

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This prospectus does not constitute a public offering of securities.

PROSPECTUS

Non-Offering Prospectus

August 25, 2022

PURE TO PURE BEAUTY INC.

No securities are being offered pursuant to this long form prospectus (the “**Prospectus**”). This Prospectus is being filed with the securities regulatory authorities in the Provinces of British Columbia, Alberta and Ontario for the purpose of allowing Pure to Pure Beauty Inc. (formerly, P2P Info Inc.) (the “**Company**”) to comply with Policy 2 – *Qualifications for Listing* of the Canadian Securities Exchange (the “**Exchange**” or the “**CSE**”).

This Prospectus does not constitute an offer to sell or the solicitation of an offer to buy any securities, and no securities are available for purchase pursuant to this Prospectus.

As no securities are being offered pursuant to this Prospectus, no proceeds will be raised in connection with this Prospectus and all expenses incurred in connection with the preparation and filing of this Prospectus will be paid by the Company.

No underwriters or selling agents have been involved in the preparation of this Prospectus or performed any review or independent due diligence of the contents of this Prospectus.

An investment in the Company’s securities should be considered highly speculative, and involves a high degree of risk that should be considered by potential investors. There is no guarantee that an investment in the Company will earn any positive return in the short or long term. An investment in the Company is appropriate only for investors who are willing to risk a loss of all of their investment and who can afford to lose all of their investment. There are certain risk factors associated with an investment in the Company’s securities. The risk factors included in this Prospectus should be reviewed carefully and evaluated by readers. See “*Risk Factors*” and “*Cautionary Note Regarding Forward-Looking Information*”.

The Company has applied for a listing (the “**Listing**”) of its common shares (“**Common Shares**”) on the Exchange, and the Exchange has conditionally approved the Listing, subject to the Company fulfilling all of the listing requirements of the Exchange. There is no guarantee that the CSE will provide final approval for the Listing.

As at the date of the prospectus, the Company does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, Aequitas NEO Exchange Inc., a U.S. marketplace, or a marketplace outside of Canada and the United States of America (other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc).

There is no market through which the securities of the Company may be sold. This may affect the pricing of the Company’s securities in the secondary market, the transparency and availability of trading prices, the liquidity of the Company’s securities and the extent of issuer regulation. See “*Risk Factors*” and “*Cautionary Note Regarding Forward Looking Information*”.

Readers are advised to consult their own tax advisors regarding the application of Canadian federal income tax laws to their particular circumstances, as well as any other provincial, foreign and other tax

consequences of acquiring, holding, or disposing of the Common Shares, including the Canadian federal income tax consequences applicable to a foreign controlled Canadian corporation that acquires the Common Shares.

Steven Pearce, a director of the Company, resides outside of Canada, and has appointed the following agent(s) for service of process:

Name of Director	Name and Address of Agent
Steven Pearce	Cassels Brock & Blackwell LLP 2200 HSBC Building 885 West Georgia Street Vancouver, British Columbia V6C 3E8

Investors are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person or company that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, even if the party has appointed an agent for service of process.

PURE TO PURE BEAUTY INC.

Head Office

Suite 650, 1231 Pacific Boulevard
Vancouver, British Columbia
V6Z 0E2

Records Office

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885 West Georgia Street
Vancouver, British Columbia
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TABLE OF CONTENTS

IMPORTANT INFORMATION ABOUT THIS PROSPECTUS	1
CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION	1
MARKET AND INDUSTRY DATA	3
GLOSSARY OF TERMS	4
SUMMARY OF PROSPECTUS.....	6
CORPORATE STRUCTURE	9
GENERAL DEVELOPMENT OF THE BUSINESS	9
MARKET AND REGULATORY OVERVIEW	14
USE OF PROCEEDS.....	17
DIVIDENDS OR DISTRIBUTIONS	19
MANAGEMENT’S DISCUSSION AND ANALYSIS.....	19
CONSOLIDATED CAPITALIZATION	20
OPTIONS TO PURCHASE SECURITIES	20
PRIOR SALES	21
ESCROWED SECURITIES	21
PRINCIPAL SECURITYHOLDERS.....	22
DIRECTORS AND EXECUTIVE OFFICERS	22
EXECUTIVE COMPENSATION	26
INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS	28
AUDIT COMMITTEE INFORMATION	28
CORPORATE GOVERNANCE DISCLOSURE.....	30
PLAN OF DISTRIBUTION.....	32
RISK FACTORS	32
CERTAIN FEDERAL INCOME TAX CONSIDERATIONS.....	38
PROMOTERS	38
LEGAL PROCEEDINGS AND REGULATORY MATTERS.....	39
INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS	39
AUDITOR, TRANSFER AGENT, AND REGISTRARS.....	39
MATERIAL CONTRACTS	39
EXPERTS.....	40
OTHER MATERIAL FACTS	40
FINANCIAL STATEMENT AND MD&A DISCLOSURE	40

Appendix A – Financial Statements

Appendix B – Management’s Discussion and Analysis

Appendix C – Audit Committee Charter

Certificate of the Company and Promoter

IMPORTANT INFORMATION ABOUT THIS PROSPECTUS

No person has been authorized to provide any information or to make any representation not contained in this Prospectus, and, if provided or made, such information or representation should not be relied upon. You should assume that the information contained in this Prospectus is accurate only as of the date of this Prospectus.

Capitalized terms, except as otherwise defined herein, are defined in the section entitled “*Glossary of Terms*”.

Except as otherwise indicated or the context otherwise requires in this Prospectus, references to “we”, “us” and “our” refer to the Company.

Unless otherwise indicated, all currency amounts in this Prospectus are stated in Canadian dollars and references to “\$” are to Canadian dollars.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

This Prospectus contains certain statements that may constitute forward-looking information under applicable securities laws. All statements, other than those of historical fact, which address activities, events, outcomes, results, developments, performance or achievements that the Company anticipates or expects, may, or will occur in the future (in whole or in part) should be considered forward-looking information. Such information may involve, but is not limited to, comments with respect to strategies, expectations, planned operations and future actions of the Company. Often, but not always, forward-looking information can be identified by the use of words such as “plans”, “expects”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or “believes” or variations (including negative variations) of such words and phrases, or statements formed in the future tense or indicating that certain actions, events or results “may”, “could”, “would”, “might” or “will” (or other variations of the foregoing) be taken, occur, be achieved, or come to pass. Forward-looking information is based on currently available competitive, financial and economic data and operating plans, strategies or beliefs as of the date of this Prospectus, but involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of the Company, as applicable, to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Such factors may be based on information currently available to the Company, including information obtained from third-party industry analysts and other third-party sources, and are based on management’s current expectations or beliefs regarding future growth, results of operations, future capital (including the amount, nature and sources of funding thereof) and expenditures. Any and all forward-looking information contained in this Prospectus is expressly qualified by this cautionary statement.

These forward-looking statements include, among other things, statements relating to:

- the Company’s ability to complete the Listing and all transactions related thereto;
- the Company’s expectation regarding its revenue, expenses and operations;
- the Company’s intention to grow its business and its operations;
- the Company’s competitive position;
- the Company’s business objectives for the next twelve months;
- the Company’s anticipated cash needs and its needs for additional financing;
- the Company’s ability to obtain necessary financing;
- the performance of the Company’s business and operations;
- the Company’s future liquidity and financial capacity;
- the Company’s expected market and the profitability thereof;
- the impact of the COVID-19 pandemic (“**COVID-19**”) on the Company and the economy generally;
- the competitive position of the Company and the regulatory environment in which it operates;
- results and expectation concerning various partnerships, strategic alliances, projects and marketing strategies of the Company;
- the economy generally; and

- the current and future rates of growth of the cosmetics and cleaning product industry.

Forward-looking statements are based on certain assumptions and analyses made by the Company in light of the experience and perception of historical trends, current conditions and expected future developments and other factors it believes are appropriate and are subject to risks and uncertainties. In making the forward looking statements included in this Prospectus, the Company has made various material assumptions, including but not limited to (i) general business and economic conditions; (ii) the Company's ability to successfully execute its plans and intentions; (iii) the availability of financing on reasonable terms; (iv) the Company's ability to attract and retain skilled management and staff, as applicable; (v) market competition; (vi) the market for and potential revenues to be derived from the Company's products; and (vii) the costs, timing and future plans concerning operations of the Company will be consistent with current expectations. 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, prospective purchasers of Common Shares 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 "*Risk Factors*", which include:

- the Company has limited operating history, and a history of losses and the Company cannot assure profitability;
- the Company has negative cash flows from operations;
- the Company will require additional capital, which may not be available to it when required on attractive terms, or at all;
- the Company is largely dependent upon its board and management for its success;
- conflicts of interest may arise between the Company and its directors and management;
- the market price of the Common Shares may be adversely affected by stock market volatility;
- there may not be an active or liquid market for the Common Shares;
- the Company does not anticipate paying cash dividends on the Common Shares in the foreseeable future;
- the Company will be subject to the additional regulatory burden resulting from its public listing on the CSE;
- future sales or issuances of equity securities could dilute the current shareholders; and
- future sales of Common Shares by existing shareholders could reduce the market price of the Common Shares.

If any of these risks or uncertainties materialize, or if assumptions underlying the forward-looking statements prove incorrect, actual results might vary materially from those anticipated in those forward-looking statements. The assumptions referred to above and described in greater detail under "*Risk Factors*" should be considered carefully by readers.

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

All of the forward-looking statements contained in this Prospectus are expressly qualified by the foregoing cautionary statements. Investors should read this entire Prospectus and consult their own professional advisors to assess the income tax, legal, risk factors and other aspects of their investment.

MARKET AND INDUSTRY DATA

This Prospectus includes market and industry data that has been obtained from third party sources, including industry publications. The Company believes that the industry data is accurate and that its estimates and assumptions are reasonable, but there is no assurance as to the accuracy or completeness of this data. Third party sources generally state that the information contained therein has been obtained from sources believed to be reliable, but there is no assurance as to the accuracy or completeness of included information. Although the data is believed to be reliable, the Company has not independently verified any of the data from third party sources referred to in this Prospectus or ascertained the underlying economic assumptions relied upon by such sources.

Unless otherwise indicated, information contained in this Prospectus concerning the Company's industry and the markets in which it operates, including general expectations and market position, market opportunities and market share, is based on information from independent industry organizations, other third-party sources (including industry publications, surveys and forecasts) and management studies and estimates.

The Company's 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 include assumptions made by the Company which management believes to be reasonable based on their knowledge of the Company's industry and markets. The Company's internal research and assumptions have 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 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 and markets 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 headings "*Caution Regarding Forward-Looking Statements*" and "*Risk Factors*".

GLOSSARY OF TERMS

In this Prospectus, the following terms have the meanings set forth below, unless otherwise indicated. This is not an exhaustive list of defined terms used in this Prospectus and additional terms are defined throughout. Terms and abbreviations appearing in the documents attached as appendices to this Prospectus may be defined separately and the terms and abbreviations defined below may not be used therein, except where otherwise indicated. Words importing the singular include the plural and vice versa and words importing any gender include all genders.

“**Audit Committee**” means the Audit Committee of the Company.

“**BCBCA**” means *the Business Corporations Act* (British Columbia).

“**BCSC**” means the British Columbia Securities Commission.

“**Board**” means the board of directors of the Company.

“**CAGR**” means compound annual growth rate.

“**CEO**” means Chief Executive Officer.

“**CFO**” means Chief Financial Officer.

“**Cheng Consulting Agreement**” means the consulting agreement between the Company and Simon Cheng dated March 23, 2022, pursuant to which Mr. Cheng has agreed to provide CEO services to the Company for a fee of \$2,000 per month for a period of one year from the date of execution, unless terminated earlier.

“**Common Shares**” means the common shares in the capital of the Company.

“**Company**” means Pure to Pure Beauty Inc.

“**Escrow Agent**” means Endeavor Trust Company.

“**Escrow Agreement**” means the escrow agreement to be entered into between the Company, the Escrow Agent, and various Principals of the Company prior to Listing, whereby the Common Shares held by the Principals will be deposited in escrow.

“**Escrow Securities**” means the Common Shares held by the Principals and to be deposited in escrow.

“**Exchange**” or “**CSE**” means the Canadian Securities Exchange.

“**Financial Statements**” means the financial statements of the Company for (i) the years ended September 30, 2021 and 2020, and (ii) the unaudited financial statements for the three and six-month interim period ended March 31, 2022.

“**Historic Escrow Agreement**” means the escrow agreement dated November 28, 2014 among the Company, Valiant Trust Company (now Computershare Trust Company of Canada) and certain shareholders of the Company. The Historic Escrow Agreement was assigned to the Escrow Agent by Computershare Trust Company of Canada upon Endeavor Trust Company assuming the role of the Company’s transfer agent.

“**IFRS**” means International Financial Reporting Standards.

“**Listing**” means the listing of the Common Shares on the Exchange for trading.

“MD&A” means management’s discussion and analysis as such term is defined in National Instrument 51-102 – *Continuous Disclosure Obligations*, of the Canadian Securities Administrators.

“NEO” or **“Named Executive Officer”** means each of the following individuals of an entity:

- (a) the CEO;
- (b) the CFO;
- (c) each of the three most highly compensated executive officers of an entity, including any of its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000, as determined in accordance with subsection 1.3(6) of Form 51-102F6 *Statement of Executive Compensation*, for that financial year; and
- (d) each individual who would be a NEO under paragraph (c) but for the fact that the individual was neither an executive officer of an entity or its subsidiaries, nor acting in a similar capacity, at that financial year.

“NI 46-201” means National Instrument 46-201 – *Escrow for Initial Public Offerings*, of the Canadian Securities Administrators.

“NI 52-110” means National Instrument 52-110 – *Audit Committees*, of the Canadian Securities Administrators.

“Principals” has the meaning ascribed to it in NI 46-201, and includes the promoters, directors and senior officers of the Company.

“Products” means the products of the Company, which currently includes a line of natural shampoos and hand soaps.

“Prospectus” means this prospectus dated as of the date on the cover page.

“SEDAR” means the System for Electronic Document Analysis and Retrieval (www.sedar.com).

SUMMARY OF PROSPECTUS

The following is a summary of the principal features of this Prospectus and should be read together with the more detailed information and financial data and statements contained elsewhere in this Prospectus.

The Company

The Company was incorporated under the BCBCA on September 29, 2014 as “P2P Info Inc.”. On May 10, 2021, the Company changed its name to “Pure to Pure Beauty Inc.”. The Company’s head office is located at Suite 650, 1231 Pacific Boulevard, Vancouver, British Columbia, and its records office is located at Suite 2200, 885 West Georgia Street, Vancouver, British Columbia.

The Company was incorporated as a wholly-owned subsidiary of Cascadia Consumer Electronics Corp., currently re-named as Cascadia Blockchain Group Corp. (“**Cascadia**”), for the purposes of a re-organization of Cascadia pursuant to a plan of arrangement (the “**Plan of Arrangement**”) under the BCBCA. The Plan of Arrangement became effective on November 28, 2014, and the Company was spun off from Cascadia and became a reporting issuer in British Columbia, Alberta and Ontario. The principal business of the Company is the development and sale of consumer product goods under its Pure to Pure brand.

For further details, see “*Corporate Structure*” and “*General Development of the Business*”.

Directors and Officers

As of the date of this Prospectus, the executive officers of the Company are Simon Cheng, as CEO, and Heidi Gutte, as CFO and Corporate Secretary. The directors of the Company are Simon Cheng, Heidi Gutte, Steven Pearce and Brian Shin. For further details, see “*Directors and Executive Officers*”.

Recent Financings

On June 15, 2021, the Company closed a non-brokered private placement for \$252,924 comprised of 12,646,200 Common Shares at \$0.02 per share. Finder’s fee payable on the non-brokered private placement totaled \$7,960 cash and 398,000 share purchase warrants exercisable at \$0.15 until June 15, 2023. Proceeds of the offering are being used for inventory turnover and general working capital.

On September 10, 2021, the Company closed a non-brokered private placement for \$348,000 comprised of 6,960,000 Common Shares at \$0.05 per Common Share. Finder’s fee payable on the non-brokered private placement totaled \$23,334 in cash and 281,600 share purchase warrants exercisable at \$0.20 until September 10, 2023. Proceeds of the offering are being used for the Listing, the pursuit of the Company’s objectives over the next 12-months and general working capital.

A breakdown of the Company’s share capitalization is shown below:

Security	Description	Number Outstanding
Common Shares	Current issued and outstanding	53,076,882
Warrants ⁽¹⁾	Common Share purchase warrants	679,600

Note:

- (1) 398,000 warrants issued as finders fees are exercisable to acquire one Common Shares for \$0.15 per Common Share until June 15, 2023 and 281,600 warrants issued as finders fees are exercisable to acquire one Common Shares for \$0.20 per Common Share until September 10, 2023.

For further details, see “*General Development of the Business*”.

Use of Proceeds

This Prospectus does not relate to an offering by the Company, and therefore no proceeds will be realized in connection with this Prospectus, and all expenses incurred in connection with the preparation and filing of this Prospectus will be paid by the Company.

For further details, see “*Use of Proceeds*”.

Listing

The Company has received conditional approval from the CSE of the Listing. The Listing is subject to the Company fulfilling all of the listing requirements of the Exchange, and there is no guarantee that the CSE will provide final approval for the Listing.

For further details, see “*General Development of the Business*”.

