetings of shareholders of the Company, and upon liquidation, to receive such assets of the Company as are distributable to the holders of Common Shares.

### **Warrants**

The Warrants will be governed by the terms of a warrant indenture (the "**Warrant Indenture**") to be entered into between the Company and AST Trust Company (the "**Warrant Agent**"). The following summary of certain provisions of the Warrant Indenture does not purport to be complete and is subject in its entirety to the detailed provisions of the Warrant Indenture, which will be available through the Internet on the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

Each Warrant will entitle the holder to acquire, subject to adjustment in certain circumstances, one Warrant Share at an exercise price of \$0.65 per Warrant Share at any time before the Expiry Date.

The Warrant Indenture 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 events, including:

- i. the subdivision, redivision or change of the Common Shares into a greater number of shares;
- ii. the reduction, combination or consolidation of the Common Shares into a lesser number of shares; and
- iii. the issuance of Common Shares or securities exchangeable for or convertible into Common Shares to all or substantially all of the holders of the Common Shares by way of stock

dividend or other distribution (other than a distribution of Common Shares upon the exercise of Warrants);

No fractional Common Shares will be issuable to any holder of Warrants upon exercise of any Warrant.

The Warrant Indenture will provide that, from time to time, the Warrant Agent may, subject to the Warrant Indenture, execute and deliver supplemental indentures or instruments for certain purposes including, setting forth any adjustments resulting from the application of the adjustment provisions of the Warrant Indenture, providing for the issuance of additional Warrants, and for any other purpose not inconsistent with the terms of the Warrant Indenture, including the correction or rectification of any ambiguities, defective or inconsistent provisions, errors, and mistakes or omissions.

The principal transfer office of AST Trust Company (Canada) in Vancouver, British Columbia is the location at which Warrants may be surrendered for exercise or transfer.

### Finder's Warrants

Each Finder's Warrant entitles the holder thereof to purchase one Finder's Warrant Share at a price of \$0.65 per Finder's Warrant Share. The Finder's Warrants issued in conjunction with the First Tranche and the Final Tranche are exercisable at any time at or prior to 5:00 p.m. (PST) on January 5, 2023 and January 20, 2023, respectively.

### PRIOR SALES

During the 12-month period before the date of this Prospectus Supplement, the Company has issued Common Shares and securities convertible into Common Shares as follows:

Date Issued	Number of Common Shares	Issue Price per Share	Consideration
October 28, 2020	63,621,026	\$0.30 <sup>(1)</sup>	Amalgamation Agreement <sup>(2)</sup>
October 28, 2020	5,000,000	\$0.30 <sup>(1)</sup>	Finder's Fee <sup>(3)</sup>
December 8, 2020	1,200,000	N/A	Services <sup>(4)</sup>

#### Notes:

- <sup>(1)</sup> The deemed issue price for these shares was previously disclosed as \$0.16 per share in the pro forma financial statements included in the Company's Listing Statement, but has been updated in this Prospectus Supplement to \$0.30. The revised issue price of \$0.30 per share for these transactions represents a deemed price per share that was calculated based on a January 2020 promissory note issued to 1205457 B.C. Ltd. which was amended on October 28, 2020 to include a \$0.30 conversion price, which the Company believes provides the best indicator of the fair market value of the shares as of the date of issue.
- <sup>(2)</sup> Issued pursuant to the Amalgamation. See "*General Development of the Business – The Amalgamation.*"
- <sup>(3)</sup> Represents a finder's fee payable to arm's length finders in connection with the Amalgamation.
- <sup>(4)</sup> Issued in consideration for services provided pursuant to the terms of an Advertising and Corporate Communications Agreement between the Company and First Marketing GmbH, an arm's length service provider.



### Convertible Securities

Date Issued	Description	Number of Securities	Price per Security/Exercise Price
October 28, 2020	Stock Options	1,350,000	\$0.020 <sup>(1)</sup>
October 28, 2020	Stock Options	5,446,676	\$0.075 <sup>(1)</sup>
October 28, 2020	Stock Options	3,800,000	\$0.30 <sup>(1)</sup>
October 28, 2020	Warrants	12,000,000	\$0.05 <sup>(1)</sup>
October 28, 2020	Finders Warrants	464,992	\$0.50 <sup>(1)</sup>
October 28, 2020	Performance Securities	12,000,000	\$0.02 <sup>(1)</sup>
January 5, 2021	Special Warrants	6,061,033	\$0.505 <sup>(2)</sup>
January 5, 2021	Finders Warrants	218,971	\$0.65 <sup>(2)</sup>
January 20, 2021	Special Warrants	10,834,458	\$0.505 <sup>(2)</sup>
January 20, 2021	Finders Warrants	395,817	\$0.65 <sup>(2)</sup>
January 21, 2021	Stock Options	3,744,000	\$0.73

**Notes:**

- (1) Issued pursuant to the Amalgamation.
- (2) Issued in connection with the Special Warrant Offering.