Risk Factors

An investment in the Company should be considered highly speculative and investors may incur a loss. The Company is subject to several risk factors, including the following:

- the Company has limited operating history, and a history of losses and the Company cannot assure profitability;
- the Company has negative cash flows from operations;
- the Company’s business is subject to risks and hazards that may not be covered by insurance;
- the Company may be subject to growth related risks, including capacity constraints and pressure on its internal systems and controls;
- the Company will require additional capital, which may not be available to it when required on attractive terms, or at all;
- future sales or issuances of equity securities could dilute the current shareholders;
- the Company may become party to litigation from time to time in the ordinary course of business which could adversely affect its business;
- government approvals and permits may in the future be required in connection with the Company’s operations;
- the Company could be liable for fraudulent or illegal activity by its employees, contractors and consultants resulting in significant financial losses to claims against the Company;
- the Company will likely face intense competition from other companies, some of which have longer operating histories and more financial resources and marketing experience than the Company;
- the Company may be unable to protect its intellectual property;
- the Company must be able to develop new products that appeal to its customers, and the Company may not be successful in the development, introduction, marketing and sourcing of new products, that satisfy customer needs, achieve market acceptance, or generate satisfactory financial returns;
- the Company is largely dependent upon its board and management for its success;
- conflicts of interest may arise between the Company and its directors and management;
- the market price of the Common Shares may be adversely affected by stock market volatility;
- there may not be an active or liquid market for the Common Shares;
- the Company does not anticipate paying cash dividends on the Common Shares in the foreseeable future;
- the Company will be subject to the additional regulatory burden resulting from its public listing on the CSE;
- future sales of Common Shares by existing shareholders could reduce the market price of the Common Shares;
- the Company may be impacted by currency exchange rates involved with its intended expansion into the United States and the European Union;
- the Company’s business, operations and financial condition, and the market price of the Common Shares, could be materially and adversely affected by the outbreak of epidemics or pandemics, or other health crises, including COVID-19; and

- the Company's operations may be affected by changes in the employment level, interest rates and/or inflation in the markets that it operates, and such changes could materially impact the Company's sales and profitability.

For further details on each of the above, and other risk factors, see "Risk Factors".

Summary of Selected Financial Information

The table below summarizes the financial information for the periods or as at the dates indicated. The summary financial information should be read in conjunction with (i) the Company's audited financial statements and corresponding MD&A for the years ended September 30, 2021 and 2020, and (ii) the unaudited financial statements and MD&A for the six-month interim period ended March 31, 2022, which are included in this Prospectus under Appendices A and B. The selected financial information set out below may not be indicative of the Company's future performance.

Financial Positions	Interim Period ended March 31, 2022 (\$)	Financial Year ended September 30, 2021 (\$)	Financial Year ended September 30, 2020 (\$)
Current assets	456,647	529,643	1,219
Total assets	502,681	578,177	1,219
Current liabilities	70,528	29,565	77,741
Share capital	820,628	820,628	213,776
Deficit	(467,346)	(350,887)	(290,298)

Financial Results	Interim Period ended March 31, 2022 (\$)	Financial Year ended September 30, 2021 (\$)	Financial Year ended September 30, 2020 (\$)
Expenses	(116,064)	(63,051)	(20,712)
Net loss	(116,459)	(60,589)	(17,550)
Net loss per share – basic and diluted	(0.00)	(0.00)	(0.00)

For further details, see "Financial Statements".

Available Funds

As at July 31, 2022, the Company had available working capital of \$341,000, and the Company's estimated use of its available working capital for the next twelve months is as follows:

Use of Available Funds	Amount (\$)
Available Working Capital (as at July 31, 2022)	341,000
Expenditures:	
Investor relations activities	50,000
Achievement of milestones ⁽¹⁾	127,750
Operating expenses for next 12 months ⁽²⁾	93,000
Repayment of note ⁽³⁾	37,500

Use of Available Funds	Amount (\$)
Subtotal	308,250
Unallocated Working Capital	32,750

Notes:

- (1) See “Use of Proceeds – Business Objectives and Milestones”.
- (2) Estimated operating expenses for the next 12 months include:

Operating Expenses 2022-2023 Budget (\$)	
Management fees ^(a)	48,000
Transfer Agent	10,000
Legal fees (not including Listing)	17,500
Audit fees	17,500
Total	93,000

Note:

- a. Consulting fees for the management of the Company are expected to be comprised of the following positions and yearly fees, paid monthly: CEO (\$24,000), CFO (\$24,000).
- (3) The Company has an outstanding non-interest-bearing note payable for a principal amount of \$75,000, \$37,500 of which is payable in cash or shares at the discretion of the Company and \$37,500 of which is payable in cash or shares at the discretion of the creditors. The amount outstanding is unsecured, non-interest bearing and with no fixed repayment terms.

The Company intends to spend the funds available to it as stated in this Prospectus. However, there may be circumstances where, for sound business reasons, a reallocation of the funds may be necessary.

See “Use of Proceeds – Funds Available and Use of Available Funds”, “Financial Statements”, and “Management’s Discussion & Analysis”.

CORPORATE STRUCTURE

Name, Address and Incorporation

The Company’s full corporate name is “Pure to Pure Beauty Inc.”. The Company was incorporated under the BCBCA on September 29, 2014 as “P2P Info Inc.”. On May 10, 2021, the Company changed its name to “Pure to Pure Beauty Inc.”. The Company’s head office is located at Suite 650, 1231 Pacific Boulevard, Vancouver British Columbia, and its records office is located at Suite 2200, 885 West Georgia Street, Vancouver, British Columbia.

Intercorporate Relationships

The Company does not have any subsidiaries.

GENERAL DEVELOPMENT OF THE BUSINESS

Summary and Company Overview

The Company was incorporated as a wholly-owned subsidiary of Cascadia for the purposes of a re-organization of Cascadia pursuant to a Plan of Arrangement under the BCBCA. The Plan of Arrangement became effective on November 28, 2014, and the Company was spun off from Cascadia. The Company became a reporting issuer in British Columbia, Alberta and Ontario on November 28, 2014. The principal business of the Company is the development and sale of consumer product goods, including health and wellness products, under the Pure to Pure brand. All current Product trademarks, copyrights, trade secrets, know-how and other proprietary rights are owned by the Company, and the Products are manufactured by Deserving Health International Corp. (“DHI”) in Richmond, British Columbia. In addition to the Products, the Company is also exploring additional product offerings with third-party suppliers, including a face serum and natural extract products.

History

- The Company was incorporated under the BCBCA on September 29, 2014 as “P2P Info Inc.”, under incorporation number BC 1014897.
- Since incorporation, the Company has been engaged in the process of developing and finalizing its intended business operations.
- On May 6, 2021, the Company entered an agreement (the “**IP Acquisition Agreement**”) to acquire all rights to any trademarks, copyrights, trade secrets, know-how and other proprietary rights that relate to Pure to Pure natural shampoo, as well as all registrations and applications for any of the foregoing and analogous rights thereto from Simon Cheng, who at the time of the transaction was an arms-length vendor to the Company. Consideration for these assets consisted of 2,500,000 Common Shares valued at \$0.02 per share, and the transaction closed on May 6, 2021. The price for the intellectual property acquired pursuant to the IP Acquisition Agreement was determined through arm's length negotiations between the Company and Simon Cheng. In connection with the acquisition of these rights, Mr. Cheng was also appointed to the board of directors of the Company and as the CEO of the Company. The assets acquired pursuant to the IP Acquisition Agreement were developed by Mr. Cheng in 2020 based on his knowledge of the natural product market and connections in the natural product industry. No costs, apart from Mr. Cheng's time and effort, were incurred in the development of the Pure to Pure shampoo.
- On May 10, 2021, the Company changed its name to “Pure to Pure Beauty Inc.”.
- On June 4, 2021, the Company entered into the product supply agreement (the “**Original Product Supply Agreement**”) with DHI, pursuant to which DHI agreed to supply the Company with the Pure to Pure shampoo product. The Original Product Supply Agreement was replaced in its entirety by the Revised Product Supply Agreement on March 29, 2022.
- On June 15, 2021, the Company completed a non-brokered private placement of 12,646,200 Common Shares at \$0.02 per Common Share for gross proceeds of \$252,924. Finder's fee payable on the non-brokered private placement totaled \$7,960 cash and 398,000 share purchase warrants exercisable at \$0.15 until June 15, 2023. Proceeds of the offering are being used for inventory turnover and general working capital.
- On July 8, 2021, the Company entered into a memorandum of understanding (the “**Liwaldo MOU**”) with respect to a brand partnership with Lichtenwald Luxusgüter GmbH (“**Liwaldo**”). Pursuant to the Liwaldo MOU, Liwaldo will act as the distribution and marketing partner of the Company in the European Union (the “**Liwaldo Brand Partnership**”), and will, among other things, manage the Company's entrance into the European Union through brand building, social media campaigns, the creation of a Shopify store and coordinating import, storage and handling Products. Liwaldo will also sell the Products through P2Pbeauty.de/com, direct outreach via social media, and the inclusion of Product samples in each package sent by Liwaldo.de. Liwaldo will be paid based on the achievement of certain milestones. To date, the Company has paid Liwaldo €7,500 for its assistance with building the Company's German website and for work on establishing a social media presence.
- On September 10, 2021, the Company closed a non-brokered private placement of 6,960,000 Common Shares at \$0.05 per Common Share for gross proceeds of \$348,000. Finder's fee payable on the non-brokered private placement totaled \$23,334 in cash and 281,600 share purchase warrants exercisable at \$0.20 until September 10, 2023. Proceeds of the offering are being used for the Listing, the pursuit of the Company's objectives over the next 12-months and general working capital.
- On February 10, 2022, the Company entered into a service agreement (the “**Fast Marketing Agreement**”) with Fast Marketing Services E.K Pforzheim for the sourcing of additional white label products for the European market, as well as, among other things, the set-up of an Amazon store

for the sale of sourced products, and the provision of order fulfilment services, customer service, price management, trademark registration and affiliate marketing services. In connection with the Fast Marketing Agreement, the Company paid a set-up fee of USD\$20,000, and agreed to pay a 30% commission derived from the net profits derived from the sale of any products sold pursuant to the Fast Marketing Agreement, which increases to 50% once the commission paid to the service provider reaches \$20,000. To date, the Company has sourced and purchased \$1,947 worth of face serum through the Fast Marketing Agreement, and has generated \$468 (€348) from the online sales of the face serum.

- On February 14, 2022, the Company entered into an Amazon Services Business Solutions Agreement (the “**Amazon Agreement**”) with amazon.com.ca, Inc. (“**Amazon**”), which allowed the Company to list its Products for sale on Amazon’s platform. Pursuant to the Amazon Agreement, the Company may sell its Products throughout North America and Europe and have the sales and shipping fulfilled by Amazon. The ability to sell through Amazon is a significant step for the Company and required the Company to provide proof of website registration, physical address proof, ID verification via video, certain trademark and company verification, submission of tax and business information and the submission of a physical product image with a UPC code for brand registry approval.
- On March 29, 2022, the Company entered into a revised product supply agreement (the “**Revised Product Supply Agreement**”) with DHI, pursuant to which DHI agreed to supply the Company with Pure to Pure shampoo, soap and related products. The Revised Product Supply Agreement replaces the Original Product Supply Agreement in its entirety and expands the product range supplied by DHI to the Company, while providing additional flexibility in manufacturing and packaging. To date, the Company has purchased lavender, rosemary-mint and fruit detergents from DHI, with a total purchase price of \$6,687, from which it has generated \$24,259 in revenue.
- On April 8, 2022 the Company received an order of hand soap and shampoo with an aggregate purchase price of \$21,050 through its website, which has now been fulfilled in its entirety.
- On May 19, 2022, the Company entered into a letter of intent with Crescita Capital LLC, pursuant to which the parties agreed to enter into a definitive agreement for the provision of a \$5,000,000 equity drawdown facility prior to September 30, 2022 and to consummate the transaction by October 31, 2022. Crescita Capital LLC is not a related party to the Company. To date, the Company has not used any part of the equity drawdown facility, and no definitive agreement has been entered into.

Products

The Company has acquired trademark applications, copyrights, trade secrets, know-how and other proprietary rights for a line of hypoallergenic detergents that are manufactured using naturally derived ingredients, including pure botanical extracts and essential oils. The Company’s supplier, DHI, is currently producing lavender, fruit and rosemary-mint detergents for the Company, which are packaged as shampoos and hand soap. Online sales for the Products launched in Canada in the first half of 2022. Online sales of a face serum launched in Germany in the first half of 2022. Sales in the United States are expected to launch in the second half of 2022. To date, the Company has generated \$24,259 in revenue from its sales in Canada, and \$468 (€348) in revenue from its sales in Germany.

In addition to the face serum being sold online in Germany, the Company is also in the process of sourcing additional white label products for the European market through the Fast Marketing Agreement.

Manufacturing and Production

The Company’s production partner, DHI, produces the Company’s Pure to Pure shampoo and hand soaps. DHI specializes in the development, manufacture and distribution of over-the-counter health products, and has experience in producing hypoallergenic skin and hair products that use naturally derived ingredients and pure botanical extracts and essential oils. All DHI products are made in the DHI manufacturing facility

in Richmond, British Columbia. The current focus of the Company is on the rollout of its lavender, fruit and rosemary-mint shampoos and hand soaps. The Company is also seeking to acquire the rights or intellectual property for body wash, skin creams and non-toxic household products.

The Company has also sourced a face serum through its Fast Marketing Services Agreement, which is currently sold in Germany.

The Company is also actively sourcing additional contract manufacturers for additional products, including natural extract products.

Principal Markets

The Company's principal markets are Canada, the United States and Germany.

Distribution

The Company's initial focus for product distribution is in Canada, the United States and Germany, but it may expand into additional markets in Europe in the future. The Company currently operates two websites, www.p2pbeauty.com and www.p2pbeauty.de. Through its Fast Marketing Agreement, the Company has set-up an Amazon store for the sale of white-labelled products in Germany, which, to date, includes a face serum. The Fast Marketing Agreement also provides for the provision of order fulfilment services, customer service, price management, trademark registration and affiliate marketing services for the distribution of products in Germany.

See "General Developments of the Business – History" for further details on the distribution agreements. Products sold in Canada are shipped via Canada post, Products sold in the United States are shipped via air mail and Products sold in Germany, are shipped using Amazon fulfillment or through arrangements made pursuant to the Fast Marketing Agreement.

Intangible Properties

The Company has obtained trademark protection for *p2p beauty* in Germany. Under the German Trademark Act, the *p2p beauty* trademark grants a 10-year protection period, which may be renewed for another ten years upon expiry. As is typical in the skin and personal care product industry, the Company's Product formulations and production methods are trade secrets, for which the Company has policies and non-disclosure agreements in place to protect against discovery or disclosure.

Canadian Trademark Applications

Jurisdiction	Trademark Name	Application Number	Filing Date	Status
Canada	Pure to Pure Beauty	2148864	November 22, 2021	Received by Canadian Patent Office

German Trademark

Jurisdiction	Trademark Name	Registration number	Filing Date	Status
German	p2b beauty	302021237862	Oct 12, 2021	Trademark registered without opposition, January 28, 2022

Environmental Protections

The operation of the Company's business has no extraordinary environmental protection requirements. As a result, the Company does not anticipate that any environmental regulations or controls will materially affect its business.

Employees and Consultants

As at the date of this Prospectus, the Company has no employees and two consultants, being the Company's CEO and CFO. See "*Directors and Executive Officers*".

Changes to Contracts

No part of the Company's business is reasonably expected to be affected in the current financial year by either the renegotiation or termination of any contract.

The Company is reliant on DHI to make the Products, and a loss of this relationship could have a materially adverse impact on the Company. The Revised Product Supply Agreement has a term of five years and is may only be terminated by DHI for cause, which includes material breaches of the agreement that are not cured within 30 days, or if the Company ceases operations or is adjudicated a bankrupt or insolvent, the cessation of DHIs operations, or in cases of bankruptcy or insolvency. While the Company believes that the termination of the Revised Product Supply Agreement is unlikely, management is confident that additional white label manufacturers could be sourced to produce the Products.

Foreign Operations

The Company has sales operations in Germany, and intends to enter the market in the United States.

Lending

The Company does not intend to engage in lending activities.

Bankruptcy and Similar Procedures

There are no bankruptcies, receivership or similar proceedings against the Company, nor is the Company aware of any such pending or threatened proceedings. There has not been any voluntary bankruptcy, receivership or similar proceeding, by the Company during its last three financial years.

Reorganizations

The Company has not completed any material reorganization and no reorganization is proposed for the current financial year.

Operations

The Company's Products have been developed primarily for North American and European consumers. Management of the Company attends trade shows from time to time to network and promote the Company, and expects to rely on word-of-mouth and digital marketing for its Product offerings. The Company's Products are currently manufactured by DHI and sold through its websites, www.p2pbeauty.com and www.p2pbeauty.de. The Company is also selling a branded face serum in Germany through Amazon and is sourcing additional products.

Specialized Skill and Knowledge

The Company's management team and board of directors have significant experience in research, product development and sales.

The Company's CEO, Simon Cheng, specializes in program development, with an emphasis on capital finance, business agreement negotiations and corporate development. He has significant experience in

developing and manufacturing natural health products from ground up to commercialization, and is the former CEO and Director of DHI, the Company's current product manufacturer and supplier.

Cyclicality

The Company's business may be sensitive to economic cycles and downturns as its products and those within the cosmetics industry are often purchased from discretionary income.

Sales and Marketing Strategy

The Company expects to market its products through word-of-mouth and social media, with direct sales being made through its website and Amazon store. The Company initially engaged Liwaldo to conduct social media marketing, which included search advertising, product advertising on Instagram and Facebook, and search engine optimization with landing pages. The Company's current marketing is being conducted pursuant to the Fast Marketing Agreement.

Trends, Commitments, Events or Uncertainties

The most significant trends and uncertainties which the Company's management expects could impact its business and financial condition are (i) the impact of the global COVID-19 pandemic on the Company's supply chain and its ability to deliver Products on a cost effective basis; (ii) the trend that the consumers are moving towards organic cosmetic products; and (iii) the ability of the Company to raise adequate capital to carry out its business objectives.

There are significant risks associated with the business of the Company, as described above and in the section "Risk Factors". Readers are strongly encouraged to carefully read all of the risk factors contained in that section.

Impact of COVID-19 Pandemic

Impacts resulting from the COVID-19 pandemic have resulted in a widespread health crisis that has adversely affected the economies and financial markets of many countries around the world. The international response to the spread of COVID-19 led to restrictions on travel, temporary business closures, quarantines, global stock market and financial market volatility, a general reduction in consumer activity, operating, supply chain and project development delays and disruptions.

The Company is subject to the cycles of the financial markets, which are now magnified and volatile due to the effects of COVID-19. Many industries are impacted by these market conditions and the COVID-19 virus, including, with respect to the consumer-packaged goods industry, manufacturing, distribution and sales. Apart from being prevented from attending important trade shows, such as the Canadian Health Food Association conference in Vancouver and Toronto, there have been no other impacts to the Company due to COVID-19.

The overall severity and duration of COVID-19-related adverse impacts on the Company will depend on future developments, which the Company cannot currently predict, including directives of federal, state and provincial governments and health authorities. See "*Risk Factors*".

MARKET AND REGULATORY OVERVIEW

Market Size and Opportunity

Exposure to toxins has been linked to diseases such as cancer, heart disease, diabetes, Parkinson's disease and obesity. The Company is dedicated to reducing the level of toxins ingested by people around the world through their personal care and, eventually, home care products.

Toxins are transmitted into the body three ways: inhalation, ingestion or absorption. The Company's Products use ingredients that are at a minimum non-toxic, with the use of as few artificial ingredients as possible.

Industry Generally

The global consumer packaged goods industry (defined as containing the following categories: beverage, beauty and personal care, consumer health, eyewear, home care, packaged food, pet care, tissue, hygiene tobacco) is a highly attractive market given its considerable scale and stable growth profile. This market is estimated by Euromonitor to have been approximately \$6.2 trillion retail sales in 2020, of which the beauty and personal care and home care categories represented \$487 billion and \$167 billion, respectively.¹

Natural Personal Skincare

The natural personal care product market had an estimated global value of approximately US\$8.26 billion in 2020, with an anticipated growth rate of 8.42% annually (CAGR) through 2026.² This growth has been, and is expected to continue to be, incited by the increasing education of consumers with respect to health related products and the ingredients contained within those products.

More specifically, the research firm Statista has forecasted the Canadian market for skincare products in 2021 to be around US\$1.739 billion and approximately US\$3.54 billion for personal care products generally, with a CAGR, from 2021 to 2025, projected at approximately 4.2% for skincare products and 2.6% for personal care products.³ Moreover, sales of organic cosmetics in the United States yielded approximately US\$750 million in revenues in 2016 and are forecasted to reach roughly US\$1.65 billion by 2022.⁴

Anti-aging sentiment and a growing education towards skincare and the negative aspects of everyday toxins is also expected to continue to push demand in the skincare industry. Within the skincare market, it is perceived that non-toxic skincare products are less likely to have negative side-effects relating to allergies, inflammation, and general irritation of the skin.

The fastest growing area of this sector is expected to be haircare. Dandruff, an irritated scalp, dry hair, hair loss and the desire for healthier hair are expected to continue to push sales in this area.⁵

Green Cleaning Products

The green cleaning products market includes floor cleaners, glass cleaners, metal cleaners, toilet bowl cleaners and wood cleaners. This market had an estimated global value of US\$3.9 billion in 2019, with an anticipated growth rate of 11.9% annually (CAGR), leading to a value of US\$11.9 Billion by 2029.⁶ This growth is largely the result of increasing customer awareness with respect to green cleaning products, which has lead to further high-quality products within the industry and an expansion of research and development efforts.⁷

¹ Company estimate from Euromonitor International Limited. Alcoholic Drinks 2020 Off-Trade Value RSP Fixed 2019 Exchange Rates, Beauty & Personal Care 2021 Retail Value RSP Fixed 2020 Exchange Rates, Consumer Health 2021 Retail Value RSP Fixed 2020 Exchange Rates, Eyewear 2021 Retail Value RSP Fixed 2020 Exchange Rate, Home Care 2021 Retail Value RSP Fixed 2020 Exchange Rate, Hot Drinks 2021 Retail Value RSP Fixed 2020 Exchange Rate, Packaged Food 2021 Retail Value RSP Fixed 2020 Exchange Rate, Pet Care 2021 Retail Value RSP Fixed 2020 Exchange Rate, Soft Drinks 2021 Off-Trade Value RSP Fixed 2020 Exchange Rate, Tissue & Hygiene 2021 Retail Value RSP Fixed 2020 Exchange Rate, Tobacco 2020 Retail Value RSP Fixed 2019 Exchange Rate, Current Prices.

² "Global Organic Personal Care Market (2021 to 2026) - by Product Type, Distribution Channel and Region", *Research and Markets* (20 October 2021), online: <<https://www.prnewswire.com/news-releases/global-organic-personal-care-market-2021-to-2026---by-product-type-distribution-channel-and-region-301404643.html>> [*Global Organic Personal Care Market*].

³ "Personal Care Report 2020" online: *Statista* <<https://www.statista.com/outlook/70070000/108/personal-care/canada>>; "Skin Care Report 2020" online: *Statista* <<https://www.statista.com/outlook/70020000/108/skin-care/canada>>.

⁴ "Natural/Organic Cosmetics in the US" online: *Statista* <<https://www.statista.com/topics/4501/natural-and-organic-cosmetics-in-the-us/>>.

⁵ *Global Organic Personal Care Market*, *supra* note 3.

⁶ "Global Green Cleaning Products Market Thriving Worldwide- Trends, Analysis and Forecast 2019-2029 – PMI", *PMI*, (23 June 2020), online: <<https://www.globenewswire.com/news-release/2020/06/23/2052153/0/en/Global-Green-Cleaning-Products-Market-Thriving-Worldwide-Trends-Analysis-and-Forecast-2019-2029-PMI.html>>.

⁷ *Ibid.*

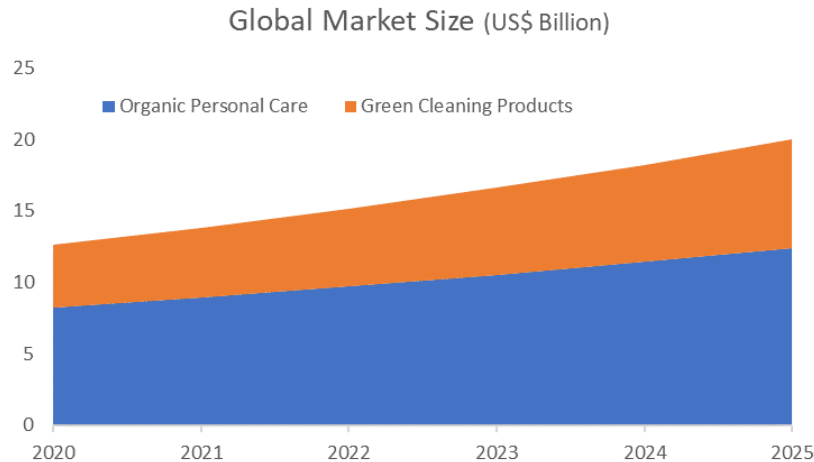


Figure 1: Global Market Sizes of Organic Personal Care and Green Cleaning Products

Target Market

The Company's target market is female millennial's with disposable income that are concerned about toxic components of store-brand products.

Competitive Conditions

The skincare and personal care product industry is crowded and extremely competitive. The numerous companies offering these products range from mass-market "drug store" brands to high-end formulations sold in department stores and boutiques. Origins, Lush, Body Shop and Aveda are well-known global brands offering natural skincare and personal care products. Innovation, brand recognition, quality of products, accessibility, price point and in-store presence and visibility are some of the factors that impact consumers' choices among competing products and brands. Marketing, merchandising and new product demonstrations also have an impact on consumers' purchasing decisions. In North America, the Company operates in a highly competitive market, but plans to distinguish itself from competitors through the quality of its product, both in the effectiveness and low-toxic content of its products.

Internationally, our competition varies by market and the Company will develop strategic approaches to entering international markets, including the evaluation of factors in each market, such as competitiveness, pricing dynamics, growth potential, regulatory environment and the propensity of local consumers to be attracted to foreign brands.

Regulatory Matters

General

The Company's Products are not expected to require any regulatory approvals from Health Canada, the US Food and Drug Administration or any other regulatory body in order to reach consumers. Generally, introducing non-toxic products for consumers and household use require little-to-no regulatory approvals. However, there are various regulatory aspects that the Company must be aware of, including but not limited to any allergens or irritative properties of the Company's products, labelling and environmental regulations and any changes to current regulations affecting the Company's industry.

Additionally, the Company is required to adhere to all general regulatory requirements that apply to corporations doing business in the jurisdictions relevant to the Company, including but not limited to tax, labour and corporate laws. Non-adherence to any such laws could affect the Company from small fines and

censures, to major lawsuits and possibly shutdown.

Product Claim and Labelling Regulations

The Company is subject to product claim and labelling regulations. Regulatory authorities monitor compliance of cosmetic products through market surveillance and inspection of cosmetic manufacturers and distributors to ensure, among other things, that the products neither contain false nor misleading product claims or labeling and that the products are not manufactured under unsanitary conditions or in violation of any applicable laws. Inspections also may arise from consumer or competitor complaints filed with or brought to the attention of regulatory authorities. The Company's claims that our products are non-toxic are particularly susceptible to challenges from regulatory bodies and consumers. Contamination at various stages in the supply chain may present a risk of toxic contamination. The Company will maintain policies to protect the products from such contamination to the extent possible. In the event a regulatory authority or a court identifies false or misleading labeling or unsanitary conditions or otherwise a failure to comply with legal requirements, we may be required by a regulatory authority or a court or we may independently decide to conduct a recall or market withdrawal of our Products or to make changes to Product manufacturing processes or product formulations, labelling or marketing, which could result in an insufficient amount of our Products in the market, impact our sales and/or harm our reputation. Fines or other payments may also be required by a regulator or court.

Environmental Regulations

The Company's operations are subject to a variety of environmental laws and regulations, including such laws and regulations concerning waste disposal and pollution related to manufacturing, transporting and packaging. The Company works with its suppliers to improve the environmental profile of its products via the design of packaging, ingredients and formulas.

The Company is not aware of any environmental laws that will materially affect our results of operations, or result in material expenditures relating to our operations. However, we cannot predict what environmental laws will be enacted in the future, how existing or future environmental laws will be administered, interpreted or enforced, or the amount of future expenditures that we may need to comply with, or to satisfy claims relating to, environmental laws.

USE OF PROCEEDS

Use of Proceeds

This Prospectus does not relate to an offering by the Company, and therefore no proceeds will be realized in connection with this Prospectus.

Funds Available and Use of Available Funds

As at July 31, 2022, the Company had available working capital of \$341,000, and the Company's estimated use of its available working capital for the next twelve months is as follows:

Use of Available Funds	Amount (\$)
Available Working Capital (as at July 31, 2022)	341,000
Expenditures:	
Investor relations activities	50,000
Achievement of milestones ⁽¹⁾	127,750
Operating expenses for next 12 months ⁽²⁾	93,000
Repayment of note ⁽³⁾	37,500
Subtotal	308,250

Use of Available Funds	Amount (\$)
Unallocated Working Capital	\$32,750

Notes:

- (1) See "Use of Proceeds – Business Objectives and Milestones".
(2) Estimated operating expenses for the next 12 months include:

Operating Expenses 2022-2023 Budget (\$)	
Management fees ^(a)	48,000
Transfer Agent	10,000
Legal fees (not including Listing)	17,500
Audit fees	17,500
Total	93,000

Note:

- (a) Consulting fees for the management of the Company are expected to be comprised of the following positions and yearly fees, paid monthly: CEO (\$24,000), CFO (\$24,000).
(3) The Company has an outstanding non-interest-bearing note payable for a principal amount of \$75,000, \$37,500 of which is payable in cash or shares at the discretion of the Company and \$37,500 of which is payable in cash or shares at the discretion of the creditors. The amount outstanding is unsecured, non-interest bearing and with no fixed repayment terms.

The Company has a negative operating cash flow for the period ended March 31, 2022 and for the year ended September 30, 2021. The Company has allocated a certain percentage of its proceeds to fund the negative cash flow from its most recently completed financial period. To the extent that the Company has negative operating cash flow in future periods, it may need to allocate a portion of its cash reserves to fund such negative cash flow. The Company may also be required to raise additional funds through the issuance of equity or debt securities. There can be no assurance that the Company will be able to generate a positive cash flow from its operations, that additional capital or other types of financing will be available when needed or that these financings will be on terms favourable to the Company.

The Company's working capital available to fund ongoing operations will be sufficient to meet its administrative costs for the next twelve months. The Company intends to spend the funds available to it as stated in this Prospectus. However, there may be circumstances where, for sound business reasons, a reallocation of the funds may be necessary.

Business Objectives and Milestones

Over the next 12 months, the Company will continue to pursue the listing of its Common Shares on the CSE, sales into Canada, the United States and Germany, and assess potential product acquisitions in the beauty products and consumer packaged goods space. The table below sets out the Company objectives over the next 12 months, as well as the milestones that it will need to meet in order to them.

Objective	Milestone Description	Estimated Remaining Cost (\$)	Estimated Timeframe
Listing	Complete the Listing of the Company on the CSE.	22,750 ⁽¹⁾	Q3 2022 - Completion
Activate sales in Canada, the United States and Germany	Continue targeted product marketing campaign through landings pages, social media marketing and search engine optimization.	25,000	Q3 2022 and ongoing
	Engage distribution partner in United States.	10,000	Q3 2022 - Completion
	Join industry groups and attend trade shows.	10,000	Q3 2022 – Commencement and ongoing

Objective	Milestone Description	Estimated Remaining Cost (\$)	Estimated Timeframe
Acquire additional product lines	Evaluate acquisition opportunities for products or companies with proprietary product formulations that are complementary to the overall Pure to Pure brand.	5,000	Q3 2022 – Commencement and ongoing
	Continue to evaluate additional white-label manufacturers for additional products.	5,000	Q3 2022 and ongoing
	Acquire product or company with a proprietary beauty product or green cleaning product.	50,000	By 2023

Note:

- (1) The remaining Listing cost is comprised of the following: legal fees (\$10,000), remaining CSE listing fees (\$5,250), escrow agent fee (\$2,500) and miscellaneous (\$5,000).

The actual amount that the Company spends from its working capital may vary significantly from the amounts specified above, and will depend on a number of factors, including those listed under the heading “*Risk Factors*”.

While the Company, intends to pursue these milestones, there may be circumstances where, for valid business reasons or due to factors beyond the control of the Company (e.g. the COVID-19 pandemic), a re-allocation of efforts may be necessary or advisable. Although the Company does not currently anticipate that the COVID-19 pandemic will cause material delays in the timelines or estimates set out above, due to the evolving nature of the COVID-19 pandemic and its impacts, these timelines and estimates may require adjustment in the future.

DIVIDENDS OR DISTRIBUTIONS

The payment of dividends, if any, in the future, rests within the sole discretion of the Board. The payment of dividends will depend upon the Company’s earnings, its capital requirements and its financial condition, as well as other relevant factors. The Company has not declared any cash dividends since its inception, and the Company intends to retain its earnings to finance growth and expand its operations and does not anticipate paying any dividends on its Common Shares and other classes of shares in the foreseeable future.

There are no restrictions in the Company’s constating documents that prevent the Company from declaring dividends. The BCBCA, however, does prohibit the Company from declaring dividends where, after giving effect to the distribution of the dividend, the Company would not be able to pay its debts as they become due in the usual course of business; or the Company’s total assets would be less than the sum of its total liabilities plus the amount that would be needed to satisfy the rights of shareholders who have preferential rights superior to those receiving the distribution.

MANAGEMENT’S DISCUSSION AND ANALYSIS

The Company

The Company’s MD&A provides an analysis of the Company’s financial results for the year ended September 30, 2021 and 2020 and for the six-month interim period ending March 31, 2022 and should be read in conjunction with the Financial Statements and the notes thereto, respectively. The Company’s MD&A is attached to this Prospectus as Appendix B.

Certain information included in the Company’s MD&A is forward-looking and based upon assumptions and anticipated results that are subject to uncertainties. Should one or more of these uncertainties materialize or should the underlying assumptions prove incorrect, actual results may vary significantly from those expected. See “*Note Regarding Forward-Looking Statements*” for further detail.

DESCRIPTION OF SECURITIES

Non-Offering

This Prospectus does not relate to an offering by the Company, and therefore no proceeds will be realized in connection with this Prospectus.

Authorized Capital

The authorized share capital of the Company consists of an unlimited number of Common Shares without par value. As of the date of this Prospectus, there were 53,076,882 Common Shares issued and outstanding and 679,600 warrants of which 398,000 warrants are exercisable to acquire one Common Shares for \$0.15 per Common Share until June 15, 2023 and 281,600 warrants are exercisable to acquire one Common Shares for \$0.20 per Common Share until September 10, 2023.

Common Shares

Holders of the Common Shares are entitled to receive notice of, and to attend and vote at, all meetings of the shareholders of the Company, and each Common Share confers the right to one vote, provided that the shareholder is a holder on the applicable record date declared by the Board. The holders of the Common Shares, subject to the prior rights, if any, of any other class of shares of the Company, are entitled to receive such dividends in any financial year as the Board may by resolution determine. In the event of the liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, or other distribution of the Company's assets among its shareholders by way of repayment of capital, the net equity of the Company shall be distributed among the holders of the Common Shares, without priority and on a share for share basis. There are no redemption or retraction rights associated with the Common Shares.

CONSOLIDATED CAPITALIZATION

The table should be read in conjunction with the Financial Statements appearing elsewhere in this Prospectus:

Securities	Authorized Amount	Amount Outstanding as at December 31, 2021	Amount Outstanding as of the Date of this Prospectus
Common Shares	Unlimited	53,076,882	53,076,882
Warrants	Unlimited	679,600 ⁽¹⁾	679,600 ⁽¹⁾

Note:

(1) 398,000 warrants are exercisable to acquire one Common Shares for \$0.15 per Common Share until June 15, 2023 and 281,600 warrants are exercisable to acquire one Common Shares for \$0.20 per Common Share until September 10, 2023.