### TRADING PRICE AND VOLUME

On November 1, 2020, the Company began trading on the CSE under the trading symbol "PULL". The table below summarizes the range and volume of trading prices for each of the months stated:

	Trading Price (\$)		Volume
	High	Low	
March 1 - 4, 2021	0.60	0.50	1,896,259
February 2021	0.83	0.54	14,946,861
January, 2021	0.77	0.57	9,614,950
December 2020	0.89	0.55	9,894,166
November 2020	0.68	0.46	9,092,069

Prior to the Amalgamation, the Company's Common Shares were listed on the NEX Board of the TSXV under the trading symbol "BSP.H". Trading was halted on February 19, 2020 pending announcement of the Amalgamation and the Common Shares were voluntarily delisted from the NEX Board of the TSXV on October 27, 2020.

The following table sets forth high and low trading prices and volume on the TSXV for the periods indicated:

	Trading Price (\$)		Volume
	High	Low	
March 2020 - October 2020	Halted		
February 2020	0.065	0.050	7,500
January 2020	0.065	0.065	-
December 2019	0.065	0.055	14,500
November 2019	0.100	0.055	1,200
October 2019	0.100	0.075	125,000
September 2019	0.075	0.075	-
August 2019	0.075	0.075	-
July 2019	0.075	0.075	-
June 2019	0.080	0.070	55,200
May 2019	0.070	0.070	-
April 2019	0.070	0.070	-
March 2019	0.090	0.070	4,000
February 2019	0.150	0.090	800

## RISK FACTORS

Investors who will receive Units should consider carefully the risk factors set out herein and contained in and incorporated by reference in the accompanying Base Prospectus. Discussions of certain risks affecting the Company in connection with the Company's business are set out under the heading "Risk Factors" in the accompanying Base Prospectus as well as in the documents incorporated by reference therein and herein.

## ELIGIBILITY FOR INVESTMENT

In the opinion of McMillan LLP, counsel to the Company, based on the current provisions of the *Income Tax Act* (Canada) (the "**Tax Act**"), the regulations thereunder and any specific proposals to amend the Tax Act and the regulations publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof, the Unit Shares, Warrants and Warrant Shares will be qualified investments at a particular time under the Tax Act for trusts governed by registered retirement savings plans, registered retirement income funds, registered disability savings plans, registered education savings plans and tax-free savings accounts, each as defined in the Tax Act (collectively, "**Deferred Income Plans**") provided that, at the particular time, (i) the Common Shares are listed on a "designated stock exchange" as defined in the Tax Act (which currently includes the CSE), and (ii) in the case of the Warrants, (A) the Warrants are listed on a "designated stock exchange" as defined in the Tax Act (which currently includes the CSE), or (B) the Common Shares are qualified investments by virtue of being listed on a "designated stock exchange" as referred to in (i) and the Company is not a "connected person" in relation to the Deferred Income Plan for purposes of the Tax Act.

Notwithstanding that the Unit Shares, Warrants and Warrant Shares may be qualified investments as described above, if the Unit Shares, Warrants or Warrant Shares are "prohibited investments" for a relevant

Deferred Income Plan for purposes of the Tax Act, the annuitant, holder or subscriber (as the case may be) of the Deferred Income Plan will be subject to a penalty tax under the Tax Act. The Unit Shares, Warrants and Warrant Shares will generally not be a “prohibited investment” for these purposes unless the annuitant, holder or subscriber, as applicable, (i) does not deal at arm’s length with the Company for purposes of the Tax Act, or (ii) has a “significant interest”, as defined in the Tax Act, in the Company.

**Annuitants, holders or subscribers (as the case may be) of Deferred Income Plans should consult their own tax advisors regarding their particular circumstances.**

#### **LEGAL MATTERS**

Certain legal matters relating to the offering under this Prospectus Supplement will be passed on behalf of the Company by McMillan LLP, Vancouver, British Columbia with respect to matters of Canadian securities laws.

#### **AUDITOR**

The independent auditors of the Company are Smythe LLP, Chartered Professional Accountants, of Vancouver, British Columbia. Smythe LLP is independent of the Company in accordance with the Code of Professional Conduct of the Chartered Professional Accountants of British Columbia.

#### **TRANSFER AGENT AND REGISTRAR**

The transfer agent and registrar of the Company is AST Trust Company at its office located in Vancouver, British Columbia.