OPTIONS TO PURCHASE SECURITIES

Stock Options

As at the date hereof, the Company has not issued any stock options.

Stock Options Plans and Other Incentive Plans

As at the date hereof, the Company does not have a stock option plan.

Warrants

As of the date of this Prospectus, the Company has 679,600 share purchase warrants outstanding. See "Prior Sales" for warrant details.

PRIOR SALES

The following table summarizes all sales/issuances of securities of the Company for the 12-month period before the date of the Prospectus:

Securities Issued	Price at which Securities were Issued	Number of Securities	Date Securities were Sold
Common Shares	\$0.02	2,500,000	May 6, 2021 ⁽¹⁾
Common Shares	\$0.02	12,646,200	June 15, 2021
Common Shares	\$0.05	6,960,000	September 22, 2021
Warrants	\$0.15 ⁽²⁾	398,000	June 15, 2021
Warrants	\$0.20 ⁽²⁾	281,600	September 10, 2021

Notes:

(1) Issued pursuant to the IP Acquisition Agreement.

(2) Exercise price. Issued as finders' fees in connection with the June 15, 2021 and September 22, 2021 private placements, respectively.

No other securities of the Company have been issued during the twelve (12) month period before the date of the Prospectus.

Trading Price and Volume

The Common Shares do not trade on any stock exchange.

ESCROWED SECURITIES

Following completion of the Listing, an aggregate of 3,625,000 Common Shares held by Principals of the Company will be held in escrow pursuant to NI 46-201 and the policies of the Exchange (the "**Escrow Securities**").

The Escrow Securities will be held in escrow pursuant to an escrow agreement to be entered into upon Listing among the Company, the Transfer Agent and the Principals of the Company (the "**Escrow Agreement**"). Additionally, 1,080,300 Common Shares are subject to the Historic Escrow Agreement and are held in escrow in accordance with NI 46-201.

The Escrow Securities and the securities subject to the Historic Escrow Agreement are expected to be subject to the release schedule specified in NI 46-201 for emerging issuers and as set out in the form of escrow required by CSE Policy 2 – *Qualifications for Listing*. Ten (10%) percent of these securities are expected to be released upon the date of Listing and an additional 15% are expected to be released every 6 months thereafter until all such securities have been released (36 months following the date of Listing).

The following table sets out the securities of the Company as of the date of this Prospectus that are subject to escrow.

Name of Securityholder	Designation of Class	Number of Securities Held in Escrow or that are Subject to a Contractual Restriction on Transfer	Percentage of Class ⁽¹⁾
Simon Cheng	Common shares	2,500,000	4.7%

Name of Securityholder	Designation of Class	Number of Securities Held in Escrow or that are Subject to a Contractual Restriction on Transfer	Percentage of Class ⁽¹⁾
Heidi Gutte	Common shares	125,000	less than 1%
Steven Pearce	Common shares	1,000,000	1.9%
Ying Zhou ⁽²⁾⁽³⁾	Common shares	1,016,904	1.9%
William Wang ⁽²⁾⁽⁴⁾	Common shares	300	less than 1%
Sunfy Investment Ltd. ⁽²⁾⁽⁵⁾	Common shares	63,096	less than 1%

Notes:

- (1) Based on 53,076,882 Common Shares issued and outstanding as at the date of this Prospectus.
- (2) Subject to the Historic Escrow Agreement. Not current Principals.
- (3) Mr. Zhou was appointed as a director of the Company on September 29, 2014 and as the CEO and President of the Company on February 9, 2015. Mr. Zhou ceased to be a Director of the Company on November 27, 2020 and ceased to be the CEO and President of the Company on November 24, 2020.
- (4) Mr. Wang was a director of Cascadia prior to the reorganization of Cascadia pursuant to the Plan of Arrangement.
- (5) Mr. Zhou is the principal securityholder of Sunfy Investment Ltd.

PRINCIPAL SECURITYHOLDERS

To the knowledge of the directors and officers of the Company, as of the date of this Prospectus and as at Listing no person beneficially owns or exercises control or direction over Common Shares carrying more than 10% of the votes attached to Common Shares.

DIRECTORS AND EXECUTIVE OFFICERS

The following table provides the names, municipalities of residence, position, principal occupations, and the number of voting securities of the Company that each of the directors and executive officers beneficially owns, directly or indirectly, or exercises control over, as of the date hereof:

Name and Municipality of Residence and Position with the Company	Director / Officer Since	Principal Occupation During Past 5 Years	Number and Percentage of Common Shares Beneficially Owned, or Controlled or Directed, Directly or Indirectly
Simon Cheng⁽¹⁾ CEO and Director Burnaby, British Columbia, Canada	May 6, 2021	Project manager at Urban Select Capital Corp. from 2008 to 2017; director of Blockchain Impact Limited Partnership from 2017 to 2020; former CEO and director of DHI from 2020 to March 21, 2022; CEO and director at Trench Metal Corp. from June 19 to present; CEO and director of Little Fish Acquisition I Corp. from April 2021 to present.	2,500,000
Heidi Gutte CFO, Corporate Secretary and Director	November 24, 2020	Senior accountant at Oniva International Services from 2007 until 2018; Founder and CEO of Heidi Gutte Consulting Inc., which principal business is to provide accounting services, from 2018 to present.	125,000

Name and Municipality of Residence and Position with the Company	Director / Officer Since	Principal Occupation During Past 5 Years	Number and Percentage of Common Shares Beneficially Owned, or Controlled or Directed, Directly or Indirectly
Bowen Island, British Columbia, Canada			
Steven Pearce ⁽¹⁾ Director Singapore, Singapore	November 24, 2020	Managing Director of Diverse Capital Pte Ltd., which principal business is to provide investment, consulting, and capital markets services, since 2014.	1,000,000
Brian Shin ⁽¹⁾ Director Vancouver, British Columbia	December 15, 2021	Staff Accountant at Park & Company from January 2017 to May 2017; Accountant at Harry Kim Inc. from 2017 to 2018; Audit supervisory at JFU Consultants Ltd. from 2018 to 2021; financial reporting manager at Zeus Capital since May 2021.	Nil

Note:

(1) Member of the Audit Committee.

The term of office of the directors expires annually at the time of the Company's annual general meeting. The term of office of the officers expires at the discretion of the Company's directors.

As at the date of this Prospectus, the directors and officers of the Company as a group own beneficially, directly or indirectly, or exercise control or discretion over an aggregate of 3,625,000 Common Shares, or approximately 6.8% of the issued and outstanding Common Shares.

Directors and Officers of the Company

Below is a brief description of each director and member of management of the Company, including their names, ages, positions, and responsibilities with the Company, relevant educational background, principal occupations or employment during the five years preceding the date of this Prospectus and experience in the Company's industry. As of the date of this Prospectus and other than as set out below, the Company has not entered into any other management, consulting or employment agreements with any of its management team. None of the persons on the management team have entered into either a non-competition or non-disclosure agreement with the Company.

- **Simon Cheng, Age: 41, CEO and Director**

Mr. Cheng has over 10 years of experience in the technology and finance sector. Mr. Cheng specializes in program development, with an emphasis on capital finance, business agreement negotiations and corporate development. He holds a degree in business administration from the University of the People in the United States and is an accredited director as certified by the Chartered Governance Institute of Canada. Mr. Cheng previously held positions with professional investment firms providing advisory services to high-net-worth individuals and institutional investors. Mr. Cheng is the former CEO of DHI, where he oversaw global supply planning, inventory

control and global transportation functions. Mr. Cheng brings a wealth of global product development, manufacturing and marketing knowledge to the Company.

Mr. Cheng is an independent contractor to the Company. He has not entered into a non-competition or non-disclosure agreement with the Company. Mr. Cheng anticipates devoting fifty percent (50%) of his time in connection with the management of the Company.

- **Heidi Gutte, Age: 40, CFO, Corporate Secretary and Director**

Ms. Gutte is an Accounting Professional with 15 years of experience in full cycle accounting in Canada and Europe, including nearly 10 years of working as controller and senior accountant in publicly traded companies. She specializes in providing corporate finance, financial reporting, consulting, taxation, and other accounting services. She also assists in many aspects of clients' administration, corporate compliance and other activities. Ms. Gutte holds the professional designation of Chartered Professional Accountant (CPA, CGA), and is a member of Chartered Professional Accountants of B.C. and Canada. She also holds a bachelors' degree of computer engineering from the University of Applied Sciences in Brandenburg, Germany.

Ms. Gutte is an independent contractor to the Company. She has not entered into a non-competitive or non-disclosure agreement with the Company. Ms. Gutte anticipates devoting fifty percent (50%) of her time in connection with the management of the Company.

- **Steven Pearce, Age: 42, Director**

Mr. Pearce has over 20 years of experience working in the capital markets, having worked for both small and large institutions. Mr. Pearce founded Diverse Capital in Singapore in 2014, which assists private companies reach their full potential. Mr. Pearce has been involved in numerous capital raisings and public listings on the Australian Stock Exchange, Singapore Stock Exchange (Catalist), TSX Venture Exchange and SIX Swiss Exchange. He holds a bachelor's degree of commerce, economics and finance from Curtin University of Technology in Australia.

Mr. Pearce is an independent contractor to the Company. He has not entered into a non-competitive or non-disclosure agreement with the Company. Mr. Pearce anticipates devoting ten percent (10%) of his time in connection with the management of the Company.

- **Brian Shin, Age: 34, Director**

Mr. Shin specializes in providing corporate finance, financial reporting, auditing, corporate strategy, risk management and other accounting services to both small private and public companies in various industries. Mr. Shin earned his bachelor's degree of business administration in accounting from the Southern Alberta Institute of Technology in Calgary, Alberta. He holds the professional designations of Certified Management Consultant (CMC) and Chartered Professional Accountant (CPA), and is a member of Chartered Professional Accountants of B.C. and Canada. Brian has had extensive experience as a controller and consultant for numerous publicly traded and private corporations in several industries in multiple countries such as Canada, Hong Kong and South Korea.

Mr. Shin is an independent contractor to the Company. He has not entered into a non-competitive or non-disclosure agreement with the Company. Mr. Shin anticipates devoting ten percent (10%) of his time in connection with the management of the Company.

Corporate Cease Trade Orders or Bankruptcies

To the Company's knowledge and other than as disclosed herein, no director or executive officer or promoter of the Company is, as at the date of this Prospectus, or was within 10 years before the date hereof, a director, chief executive officer, or chief financial officer of any person or corporation, including

the Company, that:

- (a) was subject to (i) a cease trade order; (ii) an order similar to a cease trade order; or (iii) an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days (an “**Order**”) that was issued while the director or executive officer or promoter was acting in the capacity of a director, the chief executive officer, or the chief financial officer thereof; or
- (b) was subject to an Order that was issued after the director or executive officer or promoter ceased to be a director, the chief executive officer, or the chief financial officer thereof and which resulted from an event that occurred while that person was acting in such capacity.

To the Company’s knowledge and other than as disclosed herein, no director or executive officer or promoter of the Company or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company:

- (a) is, as at the date of this Prospectus, or has been within the 10 years before the date hereof, a director or executive officer of any person or company, including the Company, that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (b) has, within the 10 years before the date of this Prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager, or trustee appointed to hold the assets of the director, executive officer, or shareholder.

Mr. Cheng was the interim CEO of PDC Biological Health Group Corporation (“**PDC**”) from July 2013 to April 2016. PDC is subject to a cease trade order resulting from failure to file its financial statements for the year ended July 31, 2015 and management discussion and analysis relating to such financial statements as issued on December 11, 2015 by the British Columbia Securities Commission (“**BCSC**”) and December 30, 2015 by the Ontario Securities Commission. As of the date of this Prospectus, the cease trade orders have not been revoked or rescinded. Mr. Cheng resigned from his interim CEO position in July 2016.

Mr. Cheng is a former director and CEO of DHI from March 2003 and January 2020, respectively, to March 21, 2022. DHI has been and is subject to certain cease trade orders resulting from the failure to file its financial statements and management discussions and analyses relating to such financial statements. DHI was subject to a cease trade order issued on May 10, 2016 and revoked on June 10, 2016 by the BCSC. Subsequently, DHI was subject to a cease trade order issued on May 5, 2017 and revoked on December 4, 2017 by the BCSC. Finally, DHI is currently subject to a cease trade order issued on May 7, 2021 by the BCSC. As of the date of this Prospectus, this cease trade order has not been revoked or rescinded.

Penalties or Sanctions

To the Company’s knowledge and other than as disclosed herein, no director or executive officer or promoter of the Company or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Personal Bankruptcies

No director or officer of the Company, nor any shareholder holding sufficient securities of the Company to affect materially the control of the Company, nor any personal holding company of any such person has, within the 10 years before the date of this Prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangements or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

Conflicts of Interest

The directors of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interests, which they may have in any project or opportunity of the Company. If a conflict of interest arises at a meeting of the Board, any director in a conflict will disclose his interest and abstain from voting on such matter. Other than as disclosed below, there are no known existing or potential conflicts of interest among the Company, its promoters, directors and officers or other members of management of the Company or of any proposed promoter, director, officer or other member of management as a result of their outside business interests except that certain of the directors and officers serve as directors and officers of other companies, and therefore it is possible that a conflict may arise between their duties to the Company and their duties as a director or officer of such other companies.

EXECUTIVE COMPENSATION

In accordance with Form 51-102F6V *Statement of Executive Compensation – Venture Issuers*, the following is a discussion of all significant elements of compensation to be awarded to, earned by, paid to or payable to each Named Executive Officer of the Company, to the extent this compensation has been determined.

In this section, NEO means each individual who acted as CEO of the Company, or acted in a similar capacity, for any part of the most recently completed financial year, each individual who acted as CFO of the Company, or acted in a similar capacity, for any part of the most recently completed financial year and each of the three most highly compensated executive officers, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000 as well as any additional individuals for whom disclosure would have been provided except that the individual was not serving as an executive officer of the Company, at the end of the most recently completed financial year.

The Company's NEOs are Simon Cheng as CEO and Heidi Gutte as CFO and Corporate Secretary.

Director and NEO Compensation, Excluding Compensation Securities

Table of Compensation Excluding Compensation Securities							
Name and Position	Year end September 30	Salary, consulting fee, retainer or commission	Bonus	Committee or meeting fees	Value of perquisites	Value of all other compensation	Total Compensation
Simon Cheng ⁽¹⁾ CEO and Director	2020	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Heidi Gutte ⁽²⁾ CFO and Corporate Secretary and Director	2020	Nil	Nil	Nil	Nil	Nil	Nil
	2021	\$5,000	Nil	Nil	Nil	Nil	\$5,000

Table of Compensation Excluding Compensation Securities

Name and Position	Year end September 30	Salary, consulting fee, retainer or commission	Bonus	Committee or meeting fees	Value of perquisites	Value of all other compensation	Total Compensation
Steven Pearce ⁽³⁾ Director	2020	N/A	N/A	N/A	N/A	N/A	N/A
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Brian Shin ⁽⁴⁾ Director	2020	N/A	N/A	N/A	N/A	N/A	N/A
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Konstantin Lichtenwald ⁽⁵⁾ Former President, CEO and Director	2020	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Ying Zhou ⁽⁶⁾ Former CEO and Director	2020	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Yan Zhang ⁽⁷⁾ Former CEO, Secretary and Director	2020	\$4,762.50	Nil	Nil	Nil	Nil	\$4,762.50
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Qing Zhu ⁽⁸⁾ Former Director	2020	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) Simon Cheng was appointed as the CEO and director of the Company on May 6, 2021.
- (2) Heidi Gutte was appointed as a Director of the Company on November 24, 2020 and as the CFO and Corporate Secretary of the Company on November 24, 2020.
- (3) Steve Pearce was appointed as a Director of the Company on November 24, 2020.
- (4) Brian Shin was appointed as a Director of the Company on December 15, 2021.
- (5) Konstantin Lichtenwald was appointed as a Director, President and the CEO of the Company on November 24, 2020 and ceased to be Director, President and the CEO of the Company on May 6, 2021.
- (6) Ying Zhou was appointed as a director of the Company on September 29, 2014 and as the CEO and President of the Company on February 9, 2015. Ying Zhou ceased to be a Director of the Company on November 27, 2020 and ceased to be the CEO and President of the Company on November 24, 2020.
- (7) Yan Zhang was appointed as a Director and the CEO of the Company on September 24, 2014, and ceased to be a Director and the CEO of the Company on November 24, 2020. Yan Zhang was also appointed as the Secretary of the Company on February 09 2015 and ceased to be the Secretary of the Company on November 27, 2020.
- (8) Qing Zhu was appointed as a director on February 9, 2015 and ceased to be a director on November 24, 2020.

Over the next 12 months, the Company expects to pay its CEO and CFO yearly salaries of \$24,000 each pursuant to the Cheng Consulting Agreement and the Gutte Consulting Agreement, respectively.

Stock Options and Other Compensation Securities

As at the date hereof, the Company does not have a stock option plan and the Company has not granted any stock options to any NEOs or directors of the Company and no stock options have been exercised.

Employment, Consulting, and Management Agreements

The Company entered into the Cheng Consulting Agreement with Simon Cheng on March 23, 2022, for the provision of CEO services to the Company. The Cheng Consulting Agreement is for a term of one year and Mr. Cheng is paid \$2,000 per month, payable monthly. The Company entered into the Gutte Consulting Agreement with Heidi Gutte Consulting Inc. (“**Gutte Consulting**”) on March 28, 2022 for the provision of CFO and Corporate Secretary services by Heidi Gutte (the “**Gutte Consulting Agreement**”). The Gutte Consulting Agreement is for a term of one year and provides that a new agreement is required for any renewal of the Gutte Consulting Agreement. Under the Gutte Consulting Agreement, the Company shall pay Gutte Consulting a fee of \$2,000 per month, payable monthly.

Termination and Change of Control Benefits

Both the Gutte Consulting Agreement and the Cheng Consulting Agreement provide that the respective consultant shall be entitled to compensation of the lesser of the remainder of the term of their consulting agreement and three months (\$6,000) where the Board decides to terminate their agreement other than for a breach of their respective consulting agreement. Neither the Gutte Consulting Agreement nor the Cheng Consulting Agreement contain change of control provisions.

Oversight and Description of Director and NEO Compensation

The Company, at its present stage, does not have any formal objectives, criteria and analysis for determining the compensation of its NEOs and primarily relies on the discussions and determinations of the Board. When determining individual compensation levels for the Company’s NEOs, a variety of factors will be considered.

The Company’s executive compensation is intended to be consistent with the Company’s business plans, strategies and goals, including the preservation of working capital as the Company seeks to complete its listing on the Exchange. The Company’s executive compensation program is intended to provide appropriate compensation that permits the Company to attract and retain highly qualified and experienced senior executives and to encourage superior performance by the Company. The Company’s compensation policies are intended to motivate individuals to achieve and to award compensation based on corporate and individual results.

The Company does not have any arrangements, standard or otherwise, pursuant to which directors are compensated by the Company for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as consultants or experts.

Pension Disclosure

No pension, retirement or deferred compensation plans, including defined contribution plans, have been instituted by the Company and none are proposed at this time.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at the date of this Prospectus, no director, executive officer, or employee of the Company is or has been indebted to the Company at any time.

AUDIT COMMITTEE INFORMATION

Audit Committee Charter

The Charter of the Company’s Audit Committee is attached to this Prospectus as [Appendix C](#).

Composition of Audit Committee

The following are the members of the Audit Committee:

Name	Independence ⁽¹⁾	Financial Literacy ⁽¹⁾
Simon Cheng	Not Independent	Financially Literate
Steven Pearce ⁽²⁾	Independent	Financially Literate
Brian Shin	Independent	Financially Literate

Notes:

(1) As defined under section 1.6 of NI 52-110.

(2) Chair of the Audit Committee.

Relevant Education and Experience

See “*Directors and Executive Officers*” above for the education and experience of each member of the Audit Committee relevant to the performance of their duties as a member of the Audit Committee.

Audit Committee Oversight

At no time has a recommendation of the Audit Committee to nominate or compensate an external auditor not been adopted by the Board.

Reliance on Certain Exemptions

Since the commencement of the Company’s most recently completed financial year, the Company has not relied on:

- (a) the exemption in section 2.4 of NI 52-110 (*De Minimis Non-audit Services*);
- (b) the exemption in subsection 6.1.1(4) of NI 52-110 (*Circumstance Affecting the Business or Operations of the Venture Issuer*);
- (c) the exemption in subsection 6.1.1(5) of NI 52-110 (*Events Outside Control of Member*);
- (d) the exemption in subsection 6.1.1(6) of NI 52-110 (*Death, Incapacity or Resignation*); or
- (e) an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110 (*Exemptions*).

Pre-Approval Policies and Procedures

Formal policies and procedures for the engagement of non-audit services have yet to be formulated and adopted. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by the Board, and where applicable by the Audit Committee, on a case by case basis.

External Auditor Service Fees

The following table sets out the audit fees incurred by the Company since incorporation for audit fees are as follows:

Period	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
Year ended September 30, 2021	\$5,000	-	-	-
Year ended September 30, 2020	\$5,000	-	-	-

Exemption

The Company is relying on the exemption in section 6.1 of NI 52-110 from the requirements of Parts 3 (*Composition of the Audit Committee*) and 5 (*Reporting Obligations*).

CORPORATE GOVERNANCE DISCLOSURE

Board of Directors

The Company's Board currently consists of four directors, Simon Cheng, Heidi Gutte, Steven Pearce and Brian Shin, of which two are independent based upon the tests for independence set forth in NI 52-110. Directors Simon Cheng, also CEO, and Heidi Gutte, also CFO and Corporate Secretary, are not considered independent directors due to their executive officer roles with the Company.

Regulatory authorities have implemented National Instrument 58-101 – *Disclosure of Corporate Governance Practices*, which prescribes certain disclosure of the Company's corporate governance practices.

There is no specific written mandate of the Board, other than the corporate standard of care set out in the governing corporate legislation of the Company. The Board has overall responsibility for the management, or supervision of the management, of the business and affairs of the Company. The Board's primary tasks are to establish the policies, courses of action and goals of the Company and to monitor management's strategies and performance for realizing them.

All major acquisitions, dispositions, and investments, as well as financing and significant matters outside the ordinary course of the Company's business are subject to approval by the full Board. The Board does not currently have in place programs for succession planning and training of directors and management. As the growth of the Company continues, the Board will consider implementing such programs. In order to carry out the foregoing responsibilities the Board meets on a quarterly basis and as required by circumstances.

Directorships

The following directors of the Company also serve as directors, officers, or Promoters of other reporting issuers:

Name of Director	Other Reporting Issuer	Name of Exchange or Market
Simon Cheng	1151559 BC Ltd., PDC Biological Health Group Corporation (formerly, Granja Gold Inc.), Genesis Fintech Inc. (formerly, 1151560 B.C. Ltd.), Yaletown Energy Capital Corp. (formerly, Trinity Intercontinental Venture Corp.), Trench Metals Corp., Little Fish Acquisition I Corp.	TSXV, CSE
Heidi Gutte	Brigadier Gold Limited, Little Fish Acquisition I Corp., Element79 Gold Corp. and Mobilum Technologies Inc.	TSXV, CSE
Steven Pearce	Little Fish Acquisition I Corp. and AMG Acquisition Corp.	TSXV
Brian Shin	Nexus Gold Corp.	TSXV

Orientation and Continuing Education

The Company has not formalized an orientation program. If a new director was appointed or elected, however, he or she would be provided with orientation and education about the Company which would include information about the duties and obligations of directors, the business and operations of the Company, documents from recent board meetings and opportunities for meetings and discussion with senior management and other directors. Specific details of the orientation of each new director would be tailored to that director's individual needs and areas of interest.

The Company does provide continuing education opportunities to directors so that they may maintain or enhance their skills and abilities as directors and ensure that their knowledge and understanding of the Company's business remains current.

Ethical Business Conduct

The Company has not taken any formal steps to promote a culture of ethical business conduct, but the Company and its management are committed to conducting its business in an ethical manner. This is accomplished by management actively doing the following in its administration and conduct of the Company's business:

1. The promotion of integrity and deterrence of wrongdoing.
2. The promotion of honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest.
3. The promotion of avoidance or absence of conflicts of interest.
4. The promotion of full, fair, accurate, timely and understandable disclosure in public communications made by the Company.
5. The promotion of compliance with applicable governmental laws, rules and regulations.
6. Providing guidance to the Company's directors, officers and employees to help them recognize and deal with ethical issues.
7. Helping foster a culture of integrity, honesty and accountability throughout the Company.

Under the applicable corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Company and to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, and to disclose to the Board the nature and extent of any interest of the director in any material contract or material transaction, whether made or proposed, if the director is a party to the contract or transaction, is a director or officer (or an individual acting in a similar capacity) of a party to the contract or transaction or has a material interest in a party to the contract or transaction. The director must then abstain from voting on the contract or transaction unless the contract or transaction (i) relates primarily to their remuneration as a director, officer, employee or agent of the Company or an affiliate of the Company, (ii) is for indemnity or insurance for the benefit of the director in connection with the Company, or (iii) is with an affiliate of the Company. If the director abstains from voting after disclosure of their interest, the directors approve the contract or transaction and the contract or transaction was reasonable and fair to the Company at the time it was entered into, the contract or transaction is not invalid and the director is not accountable to the Company for any profit realized from the contract or transaction. Otherwise, the director must have acted honestly and in good faith, the contract or transaction must have been reasonable and fair to the Company and the contract or transaction be approved by the shareholders by a special resolution after receiving full disclosure of its terms in order for the director to avoid such liability or the contract or transaction being invalid.

Nomination of Directors

The Board as a whole is responsible for identifying and evaluating qualified candidates for nomination to the Board.

In identifying candidates, the Board considers the competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess, the competencies and skills that the Board considers each existing director to possess, the competencies and skills each new nominee will bring to the Board and the ability of each new nominee to devote sufficient time and resources to his or her duties as a director.

Compensation

The Board as a whole is responsible for reviewing the adequacy and form of compensation paid to the Company's executives and key employees, and ensuring that such compensation realistically reflects the responsibilities and risks of such positions. In fulfilling these responsibilities, the Board evaluates the performance of the Company's CEO and other senior management in light of corporate goals and objectives, and makes recommendations with respect to compensation levels based on such evaluation.

For further information regarding the how the Company determines compensation for its directors and executive officers, see "*Executive Compensation*".

Other Board Committees

The Board has no other committees other than the Audit Committee.

Assessments

The Board has not, as of the present time, taken any formal steps to assess whether the Board, its committees and its individual directors are performing effectively.

PLAN OF DISTRIBUTION

There are no securities being offered in connection with this Prospectus. The Company has received conditional acceptance from the CSE for the Listing. Listing will be subject to the Company fulfilling all of the listing requirements of the Exchange, and there is no guarantee that the CSE will provide final approval for the Listing.

RISK FACTORS

The Company's business is subject to a number of significant risk factors. The following are certain risk factors related to the Company, its business, and ownership of the Common Shares. If any event arising from the risk factors set forth below occurs, the Company's business, prospects, financial conditions, results of operation or cash flows and in some cases, its reputation, could be materially adversely affected. Although the Company believes that the risk factors described below are the most material risks that the Company faces, they are not the only risks the Company faces. Additional risk factors not presently known to the Company or that the Company currently believes are immaterial could also materially and adversely affect the Company's investments, prospects, cash flows, results of operations or financial conditions and negatively affect the value of the Common Shares. An investment in the Company involves a high degree of risk and should be considered speculative. An investment in the Company should only be undertaken by those persons who can afford the total loss of their investment. Readers should carefully consider each of the risks and uncertainties described bellows, as well as all of the other information contained in this Prospectus, including the financial statement and accompanying notes, before investing in the Company.

Limited Operating History and No History of Earnings.

The Company has no history of earnings. There is no assurance that the Company will earn profits in the future, or that profitability will be sustained. There is no assurance that future revenues will be sufficient to generate the funds required to continue the Company's business development and investment activities. If the Company does not have sufficient capital to fund its operations, it may be required to reduce its operations or cease operations entirely, in which case, the value of the Common Shares may decline significantly.

Negative Cash Flow from Operations

Since incorporation the Company has had negative cash flow from operating activities. The Company does not expect to have positive cash flow from operating activities for the foreseeable future, if ever, and to the

extent that the Company has negative cash flow in any future period, it will need to raise additional funds to cover this shortfall.

Insurance and Uninsured Risks

The Company's business is subject to a number of risks and hazards generally, including adverse environmental conditions, accidents, labour disputes and changes in the regulatory environment. Such occurrences could result in damage to assets, personal injury or death, environmental damage, delays in operations, monetary losses and possible legal liability. The Company may also be unable to maintain insurance to cover these risks at economically feasible premiums. Losses from these events may cause the Company to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

Management of Growth

The Company may be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls. The ability of the Company to manage growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. The inability of the Company to deal with this growth may have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

Need for Additional Financing and Possible Effects of Dilution

The Company may issue equity securities to finance its activities, including future acquisitions. If the Company were to issue additional Common Shares following the financing described in this Prospectus, existing holders of such Common Shares may experience dilution in their holdings. Moreover, when the Company's intention to issue additional equity securities becomes publicly known, the Company's share price may be adversely affected.

Litigation

The Company may become party to litigation from time to time in the ordinary course of business which could adversely affect its business. Should any litigation in which the Company becomes involved be determined against the Company such a decision could adversely affect the Company's ability to continue operating and the market price for Common Shares and could use significant resources. Even if the Company is involved in litigation and wins, litigation can redirect significant company resources.

Governmental Regulations and Risks

Government approvals and permits may in the future be required in connection with the Company's operations. To the extent such approvals are required and not obtained, the Company may be curtailed or prohibited from conducting its business. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, or remedial actions. The Company may be required to compensate those suffering loss or damage by reason of its operations and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations. Changes to current laws and regulations may be unfavorable and have an adverse effect on the Company's operations.

Competition

The Company will likely face intense competition from other companies, some of which have longer operating histories and more financial resources and marketing experience than the Company. Increased competition by larger and better-financed competitors could materially and adversely affect the proposed business, financial condition and results of operations of the Company. The Company expects to face additional competition from new entrants. To remain competitive, the Company will require a continued investment in research and development, and technology to be able to compete on costs and functionality. The Company may not have sufficient resources to maintain marketing, sales and patient support efforts

on a competitive basis which could materially and adversely affect the business, financial condition and results of operations of the Company.

Liability for Actions of Employees, Contractors and Consultants

The Company could be liable for fraudulent or illegal activity by its employees, contractors and consultants resulting in significant financial losses to claims against the Company.

The Company is exposed to the risk that its employees, independent contractors and consultants may engage in fraudulent or other illegal activity. Misconduct by these parties could include intentional, reckless and/or negligent conduct or disclosure of unauthorized activities to the Company that violates: (i) government regulations; (ii) manufacturing standards; (iii) fraud and abuse laws and regulations; or (iv) laws that require the true, complete and accurate reporting of financial information or data. It is not always possible for the Company to identify and deter misconduct by its employees and other third parties, and the precautions taken by the Company to detect and prevent this activity may not be effective in controlling unknown or unmanaged risks or losses or in protecting the Company from governmental investigations or other actions or lawsuits stemming from a failure to comply with such laws or regulations. If any such actions are instituted against the Company, and it is not successful in defending itself or asserting its rights, those actions could have a significant impact on its business, including the imposition of civil, criminal and administrative penalties, damages, monetary fines, contractual damages, reputational harm, diminished profits and future earnings, the curtailment of the Company's operations or asset seizures, any of which could have a material adverse effect on the Company's business, financial condition and results of operations.

Breach of Confidentiality

While discussing potential business relationships or other transactions with third parties, the Company may disclose confidential information relating to the business, operations or affairs of the Company. Although confidentiality agreements are to be signed by third parties prior to the disclosure of any confidential information, a breach of such confidentiality agreements could put the Company at competitive risk and may cause significant damage to its business. The harm to the Company's business from a breach of confidentiality cannot presently be quantified but may be material and may not be compensable in damages. There can be no assurance that, in the event of a breach of confidentiality, the Company will be able to obtain equitable remedies, such as injunctive relief from a court of competent jurisdiction in a timely manner, if at all, in order to prevent or mitigate any damage to its business that such a breach of confidentiality may cause.

Inability to Protect Intellectual Property

The Company's success is heavily dependent upon its intangible property and technology. The Company relies upon copyrights, trade secrets, unpatented proprietary know-how and continuing innovation to protect the intangible property, technology and information that are considered important to the development of the business. The Company relies on various methods to protect its proprietary rights, including confidentiality agreements with consultants, service providers and management that contain terms and conditions prohibiting unauthorized use and disclosure of confidential information. However, despite efforts to protect intangible property rights, unauthorized parties may attempt to copy or replicate intangible property, technology or processes. There can be no assurances that the steps taken by the Company to protect its intangible property, technology and information will be adequate to prevent misappropriation or independent third-party development of the Company's intangible property, technology or processes. It is likely that other companies can duplicate a production process similar to the Company's. To the extent that any of the above would occur, revenue could be negatively affected, and in the future, the Company may have to litigate to enforce its intangible property rights, which could result in substantial costs and divert management's attention and other resources.

The Company's ability to successfully implement its business plan depends in part on its ability to obtain, maintain and build brand recognition using its trademarks, service marks, trade dress, domain names and other intellectual property rights, including the Company's names and logos. If the Company's efforts to

protect its intellectual property are unsuccessful or inadequate, or if any third party misappropriates or infringes on its intellectual property, the value of its brands may be harmed, which could have a material adverse effect on the Company's business and might prevent its brands from achieving or maintaining market acceptance.

The Company may be unable to obtain registrations for its intellectual property rights for various reasons, including refusal by regulatory authorities to register trademarks or other intellectual property protections, prior registrations of which it is not aware, or it may encounter claims from prior users of similar intellectual property in areas where it operates or intends to conduct operations. This could harm its image, brand or competitive position and cause the Company to incur significant penalties and costs.

Economic Dependence and Changes to Contracts

The Company currently relies entirely on DHI for the detergents that the company uses to make the Products. Although the Company does not expect any of its business to be affected in the current financial year by renegotiation or termination of contracts, the renegotiation or termination of the Revised Product Supply Agreement could have a material adverse affect on the Company.

Innovation and Ability to Attract New Customers

In the area of innovation, the Company must be able to develop new products that appeal to its customers. This depends, in part, on the technological and creative skills of its personnel and on its ability to protect its intellectual property rights. The Company may not be successful in the development, introduction, marketing, and sourcing of new products, that satisfy customer needs, achieve market acceptance, or generate satisfactory financial returns

The Company is largely dependent upon its board and management for its success.

The Company's business is akin to a blind pool, in that the Company intends to use its capital to invest in various businesses or business interests, but all the targets have not yet been determined. Investors are relying on the ability of the Investment Committee, Board and management to identify, analyze and acquire appropriate investment opportunities. In particular, investors have to rely on the discretion and ability of management in determining the composition of the portfolio of investments, and in negotiating the pricing and other terms of the agreements leading to the acquisition of investments. The ability of management to successfully implement the Company's business strategy will depend in large part on the continued employment of qualified individuals. If the Company loses the services of one or more of these individuals, the business, financial condition and results of operations of the Company may be materially adversely affected. There is no assurance the Company can maintain the services of its directors, officers or other qualified personnel required to operate its business.