#### **INTEREST OF EXPERTS**

The following are the names of each person or company who has prepared or certified a report, valuation, statement or opinion in this Prospectus Supplement, either directly or in a document incorporated by reference and whose profession or business gives authority to the report, valuation, statement or opinion made by the person or the Company.

- McMillan LLP is the Company’s counsel with respect to Canadian legal matters herein; and
- Smythe LLP, Chartered Professional Accountants, is the Company’s independent auditors and has reported on (i) the Company’s audited consolidated financial statements for the year ended December 31, 2019, which are filed on SEDAR and (ii) PET’s financial for the financial year ended June 30, 2020, which are included in the Listing Statement as filed on SEDAR.

As at the date hereof, the “designated professionals” (as such term is defined in Form 51-102F2 – Annual Information Form) of McMillan LLP beneficially own, directly or indirectly, less than one percent of the Company’s securities of any class.

#### **STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION**

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus or a prospectus supplement (including a pricing supplement) relating to the securities purchased by a purchaser and any amendment thereto. In several of the provinces of Canada, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, damages if the prospectus or prospectus supplement (including any pricing supplement) relating to the securities purchased by a purchaser and any amendment thereto contains a misrepresentation or is not delivered to the purchaser,

provided that the remedies for rescission, or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

In an offering of convertible, exchangeable or exercisable securities, investors are cautioned that the statutory right of action for damages for a misrepresentation contained in the prospectus is limited, in certain provincial securities legislation, to the price at which the convertible, exchangeable or exercisable securities is offered to the public under the prospectus offering. This means that, under the securities legislation of certain provinces, if the purchaser pays additional amounts upon conversion, exchange or exercise of the security, those amounts may not be recoverable under the statutory right of action for damages that applies in those provinces. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of this right of action for damages or consult with a legal adviser.

#### **CONTRACTUAL RIGHTS OF RECESSIION OF SPECIAL WARRANT HOLDERS**

In addition to the statutory rights set out above, the Company has granted to each holder of a Special Warrant a contractual right of rescission of the prospectus-exempt transaction under which the Special Warrants were initially acquired. The contractual right of rescission provides that if a holder of a Special Warrant who acquires Unit Shares and Warrants on exercise of the Special Warrant as provided for in this Prospectus Supplement is, or becomes, entitled under the securities legislation of a jurisdiction to the remedy of rescission because of this Prospectus Supplement or an amendment to this Prospectus Supplement containing a misrepresentation, (a) the holder is entitled to rescission of both the holder's exercise of its Special Warrant and the private placement transaction under which the Special Warrants were initially acquired, (b) the holder is entitled in connection with the rescission to a full refund of all consideration paid to the Company, as the case may be, on the acquisition of the Special Warrants, and (c) if the holder is a permitted assignee of the interest of the original Special Warrant subscriber, the holder is entitled to exercise the rights of rescission and refund as if the holder was the original subscriber.

#### **PROMOTER**

Doug Benville, a Director and the Chief Operating Officer of the Company, is considered a promoter of the Company as he was instrumental in the founding and organization of the business of PET. Mr. Benville beneficially owns, controls or directs, 2,400,000 Common Shares representing less than 3.2% of the issued and outstanding Common Shares as of the date of this AIF, on a non-diluted basis. In addition, Mr. Benville holds 3,600,000 Performance Securities at an exercise price of \$0.02 and Options to purchase 750,000 Common Shares at an exercise price of \$0.075. For the financial year ended June 30, 2020, Mr. Benville received from PET an aggregate sum of \$152,215 in cash as compensation for his services with PET. Subsequent to the financial year ended June 30, 2020, Mr. Benville received from PET and the Company an aggregate sum of \$83,333.33 in cash as compensation for his services with PET and the Company.

**CERTIFICATE OF THE COMPANY**

Date: March 5, 2021

The short form prospectus, together with the documents incorporated in the prospectus by reference, as supplemented by the foregoing, constitutes full, true and plain disclosure of all material facts relating to the securities offered by the prospectus and this supplement as required by the securities legislation of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, New Brunswick, Nova Scotia and Prince Edward Island.

*"Ben Nikolaevsky"*

President and  
Chief Executive Officer

*"Yana Popova"*

Chief Financial Officer

On Behalf of the Board of Directors

*"Sean Bromley"*

Director

*"Dwight Duncan"*

Director

## CERTIFICATE OF THE PROMOTER

Dated: March 5, 2021

This short form prospectus, together with the documents incorporated by reference, will, as of the date of the last supplement to this prospectus relating to the securities offered by this prospectus and the supplement(s), constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus and the supplement(s) as required by the securities legislation of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, New Brunswick, Nova Scotia and Prince Edward Island.

*"Doug Benville"*

Promoter