Market Price of Common Shares and Volatility

The Common Shares do not currently trade on any exchange or stock market. Securities of small-cap companies have experienced substantial volatility in the past, often based on factors unrelated to the companies' financial performance or prospects. These factors include macroeconomic developments in North America and globally and market perceptions of the attractiveness of particular industries. Factors unrelated to our performance that may affect the price of the Common Shares include the following: the extent of analytical coverage available to investors concerning our business may be limited if investment banks with research capabilities do not follow the Company; lessening in trading volume and general market interest in the Common Shares may affect an investor's ability to trade significant numbers of Common Shares; the size of our public float may limit the ability of some institutions to invest in Common Shares; and a substantial decline in the price of the Common Shares that persists for a significant period of time could cause the Common Shares, if listed on an exchange, to be delisted from such exchange, further reducing market liquidity. As a result of any of these factors, the market price of the Common Shares at any given point in time may not accurately reflect our long-term value.

The market price of the Common Shares is affected by many other variables, which are not directly related to our success and are, therefore, not within our control. These include other developments that affect the breadth of the public market for the Common Shares, the release or expiration of lock-up, escrow or other transfer restrictions on the Common Shares, and the attractiveness of alternative investments. The effect of these and other factors on the market price of the Common Shares is expected to make the Common Share price volatile in the future, which may result in losses to investors.

No Established Market

There is currently no market through which the Company's securities may be sold and purchasers may not be able to resell the Company's securities. An active public market for the Common Shares might not develop or be sustained following the Listing. If an active public market for the Common Shares does not develop, the liquidity of a shareholder's investment may be limited, and the Common Share price may decline below the shareholder's initial investment.

Dividends

We intend to retain earnings, if any, to finance the growth and development of our business and do not intend to pay cash dividends on the Common Shares in the foreseeable future. The payment of future cash dividends, if any, will be reviewed periodically by the Board and will depend upon, among other things, conditions then existing including earnings, financial condition and capital requirements, restrictions in financing agreements, business opportunities and conditions and other factors.

The Company will be subject to additional regulatory burden resulting from its public listing on the CSE.

The Company has received conditional acceptance from the CSE for the Listing. To date, the Company has not been subject to the continuous and timely disclosure requirements of the policies of the CSE or other stock exchange. We are working with our legal, accounting and financial advisors to identify those areas in which changes should be made to our financial management control systems to manage our obligations as a public company. These areas include corporate governance, corporate controls, disclosure controls and procedures and financial reporting and accounting systems. We have made, and will continue to make, changes in these and other areas, including our internal controls over financial reporting. However, we cannot assure purchasers of Common Shares that these and other measures that we might take will be sufficient to allow us to satisfy our obligations as a public company on a timely basis. In addition, compliance with reporting and other requirements applicable to public companies will create additional costs for us and will require the time and attention of management. We cannot predict the amount of the additional costs that we might incur, the timing of such costs or the impact that management's attention to these matters will have on our business.

Dilution

Future sales or issuances of equity securities could decrease the value of the Common Shares, dilute shareholders' voting power and reduce future potential earnings per Common Share. We intend to sell additional equity securities in subsequent offerings (including through the sale of securities convertible into Common Shares) and may issue additional equity securities to finance our operations, development, exploration, acquisitions or other projects. We cannot predict the size of future sales and issuances of equity securities or the effect, if any, that future sales and issuances of equity securities will have on the market price of the Common Shares. Sales or issuances of a substantial number of equity securities, or the perception that such sales could occur, may adversely affect prevailing market prices for the Common Shares. With any additional sale or issuance of equity securities, investors will suffer dilution of their voting power and may experience dilution in our earnings per Common Share.

Development of the Business of the Company

The development of the business of the Company and its ability to execute on its expansion opportunities described herein will depend, in part, upon the amount of additional financing available. Failure to obtain sufficient financing may result in delaying, scaling back, eliminating or indefinitely postponing expansion

opportunities and the business of the Company's current or future operations. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be acceptable to the Company. In addition, there can be no assurance that future financing can be obtained without substantial dilution to existing shareholders.

Financial Projections

The financial projections contained in this Prospectus reflect management's best estimate to anticipated financial results. Actual results may differ from projected results.

Conflicts of Interest

Members of the Board of the Company may become directors of other reporting companies or have significant shareholdings in other resource companies and, to the extent that such other companies may participate in ventures in which the Company may participate, the Board may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. The Company and its Board will attempt to minimize such conflicts. In the event that such a conflict of interest arises at a meeting of the Board, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms. In appropriate cases the Company will establish a special committee of independent directors to review a matter in which several directors, or management, may have a conflict. Conflicts, if any, will be subject to the procedures and remedies as provided under the BCBCA. The provisions of the BCBCA require a director or officer of a corporation who has a material interest in a contract or listing of the corporation, or a director or officer of a corporation who is a director or officer of or has a material interest in a person who has a material interest in a contract or listing with the corporation, to disclose his or her interest and, in the case of directors, to refrain from voting on any matter in respect of such contract unless permitted under the BCBCA, as the case may be. Other than as indicated, the Company has no other procedures or mechanisms to deal with conflicts of interest.

Foreign Currency Risk

The Company may be impacted by currency exchange rates involved with its intended expansion into the United States and the European Union. The Company's financings are usually in Canadian dollars, but it may incur costs or receive revenues in a variety of foreign currencies. Fluctuations in the exchange rate between these foreign currencies and Canadian dollars may adversely affect the Company's operations.

COVID-19

The Company's business, operations, and financial condition, and the market price of the Common Shares (following the Listing), could be materially and adversely affected by the outbreak of epidemics or pandemics or other health crises, including the recent outbreak of COVID-19. There have been a large number of temporary business closures, quarantines, and a general reduction in consumer activity in a number of countries. The outbreak has caused companies and various international jurisdictions to impose travel, gathering and other public health restrictions. While these effects are expected to be temporary, the duration of the various disruptions to businesses locally and internationally and the related financial impact cannot be reasonably estimated at this time. Such public health crises can result in volatility and disruptions in the supply and demand for cosmetics, global supply chains and financial markets, as well as declining trade and market sentiment and reduced mobility of people, all of which could affect commodity prices, interest rates, credit ratings, credit risk, share prices and inflation. The risks to the Company of such public health crises also include risks to employee health and safety, a slowdown or temporary suspension of operations in geographic locations impacted by an outbreak, increased labor and fuel costs, regulatory changes, political or economic instabilities or civil unrest.

The extent to which COVID-19 will or may impact the Company is uncertain and these factors are beyond the Company's control; however, it is possible that COVID-19 may have a material adverse effect on the Company's business, results of operations, and financial condition and the market price of the Common Shares (following the Listing).

Global Economic Risk

The Company's operations may be affected by changes in the employment level, interest rates or inflation in the markets that it operates. Increased unemployment, interest rates and inflation could influence the cost of goods and shipping costs of the products sold by the Company, which could impact the Company's sales and profitability. Any economic slowdown and downturn of global capital markets could make the raising of capital by equity or debt financing more difficult. Access to financing may be negatively impacted by global economic risks. These factors may impact the Company's ability to raise equity or obtain loans and other credit facilities in the future and on terms favourable to the Company. If uncertain market conditions exist, the Company's ability to raise capital could be jeopardized, which could have an adverse impact on the Company's operations and the price of the Company's securities.

CERTAIN FEDERAL INCOME TAX CONSIDERATIONS

The Company encourages each security holder to consult with its own tax or professional advisor to understand the tax considerations generally applicable with purchasing or owning Common Shares.

PROMOTERS

Mr. Cheng, CEO and a director of the Company, may be considered a promoter of the Company within the meaning of applicable securities legislation in British Columbia. Information about Mr. Cheng is disclosed elsewhere in this Prospectus in connection with his roles and an officer and director of the Company.

Mr. Cheng holds, directly and/or indirectly, 2,500,000 Common Shares, representing 4.7% of the Company's current issued and outstanding Common Shares. Mr. Cheng is expected to receive annual compensation of \$24,000 for his role as CEO of the Company, and no compensation for his role as a director of the Company.

Other than as disclosed elsewhere in this Prospectus, no person who was a promoter of the Company within the last two years:

- received anything of value directly or indirectly from the Company;
- sold or otherwise transferred any asset to the Company within the last two years;
- has been a director, CEO or CFO of any company that during the past 10 years was the subject of a cease trade order or similar order or an order that denied the company access to any exemptions under securities legislation for a period of more than 30 consecutive days or became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver or receiver manager or trustee appointed to hold its assets;
- has been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority;
- has been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision; or
- has within the past 10 years become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver or receiver manager or trustee appointed to hold its assets.

See "*Directors and Executive Officers*" and "*Executive Compensation*" for further disclosure.

LEGAL PROCEEDINGS AND REGULATORY MATTERS

There are no pending legal proceedings to which the Company is or was a party to, or that any of its property is or was the subject of, since the beginning of the most recently completed financial year for which the Financial Statements are included in this Prospectus.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as disclosed herein, no person who is: (a) a director or executive officer of the Company; (b) a person or company that beneficially owns, or controls or directs, directly or indirectly, more than 10 percent of any class or series of the Company's outstanding voting securities; (c) an associate or affiliate of any of the persons or companies referred to in paragraphs (a) or (b), has any material interest, direct or indirect, in any material transaction since incorporation or in any proposed transaction that has materially affected or will materially affect the Company.

Prior to being engaged as the Company's Chief Executive Officer, Mr. Cheng entered into the IP Acquisition Agreement with the Company, whereby he sold the all rights to any trademarks (or trademark applications), copyrights, trade secrets, know-how and other proprietary rights that relate to Pure to Pure natural shampoo, as well as all registrations and applications for any of the foregoing and analogous rights thereto to the Company. Consideration for these assets consisted of 2,500,000 Common Shares, with a fair value of \$50,000. Mr. Cheng was appointed to the board of directors of the Company and CEO of the Company in connection with this acquisition.

AUDITOR, TRANSFER AGENT, AND REGISTRARS

The auditors of the Company are Shim & Associates LLP, located at Suite 970 – 777 Hornby Street, Vancouver, British Columbia, V6Z 1S4. They have advised the Company that they are independent of the Company within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of British Columbia.

The Company has appointed Computershare Trust Company of Canada, located at 510 Burrard Street, 3rd Floor, Vancouver, BC V6C 3B9, Canada as the registrar and transfer agent of the Company.

MATERIAL CONTRACTS

The Company has entered into the following material contracts, other than contracts entered into in the ordinary course of business:

- the IP Acquisition Agreement dated May 6, 2021;
- the Liwaldo MOU dated July 8, 2021;
- the Fast Marketing Agreement dated February 10, 2022;
- the Amazon Agreement dated February 14, 2022;
- the Revised Product Supply Agreement dated March 29, 2022;
- the Escrow Agreement as discussed under the section "*Escrowed Securities*"; and
- the Historic Escrow Agreement dated November 28, 2014.

Copies of all material contracts and reports referred to in this Prospectus may be inspected at the records office of the Company located at Suite 2200, 885 West Georgia Street, Vancouver, British Columbia V6C 3E8 during normal business hours. Copies of all material contracts will also be made available through the Company's profile on SEDAR at www.sedar.com.

EXPERTS

No person or company whose profession or business gives authority to a report, valuation, statement or opinion and who is named as having prepared or certified a part of this Prospectus or as having prepared or certified a report or valuation described or included in this Prospectus holds or is to hold any beneficial or registered interest, direct or indirect, in any securities or property of the Company or any Associate or affiliate of the Company.

The financial statements for the years ended September 30, 2021 and 2020 included in this Prospectus have been subject to audit by Shim & Associates LLP and their audit report is included herein. Shim & Associates LLP is independent in accordance with the Code of Professional Conduct of the Chartered Professional Accountants of British Columbia.

OTHER MATERIAL FACTS

To management's knowledge, there are no other material facts relating to the Company that are not otherwise disclosed in this Prospectus or are necessary for the Prospectus to contain full, true and plain disclosure of all material facts relating to the Company.

FINANCIAL STATEMENT AND MD&A DISCLOSURE

The following financial statements and management's discussions and analysis are included herein:

<u>APPENDIX A</u>	-	Audited financial statements for the years ended September 30, 2021 and 2020, and the unaudited financial statements and management's discussion and analysis for the three and six-month interim period ended March 31, 2022.
<u>APPENDIX B</u>	-	MD&A for (i) the years ended September 30, 2021 and 2020, and (ii) the six-month interim period ended March 31, 2022.

APPENDIX A
FINANCIAL STATEMENTS
(ATTACHED)

PURE TO PURE BEAUTY INC.
(formerly P2P INFO INC.)

FINANCIAL STATEMENTS

FOR THE YEARS ENDED SEPTEMBER 30, 2021 AND 2020

(Expressed in Canadian Dollars)



SHIM & Associates LLP
Chartered Professional Accountants
Suite 970 – 777 Hornby Street
Vancouver, B.C. V6Z 1S4
T: 604 559 3511 | F: 604 559 3501

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Pure to Pure Beauty Inc. (formerly P2P Info Inc.)

Opinion

We have audited the accompanying financial statements of Pure to Pure Beauty Inc. (formerly P2P Info Inc.) (the "Company"), which comprise the statements of financial position as at September 30, 2021 and 2020, and the statements of loss and comprehensive loss, changes in shareholders' equity (deficiency) and cash flows for the years ended September 30, 2021 and 2020, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at September 30, 2021 and 2020, and its financial performance and its cash flows for the years ended September 30, 2021 and 2020 in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS").

Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 of the financial statements, which indicates that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information comprises the information, other than the financial statements and our auditors' report thereon, in the Management's Discussion and Analysis.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information, and in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Dong H. Shim.

"SHIM & Associates LLP"

CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, Canada
January 25, 2022

PURE TO PURE BEAUTY INC. (formerly P2P INFO INC.)
STATEMENTS OF FINANCIAL POSITION
AS AT SEPTEMBER 30, 2021 AND 2020
(Expressed in Canadian dollars)

	Notes	2021	2020
		\$	\$
ASSETS			
Current assets			
Cash		521,117	541
Amounts receivable	4	8,526	678
Total current assets		529,643	1,219
Non-current asset			
Intangible assets	5	48,534	-
Total assets		578,177	1,219
LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIENCY)			
Current liabilities			
Accounts payable and accrued liabilities		25,625	19,026
Shareholder loan	7	-	58,715
Due to related parties	7	3,940	-
Total current liabilities		29,565	77,741
Non-current liabilities			
Note payable	7,8	75,000	-
Total liabilities		104,565	77,741
Shareholders' equity (deficiency)			
Share capital	6	820,628	213,776
Contributed surplus	6	3,871	-
Deficit		(350,887)	(290,298)
Total shareholders' equity (deficiency)		473,612	(76,522)
Total liabilities and shareholders' equity (deficiency)		578,177	1,219

NATURE OF BUSINESS AND GOING CONCERN (Note 1)

The financial statements were authorized for issue by the board of directors on January 25, 2022 and were signed on its behalf by:

/s/ "Simon Cheng"

Simon Cheng, Director

/s/ "Heidi Gutte"

Heidi Gutte, Director

The accompanying notes are an integral part of these financial statements.

PURE TO PURE BEAUTY INC. (formerly P2P INFO INC.)
STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
FOR THE YEARS ENDED SEPTEMBER 30, 2021 AND 2020
(Expressed in Canadian dollars)

	Notes	2021	2020
		\$	\$
Expenses			
Advertising and marketing		3,073	-
Amortization		1,466	-
Consulting fees		9,472	-
Interest and bank charges		358	97
Listing and transfer agent expenses		11,721	9,245
Management fees	7	5,000	-
Office and miscellaneous		616	-
Professional fees		30,721	6,607
Salaries and benefits	7	500	4,763
Travel expenses		124	-
Total expenses		(63,051)	(20,712)
Other item			
Gain on settlement of debt	7,8	2,462	3,162
Net loss and comprehensive loss for the year		(60,589)	(17,550)
Net loss per common share, basic and diluted		(0.00)	(0.00)
Weighted average number of common shares outstanding		35,792,171	30,970,682

The accompanying notes are an integral part of these financial statements.

PURE TO PURE BEAUTY INC. (formerly P2P INFO INC.)
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIENCY)
FOR THE YEARS ENDED SEPTEMBER 30, 2021 AND 2020
(Expressed in Canadian dollars)

	Number of Shares	Share Capital	Contributed Surplus	Deficit	Total
		\$	\$	\$	\$
Balance, September 30, 2019	30,970,682	213,776	-	(272,748)	(58,972)
Loss for the year	-	-	-	(17,550)	(17,550)
Balance, September 30, 2020	30,970,682	213,776	-	(290,298)	(76,522)
Shares issued for cash (Note 6)	19,606,200	600,924	-	-	600,924
Share issue costs (Note 6)	-	(44,072)	3,871	-	(40,201)
Shares issued for intangible assets (Notes 5 and 6)	2,500,000	50,000	-	-	50,000
Loss for the year	-	-	-	(60,589)	(60,589)
Balance, September 30, 2021	53,076,882	820,628	3,871	(350,887)	473,612

The accompanying notes are an integral part of these financial statements.

PURE TO PURE BEAUTY INC. (formerly P2P INFO INC.)
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED SEPTEMBER 30, 2021 AND 2020
(Expressed in Canadian dollars)

	2021	2020
	\$	\$
OPERATING ACTIVITIES		
Net loss for the year	(60,589)	(17,550)
Adjustments for:		
Amortization	1,466	-
Gain on settlement of debt	(2,462)	(3,162)
Changes in non-cash working capital items:		
(Increase) / decrease in amounts receivable	(1,366)	204
Increase / (decrease) in accounts payable and accrued liabilities	23,046	(3,888)
Net cash used in operating activities	(39,905)	(24,396)
FINANCING ACTIVITIES		
Proceeds from share issuance, net of issue costs	554,241	-
Shareholder loan	2,300	24,715
Advances from related parties	3,940	-
Net cash received from financing activities	560,481	24,715
Increase in cash	520,576	319
Cash, beginning of the year	541	222
Cash, end of the year	521,117	541
Cash paid for income taxes during the year	-	-
Cash paid for interest during the year	-	-
Shares issued for intangible assets	50,000	-

The accompanying notes are an integral part of these financial statements.

PURE TO PURE BEAUTY INC. (formerly P2P INFO INC.)
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED SEPTEMBER 30, 2021 AND 2020
(Expressed in Canadian dollars)

1. NATURE OF BUSINESS AND GOING CONCERN

Pure to Pure Beauty Inc. (formerly P2P Info Inc.) (the "Company" or "P2P") was incorporated on September 29, 2014 under the laws of British Columbia, Canada. Its registered office is located at 2200 HSBC Building 885 West Georgia Street, Vancouver, British Columbia V6C 3E8. The Company was incorporated as a wholly-owned subsidiary of Cascadia Blockchain Group Corp. ("Cascadia") for the purposes of a re-organization of Cascadia pursuant to a plan of arrangement ("Plan of Arrangement ") under the Business Corporation Act of British Columbia. The Plan of Arrangement became effective on November 28, 2014. The Company became a reporting issuer in British Columbia, Alberta and Ontario on November 28, 2014. The principal business of the Company is the development and sale of consumer product goods under its Pure to Pure brand.

On May 10, 2021, the Company changed its name to Pure to Pure Beauty Inc.

Going concern

These financial statements are prepared on a going concern basis, which assumes that the Company will continue its operations for a reasonable period. As at September 30, 2021, the Company has incurred losses since its inception and has an accumulated deficit of \$350,887 (2020 - \$290,298). The Company's ability to continue its operations and to realize assets at their carrying values is dependent upon obtaining additional financing or maintaining continued support from its shareholders and creditors, identifying and acquiring businesses or assets, and generating profitable operations in the future, which raises significant doubt about the Company's ability to continue as a going concern. These financial statements do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue as a going concern.

In March 2020, the World Health Organization declared a global pandemic known as COVID-19. This is causing significant financial market and social dislocation. This has also resulted in significant economic uncertainty and consequently, it is difficult to reliably measure the potential impact of this uncertainty on the Company's future financial results.

2. BASIS OF PREPARATION

Statement of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by International Accounting Standards Board ("IASB").

Basis of measurement

These financial statements have been prepared on a historical cost basis except for certain financial instruments that are measured at fair value. Historical cost is generally based on the fair value of the consideration given in exchange for assets. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

Functional and presentation currency

The presentation and functional currency of the Company is the Canadian dollar.

PURE TO PURE BEAUTY INC. (formerly P2P INFO INC.)
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED SEPTEMBER 30, 2021 AND 2020
(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES

Use of estimates and judgements

The preparation of these financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and revenues and expenses for the periods reported. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. A significant area requiring the use of management estimates is the amount to be recognized on deferred income taxes and liabilities. Actual results could differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and further periods if the review affects both current and future periods.

Critical accounting judgements are accounting policies that have been identified as being complex or involve subjective judgments or assessments with a significant risk of material adjustment in the next fiscal year. The more significant area where management judgement has been applied is the ability of the Company to continue as a going concern.

Intangible assets

The Company's intangible assets consist of trademarks, trade secrets, know-how, and domain names (Note 5). Infinite life intangible assets are recorded at cost less accumulated impairment losses. Finite life intangible assets are recorded at cost and are amortized once they are in use on a straight-line basis over their estimated useful lives as follows:

Category	Useful life
Trademarks, trade secrets, know-how, and domain names	10 years

At the end of each reporting period, the Company assesses whether there has been any indication that an asset may be impaired. If an impairment indicator exists, the recoverable amount is determined and compared to the carrying amount of the asset or the CGU to which the asset relates. If the recoverable amount is lower, any difference between the carrying amount and the recoverable amount is written off to profit or loss as an impairment charge.

Financial instruments

(i) Financial assets - Classification

The Company classifies its financial assets in the following categories:

- Those to be measured subsequently at fair value (either through Other Comprehensive Income ("FVOCI"), or through profit or loss ("FVTPL"), and
- Those to be measured at amortized cost.

PURE TO PURE BEAUTY INC. (formerly P2P INFO INC.)
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED SEPTEMBER 30, 2021 AND 2020
(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

(i) Financial assets - Classification (continued)

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses are either recorded in profit or loss or other comprehensive income.

(ii) Financial assets - Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss. Financial assets are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Subsequent measurement of financial assets depends on their classification. There are three measurement categories under which the Company classifies its financial instruments:

- Amortized cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost is recognized in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is included as finance income using the effective interest rate method.
- FVOCI: Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through other comprehensive income ("OCI"), except for the recognition of impairment gains and losses, interest revenue, and foreign exchange gains and losses which are recognized in profit or loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss and recognized in other gains (losses). Interest income from these financial assets is included as finance income using the effective interest method. The Company has not designated any financial assets at FVOCI.
- FVTPL: Assets that do not meet the criteria for amortized cost or FVOCI are measured at FVTPL. A gain or loss on an investment that is subsequently measured at FVTPL is recognized in profit or loss and presented net as revenue in the Statement of Loss and Comprehensive Loss in the period in which it arises. The Company has classified its cash as FVTPL.

(iii) Financial liabilities

The Company classifies its financial liabilities into the following categories:

- FVTPL; and
- Amortized cost.

A financial liability is classified as at FVTPL if it is classified as held-for-trading or is designated as such on initial recognition. Directly attributable transaction costs are recognized in profit or loss as incurred. The fair value changes to financial liabilities at FVTPL are presented as follows:

PURE TO PURE BEAUTY INC. (formerly P2P INFO INC.)
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED SEPTEMBER 30, 2021 AND 2020
(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

(iii) Financial liabilities (continued)

- the amount of change in the fair value that is attributable to changes in the credit risk of the liability is presented in OCI; and
- the remaining amount of the change in the fair value is presented in profit or loss. The Company has not designated any financial liabilities at FVTPL.

Other non-derivative financial liabilities are initially measured at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these liabilities are measured at amortized cost using the effective interest method. The Company has classified its accounts payable and accrued liabilities, shareholder loan and due to related parties as amortized cost.

Impairment

(i) Non-financial assets

The carrying amounts of the Company's non-financial assets, other than deferred income tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the assets' recoverable amount is estimated.

For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or group of assets (the "cash-generating unit").

An impairment loss is recognized if the carrying amount of a cash-generating unit exceeds its estimated recoverable amount. The recoverable amount of an asset or a cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and the risks specific to the assets. Impairment losses are recognized in net income (loss).

Impairment losses recognized in prior years are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss has been recognized.

(ii) Financial assets

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

PURE TO PURE BEAUTY INC. (formerly P2P INFO INC.)
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED SEPTEMBER 30, 2021 AND 2020
(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment (continued)

(ii) Financial assets (continued)

The Company recognizes loss allowances for expected credit losses ("ECLs") on its financial assets measured at amortized cost. Due to the nature of its financial assets, the Company measures loss allowances at an amount equal to expected lifetime ECLs. Lifetime ECLs are the anticipated ECLs that result from all possible default events over the expected life of a financial asset. ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Company expects to receive). ECLs are discounted at the effective interest rate of the related financial asset. The Company does not have any financial assets that contain a financing component.

Provisions

Provisions are recorded when a present legal or constructive obligation exists as a result of past events where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the statement of financial position date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows. When some or all the economic benefits required to settle, a provision is expected to be recovered from a third party, the receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount receivable can be measured reliably.

Share capital

The Company records proceeds from the issuance of its common shares as equity. Incremental costs directly attributable to the issue of new common shares are shown in equity as a deduction, net of tax, from the proceeds. Common shares issued for consideration other than cash are valued based on their market value at the date that the shares are issued.

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the most easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component.

Financing costs

Professional, consulting, regulatory and other costs directly attributable to financing transactions are recorded as deferred financing costs until the financing transactions are completed, if the completion of the transaction is considered likely; otherwise, they are expensed as incurred. Share issue costs are charged to share capital when the related shares are issued. Deferred financing costs related to financing transactions that are not completed are charged to earnings.

PURE TO PURE BEAUTY INC. (formerly P2P INFO INC.)
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED SEPTEMBER 30, 2021 AND 2020
(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Loss per share

The Company presents basic and diluted loss per share data for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the year. Diluted loss per share does not adjust the loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive.

Income taxes

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the statement of financial position date, and includes any adjustment to tax payable or receivable in respect of previous years.

Deferred taxes are recorded using the liability method whereby deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted at the end of each reporting period. Deferred tax is not recognized for temporary differences which arise on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affect neither accounting nor taxable profit or loss.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Changes in accounting policies including initial adoption

The Company has not yet adopted certain standards, interpretations to existing standards and amendments which have been issued but have an effective date later than October 1, 2020. These updates are not currently relevant to the Company or are not expected to have a material impact on the financial statements and are therefore not discussed herein.

4. AMOUNTS RECEIVABLE

The Company's amounts receivable are as follows:

	September 30, 2021	September 30, 2020
	\$	\$
GST/HST receivable	2,044	678
Share subscription receivable	6,482	-
	8,526	678

Share subscription receivable of \$6,482 was received subsequent to year-end (Note 6).

PURE TO PURE BEAUTY INC. (formerly P2P INFO INC.)
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED SEPTEMBER 30, 2021 AND 2020
(Expressed in Canadian dollars)

5. INTANGIBLE ASSETS

During the year ended September 30, 2021, the Company acquired certain intangible assets from its Chief Executive Officer prior to his joining, in exchange of 2,500,000 common shares in the capital of the Company at a fair value of \$50,000 (Note 6).

Intangible assets consist of the following:

	Intangible Assets \$
Cost	
Balance, September 30, 2020	-
Additions	50,000
Balance, September 30, 2021	50,000
Accumulated amortization	
Balance, September 30, 2020	-
Amortization	1,466
Balance, September 30, 2021	1,466
Net book value	
Balance, September 30, 2020	-
Balance, September 30, 2021	48,534

6. SHARE CAPITAL

Authorized

The Company has authorized an unlimited number of common and preferred shares with no par value.

Issued and outstanding

On June 15, 2021, the Company issued 2,500,000 common shares in the capital of the Company valued at \$50,000 pursuant to the acquisition of certain intangible assets from a non-arm's length vendor (Note 5).

On June 15, 2021, the Company completed a non-brokered private placement of 12,646,200 common shares in the capital of the Company at a price of \$0.02 per share for gross proceeds of \$252,924. In connection with this private placement, the Company paid cash finder's fee of \$7,960 and other issue costs of \$8,907, and issued 398,000 finder's warrants exercisable at \$0.15 for a period of 24 months. The fair value of these finder's warrants granted was determined to be \$903 using Black Scholes Option Pricing Model with the following assumptions: share price at grant date - \$0.02; exercise price - \$0.15; expected life - 2 years; volatility - 100%; dividend yield - 0%; and risk-free rate - 0.32%.

PURE TO PURE BEAUTY INC. (formerly P2P INFO INC.)
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED SEPTEMBER 30, 2021 AND 2020
(Expressed in Canadian dollars)

6. SHARE CAPITAL (continued)

Issued and outstanding (continued)

On September 10, 2021, the Company completed a non-brokered private placement of 6,960,000 common shares in the capital of the Company at a price of \$0.05 per share for gross proceeds of \$348,000, of which \$6,482 was received subsequent to year-end and included in amounts receivable (Note 4). In connection with this private placement, the Company paid cash finder's fee of \$10,080 and other issue costs of \$13,254, and issued 281,600 finder's warrants exercisable at \$0.20 for a period of 24 months. The fair value of these finder's warrants granted was determined to be \$2,968 using Black Scholes Option Pricing Model with the following assumptions: share price at grant date - \$0.05; exercise price - \$0.20; expected life - 2 years; volatility - 100%; dividend yield - 0%; and risk-free rate - 0.41%.

Escrow shares

As at September 30, 2021 and 2020, the Company has 1,080,300 shares held in escrow. The release of the securities will be determined when the Company becomes a listed entity.

Stock options

The Company did not have a stock option plan in place as at September 30, 2021 and 2020.

Share purchase warrants

	Number of warrants	Weighted average exercise price
Balance, September 30, 2020	-	-
Issued	679,600	\$0.171
Balance, September 30, 2021	679,600	\$0.171

As at September 30, 2021, the following warrants remain outstanding:

Number of warrants	Exercise price	Expiry date
398,000	\$0.15	June 15, 2023
281,600	\$0.20	September 10, 2023
679,600		

7. RELATED PARTY TRANSACTIONS AND BALANCES

Key management includes current and former directors, the Chief Executive Officer and the Chief Financial Officer of the Company. Salaries and benefits incurred are presented gross of any reimbursements from the Company.

PURE TO PURE BEAUTY INC. (formerly P2P INFO INC.)
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED SEPTEMBER 30, 2021 AND 2020
(Expressed in Canadian dollars)

7. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

Key management personnel compensation

During the years ended September 30, 2021 and 2020, the Company incurred the following compensation to key management personnel:

	2021	2020
	\$	\$
Management fees	5,000	-
Salaries and benefits	500	4,763
	5,500	4,763

Shareholder loan

	2021	2020
	\$	\$
Balance, beginning of year	58,715	37,162
Advances	2,300	24,715
Shareholder loan settled during the year (Note 8)	(61,015)	(3,162)
Balance, end of the year	-	58,715

During the year ended September 30, 2021, the Company received \$2,300 from a shareholder (2020 - \$24,715) and settled the loan with the shareholder (Note 8). The amount outstanding is unsecured, non-interest bearing and with no fixed repayment terms.

Due to related parties

Amounts due to related parties comprise \$3,940 (2020 - \$Nil) in advances from officers and directors of the Company, and companies controlled by officers and directors. The amount outstanding is unsecured, non-interest bearing and with no fixed repayment terms.

Other payables to related parties

As at September 30, 2020, included in accounts payable and accrued liabilities was \$15,947 due to a former officer and director of the Company. The amount outstanding is unsecured, non-interest bearing and with no fixed repayment terms. During the year ended September 30, 2021, the Company received \$500 from the former officer and director (2020 - \$4,763) and settled the amount outstanding with the former officer and director (Note 8).

8. NOTE PAYABLE

In November 2020, the Company settled all amounts due to a shareholder in the amount of \$61,015 (Note 7) and amounts due to a former officer and director of the Company in the amount of \$16,447 (Note 7) included in accounts payable and accrued liabilities for an aggregate settlement amount of \$77,462, for a total consideration of \$75,000 of which \$37,500 is payable in cash or shares at the discretion of the creditors and \$37,500 is payable in cash or shares at the Company's discretion. The price per share will be based on the future qualifying transaction to be completed by the Company. The debt settlement resulted in a gain of \$2,462. The amount outstanding is unsecured, non-interest bearing and with no fixed repayment terms.

PURE TO PURE BEAUTY INC. (formerly P2P INFO INC.)
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED SEPTEMBER 30, 2021 AND 2020
(Expressed in Canadian dollars)

9. FINANCIAL INSTRUMENTS

Classification and fair value

The Company's financial instruments consist of cash, amounts receivable - excluding GST recoverable, accounts payable and accrued liabilities, shareholder loan, due to related parties and note payable. Financial instruments are classified into one of the following categories: FVTPL, FVTOC, or amortized cost. The carrying values of the Company's financial instruments are classified into the following categories.

The following table summarized the carrying values of the Company's financial instruments:

	September 30, 2021	September 30, 2020
	\$	\$
Financial assets at fair value through profit or loss (i)	521,117	541
Financial assets measured at amortized cost (ii)	6,482	-
Financial liabilities measured at amortized cost (iii)	104,565	77,741

(i) Cash

(ii) Amounts receivable excluding GST recoverable

(iii) Accounts payable and accrued liabilities, shareholder loan, due to related parties and note payable

Financial instruments measured at fair value on a recurring basis are classified into one of three levels in the fair value hierarchy based on the degree to which the inputs used to determine the fair value are observable. The three levels of the fair value hierarchy are:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly; and

Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable input).

Cash of \$521,117 is classified as Level 1. The Company does not have any financial assets classified as Level 2 or 3.

The fair value of accounts payable and accrued liabilities, shareholder loan, due to related parties and note payable approximate their book values because of the short-term nature of these instruments.

Financial risk management

The Company's financial risks arising from its financial instruments are currency risk, credit risk, liquidity risk, and interest rate risk. The Company's exposure to these risks and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented in a timely and effective manner.

Currency risk

The Company's expenses are denominated in Canadian dollars. The Company's corporate office is based in Canada and its current exposure to exchange rate fluctuations is minimal. The Company does not have any foreign currency denominated monetary assets or liabilities.

PURE TO PURE BEAUTY INC. (formerly P2P INFO INC.)
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED SEPTEMBER 30, 2021 AND 2020
(Expressed in Canadian dollars)

9. FINANCIAL INSTRUMENTS (continued)

Financial risk management (continued)

Credit risk

Credit risk is the risk of potential loss to the Company if the counter party to a financial instrument fails to meet its contractual obligations. The Company does not have any significant credit risk. Cash is held in a major financial institution.

Liquidity risk

Liquidity risk is the risk that the Company will not meet its obligations associated with its financial liabilities as they fall due. The Company manages liquidity risk through the management of its capital structure and financial leverage. Management closely monitors the liquidity position and expects to have adequate sources of funding to finance the Company's projects and operations. As at September 30, 2021, the Company had a working capital of \$500,078 (2020 – working capital deficit of \$76,522). As a result, the Company is not subject to any significant liquidity risk.

Interest rate risk

The Company has no interest-bearing debt. The Company has not entered into any derivative instruments to manage interest rate fluctuations. The Company does not have significant interest rate risk.

10. CAPITAL MANAGEMENT

The Company's objective when managing capital is to safeguard its ability to continue as a going concern, so that it can continue to provide returns to shareholders and benefits for other stakeholders. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. The capital of the Company includes all the accounts in the shareholders' equity (deficiency).

The Company's objective is met by retaining adequate equity to provide for the possibility that cash flows from assets will not be sufficient to meet future cash flow requirements. The Board of Directors does not establish quantitative return on capital criteria for management. Currently, the Company is relying on private placements and advances from the directors and officers to continue its operations. The Company is not subject to any externally imposed capital requirements.

11. INCOME TAX

The following table reconciles the amount of income tax recoverable on application of the combined statutory Canadian federal and provincial income tax rates:

	2021	2020
Combined statutory rate	27%	27%
Expected income tax recovery	\$ (16,000)	\$ (5,000)
Non-deductible items	(12,000)	-
Change in prior year estimates	-	2,000
Deferred tax assets not recognized	28,000	3,000
Balance, end of year	\$ -	\$ -

PURE TO PURE BEAUTY INC.
(formerly P2P INFO INC.)

CONDENSED INTERIM FINANCIAL STATEMENTS

FOR THE THREE AND SIX MONTHS ENDED MARCH 31, 2022 AND 2021

(Expressed in Canadian Dollars)

PURE TO PURE BEAUTY INC.
(formerly P2P INFO INC.)
CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION
AS AT MARCH 31, 2022 AND SEPTEMBER 30, 2021
(Expressed in Canadian dollars)

	Notes	March 31, 2022	September 30, 2021
		\$	\$
ASSETS			
Current assets			
Cash		449,891	521,117
Inventories	4	891	-
Other receivable	5	5,865	8,526
Total current assets		456,647	529,643
Non-current asset			
Intangible assets	6	46,034	48,534
Total assets		502,681	578,177
LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIENCY)			
Current liabilities			
Accounts payable and accrued liabilities	8	69,323	25,625
Due to related parties	8	1,205	3,940
Total current liabilities		70,528	29,565
Non-current liabilities			
Note payable	9	75,000	75,000
Total liabilities		145,528	104,565
Shareholders' equity			
Share capital	7	820,628	820,628
Contributed surplus	7	3,871	3,871
Deficit		(467,346)	(350,887)
Total shareholders' equity		357,153	473,612
Total liabilities and shareholders' equity		502,681	578,177

NATURE OF BUSINESS AND GOING CONCERN (Note 1)

The condensed interim financial statements were authorized for issue by the board of directors on July 8, 2022 and were signed on its behalf by:

/s/ "Simon Cheng"

Simon Cheng, Director

/s/ "Steven Pearce"

Steven Pearce, Director

The accompanying notes are an integral part of these condensed interim financial statements.

PURE TO PURE BEAUTY INC.
(formerly P2P INFO INC.)
CONDENSED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
FOR THE THREE AND SIX MONTHS ENDED MARCH 31, 2022 AND 2021
(Expressed in Canadian dollars)

	Note	Three months ended March 31, 2022	Three months ended March 31, 2021	Six months ended March 31, 2022	Six months ended March 31, 2021
		\$	\$	\$	\$
EXPENSES					
Advertising		26,400	-	26,575	-
Amortization		1,250	-	2,500	-
Consulting fees		-	-	4,294	-
Interest and bank charges		121	19	232	37
Listing and transfer agent expenses		-	4,249	10,196	5,172
Management fees	8	10,000	-	13,000	30,000
Office expenses		1,677	-	1,677	-
Professional fees		19,875	6,932	57,515	8,323
Salaries and benefits		-	-	-	500
Travel expenses		75	-	75	-
Total expenses		(59,398)	(11,200)	(116,064)	(44,032)
Other items					
Foreign exchange loss		(267)	-	(395)	-
Gain (Loss) on settlement of debt			(3,163)	-	2,462
Net loss and comprehensive loss for the period		(59,665)	(14,363)	(116,459)	(41,570)
Net loss per common share, basic and diluted		(0.00)	(0.00)	(0.00)	(0.00)
Weighted average number of common shares outstanding		53,076,882	30,970,682	53,076,882	30,970,682

The accompanying notes are an integral part of these condensed interim financial statements.

PURE TO PURE BEAUTY INC.**(formerly P2P INFO INC.)****CONDENSED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIENCY)****FOR THE SIX MONTHS ENDED MARCH 31, 2022 AND 2021***(Expressed in Canadian dollars)*

	Number of Shares	Share Capital	Contributed Surplus	Deficit	Total
		\$	\$	\$	\$
Balance, September 30, 2020	30,970,682	213,776	-	(290,298)	(76,522)
Comprehensive loss for the period	-	-	-	(41,570)	(41,570)
Balance, March 31, 2021	30,970,682	213,776	-	(331,868)	(118,092)
Balance, September 30, 2021	53,076,882	820,628	3,871	(350,887)	473,612
Comprehensive loss for the period	-	-	-	(116,459)	(116,459)
Balance, March 31, 2022	53,076,882	820,628	3,871	(467,346)	357,153

The accompanying notes are an integral part of these condensed interim financial statements.

PURE TO PURE BEAUTY INC.
(formerly P2P INFO INC.)
CONDENSED INTERIM STATEMENTS OF CASH FLOWS
FOR THE SIX MONTHS ENDED MARCH 31, 2022 AND 2021
(Expressed in Canadian dollars)

	2022	2021
	\$	\$
OPERATING ACTIVITIES		
Net loss for the period	(116,459)	(41,570)
Adjustment for:		
Amortization	2,500	-
Gain on settlement of debt	-	(2,462)
Changes in non-cash working capital items:		
Decrease in other receivable	2,661	157
Increase in inventories	(891)	-
Increase (decrease) in accounts payable and accrued liabilities	43,698	(17,881)
Net cash used in operating activities	(68,491)	(61,756)
FINANCING ACTIVITIES		
Notes payable	-	75,000
Repayments to related parties	(2,735)	(13,753)
Net cash (used in) provided by financing activities	(2,735)	61,247
Decrease in cash and equivalents	(71,226)	(509)
Cash, beginning of the period	521,117	541
Cash, end of the period	449,891	32

The accompanying notes are an integral part of these condensed interim financial statements.

PURE TO PURE BEAUTY INC.
(formerly P2P INFO INC.)
NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
FOR SIX MONTHS ENDED MARCH 31, 2022 AND 2021
(Expressed in Canadian dollars)

1. NATURE OF BUSINESS AND GOING CONCERN

Pure to Pure Beauty Inc. (formerly P2P Info Inc.) (the "Company" or "P2P") was incorporated on September 29, 2014 under the laws of British Columbia, Canada. Its registered office is located at 2200 HSBC Building 885 West Georgia Street, Vancouver, British Columbia V6C 3E8. The Company was incorporated as a wholly-owned subsidiary of Cascadia Blockchain Group Corp. ("Cascadia") for the purposes of a re-organization of Cascadia pursuant to a plan of arrangement ("Plan of Arrangement ") under the Business Corporation Act of British Columbia. The Plan of Arrangement became effective on November 28, 2014. The Company became a reporting issuer in British Columbia, Alberta and Ontario on November 28, 2014. The principal business of the Company is the development and sale of consumer product goods under its Pure to Pure brand.

On May 10, 2021, the Company changed its name to Pure to Pure Beauty Inc.

Going concern

These financial statements are prepared on a going concern basis, which assumes that the Company will continue its operations for a reasonable period. As at March 31, 2021, the Company has incurred losses since its inception and has an accumulated deficit of \$467,346 (September 30, 2021 - \$350,887). The Company's ability to continue its operations and to realize assets at their carrying values is dependent upon obtaining additional financing or maintaining continued support from its shareholders and creditors, identifying and acquiring businesses or assets, and generating profitable operations in the future, which raises significant doubt about the Company's ability to continue as a going concern. These financial statements do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue as a going concern.

In March 2020, the World Health Organization declared a global pandemic known as COVID-19. This is causing significant financial market and social dislocation. This has also resulted in significant economic uncertainty and consequently, it is difficult to reliably measure the potential impact of this uncertainty on the Company's future financial results.

2. BASIS OF PREPARATION

Statement of compliance

The interim financial statements of the Company have been prepared in accordance with International Accounting Standards ("IAS") 34, 'Interim Financial Reporting' using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

These condensed interim financial statements do not contain all information that would be necessary for an annual financial statements and, as such, these financial statements should be read in conjunction with the annual financial statements for the year ended September 30, 2021.

Basis of measurement

These financial statements have been prepared on a historical cost basis except for certain financial instruments that are measured at fair value. Historical cost is generally based on the fair value of the consideration given in exchange for assets. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

PURE TO PURE BEAUTY INC.
(formerly P2P INFO INC.)
NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
FOR SIX MONTHS ENDED MARCH 31, 2022 AND 2021
(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES

Functional and presentation currency

The presentation and functional currency of the Company is the Canadian dollar.

Use of estimates and judgements

The preparation of these financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and revenues and expenses for the periods reported. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. A significant area requiring the use of management estimates is the amount to be recognized on deferred income taxes and liabilities. Actual results could differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and further periods if the review affects both current and future periods.

Critical accounting judgements are accounting policies that have been identified as being complex or involve subjective judgments or assessments with a significant risk of material adjustment in the next fiscal year. The more significant area where management judgement has been applied is the ability of the Company to continue as a going concern.

Intangible assets

The Company's intangible assets consist of trademarks, trade secrets, know-how, and domain names (Note 6). Infinite life intangible assets are recorded at cost less accumulated impairment losses. Finite life intangible assets are recorded at cost and are amortized once they are in use on a straight-line basis over their estimated useful lives as follows:

Category	Useful life
Trademarks, trade secrets, know-how, and domain names	10 years

At the end of each reporting period, the Company assesses whether there has been any indication that an asset may be impaired. If an impairment indicator exists, the recoverable amount is determined and compared to the carrying amount of the asset or the CGU to which the asset relates. If the recoverable amount is lower, any difference between the carrying amount and the recoverable amount is written off to profit or loss as an impairment charge.

PURE TO PURE BEAUTY INC.
(formerly P2P INFO INC.)
NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
FOR SIX MONTHS ENDED MARCH 31, 2022 AND 2021
(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments

(i) Financial assets - Classification

The Company classifies its financial assets in the following categories:

- Those to be measured subsequently at fair value (either through Other Comprehensive Income ("FVOCI"), or through profit or loss ("FVTPL"), and
- Those to be measured at amortized cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses are either recorded in profit or loss or other comprehensive income.

(ii) Financial assets - Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss. Financial assets are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Subsequent measurement of financial assets depends on their classification. There are three measurement categories under which the Company classifies its financial instruments:

- **Amortized cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost is recognized in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is included as finance income using the effective interest rate method.
- **FVOCI:** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through other comprehensive income ("OCI"), except for the recognition of impairment gains and losses, interest revenue, and foreign exchange gains and losses which are recognized in profit or loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss and recognized in other gains (losses). Interest income from these financial assets is included as finance income using the effective interest method. The Company has not designated any financial assets at FVOCI.
- **FVTPL:** Assets that do not meet the criteria for amortized cost or FVOCI are measured at FVTPL. A gain or loss on an investment that is subsequently measured at FVTPL is recognized in profit or loss and presented net as revenue in the Statement of Loss and Comprehensive Loss in the period in which it arises. The Company has classified its cash as FVTPL.

PURE TO PURE BEAUTY INC.
(formerly P2P INFO INC.)
NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
FOR SIX MONTHS ENDED MARCH 31, 2022 AND 2021
(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

(iii) Financial liabilities

The Company classifies its financial liabilities into the following categories:

- FVTPL; and
- Amortized cost.

A financial liability is classified as at FVTPL if it is classified as held-for-trading or is designated as such on initial recognition. Directly attributable transaction costs are recognized in profit or loss as incurred. The fair value changes to financial liabilities at FVTPL are presented as follows:

- the amount of change in the fair value that is attributable to changes in the credit risk of the liability is presented in OCI; and
- the remaining amount of the change in the fair value is presented in profit or loss. The Company has not designated any financial liabilities at FVTPL.

Other non-derivative financial liabilities are initially measured at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these liabilities are measured at amortized cost using the effective interest method. The Company has classified its accounts payable and accrued liabilities, shareholder loan and due to related parties as amortized cost.

Impairment

(i) Non-financial assets

The carrying amounts of the Company's non-financial assets, other than deferred income tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the assets' recoverable amount is estimated.

For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or group of assets (the "cash-generating unit").

An impairment loss is recognized if the carrying amount of a cash-generating unit exceeds its estimated recoverable amount. The recoverable amount of an asset or a cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and the risks specific to the assets. Impairment losses are recognized in net income (loss).

Impairment losses recognized in prior years are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss has been recognized.

PURE TO PURE BEAUTY INC.
(formerly P2P INFO INC.)
NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
FOR SIX MONTHS ENDED MARCH 31, 2022 AND 2021
(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment (continued)

(ii) Financial assets

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

The Company recognizes loss allowances for expected credit losses ("ECLs") on its financial assets measured at amortized cost. Due to the nature of its financial assets, the Company measures loss allowances at an amount equal to expected lifetime ECLs. Lifetime ECLs are the anticipated ECLs that result from all possible default events over the expected life of a financial asset. ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Company expects to receive). ECLs are discounted at the effective interest rate of the related financial asset. The Company does not have any financial assets that contain a financing component.

Provisions

Provisions are recorded when a present legal or constructive obligation exists as a result of past events where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the statement of financial position date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows. When some or all the economic benefits required to settle, a provision is expected to be recovered from a third party, the receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount receivable can be measured reliably.

Share capital

The Company records proceeds from the issuance of its common shares as equity. Incremental costs directly attributable to the issue of new common shares are shown in equity as a deduction, net of tax, from the proceeds. Common shares issued for consideration other than cash are valued based on their market value at the date that the shares are issued.

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the most easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component.

PURE TO PURE BEAUTY INC.
(formerly P2P INFO INC.)
NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
FOR SIX MONTHS ENDED MARCH 31, 2022 AND 2021
(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financing costs

Professional, consulting, regulatory and other costs directly attributable to financing transactions are recorded as deferred financing costs until the financing transactions are completed, if the completion of the transaction is considered likely; otherwise, they are expensed as incurred. Share issue costs are charged to share capital when the related shares are issued. Deferred financing costs related to financing transactions that are not completed are charged to earnings.

Loss per share

The Company presents basic and diluted loss per share data for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the year. Diluted loss per share does not adjust the loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti dilutive.

Income taxes

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the statement of financial position date, and includes any adjustment to tax payable or receivable in respect of previous years.

Deferred taxes are recorded using the liability method whereby deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted at the end of each reporting period. Deferred tax is not recognized for temporary differences which arise on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affect neither accounting nor taxable profit or loss.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Inventories

Inventories are stated at the lower of cost or net realizable value. The Company reviews the components of its inventory and its inventory purchase commitments on a regular basis for excess and obsolete inventory based on estimated future usage and sales. Write-downs in inventory value or losses on inventory purchase commitments depend on various items, including factors related to customer demand, economic and competitive conditions, technological advances or new product introductions by the Company or its customers that vary from its current expectations.

The Company estimates net realizable value as the amount at which inventories are expected to be sold, taking into consideration fluctuations in selling prices due to seasonality, less estimated costs necessary to complete the sale. Inventories are written down to net realizable value when the cost of inventories is estimated to be unrecoverable due to obsolescence, damage, or declining selling prices.

PURE TO PURE BEAUTY INC.
(formerly P2P INFO INC.)
NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
FOR SIX MONTHS ENDED MARCH 31, 2022 AND 2021
(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Changes in accounting policies including initial adoption

The Company has not yet adopted certain standards, interpretations to existing standards and amendments which have been issued but not yet effective. These updates are not currently relevant to the Company or are not expected to have a material impact on the financial statements and are therefore not discussed herein.

4. INVENTORIES

The following table provides a breakdown of inventory as at March 31, 2022 and September 30, 2021:

	March 31, 2022	September 30, 2021
	\$	\$
Lavender Shampoo	540	-
Rosemary Mint Shampoo	88	-
Fruit Shampoo	263	-
	891	-

5. OTHER RECEIVABLE

The Company's other receivable are as follows:

	March 31, 2022	September 30, 2021
	\$	\$
GST/HST receivable	5,865	2,044
Share subscription receivable	-	6,482
	5,865	8,526

PURE TO PURE BEAUTY INC.
(formerly P2P INFO INC.)
NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
FOR SIX MONTHS ENDED MARCH 31, 2022 AND 2021
(Expressed in Canadian dollars)

6. INTANGIBLE ASSETS

During the year ended September 30, 2021, the Company acquired certain intangible assets from its Chief Executive Officer prior to his joining, in exchange of 2,500,000 common shares in the capital of the Company at a fair value of \$50,000 (Note 7).

Intangible assets consist of the following:

	Intellectual Property \$
Cost	
Balance, September 30, 2020	-
Additions during the year	50,000
Balance, September 30, 2021	50,000
Additions during the period	-
Balance, March 31, 2022	50,000
Accumulated amortization	
Balance, September 30, 2020	-
Amortization during the year	1,466
Balance, September 30, 2021	1,466
Amortization during the period	2,500
Balance, March 31, 2022	3,966
Net book value	
Balance, September 30, 2021	48,534
Balance, March 31, 2022	46,034

7. SHARE CAPITAL

Authorized

The Company has authorized an unlimited number of common and preferred shares with no par value.

Issued and outstanding

On June 15, 2021, the Company issued 2,500,000 common shares in the capital of the Company valued at \$50,000 pursuant to the acquisition of certain intellectual (agreement signed on May 6, 2021) property from a non-arm's length vendor (Note 6).

On June 15, 2021, the Company completed a non-brokered private placement of 12,646,200 common shares in the capital of the Company at a price of \$0.02 per share for gross proceeds of \$252,924. In connection with this private placement, the Company paid cash finder's fee of \$7,960 and other cash costs of \$8,907, and issued 398,000 finder's warrants exercisable at \$0.15 for a period of 24 months. The fair value of these finder's warrants granted was determined to be \$903 using Black Scholes Option Pricing Model with the following assumptions: share price at grant date - \$0.02; exercise price - \$0.15; expected life - 2 years; volatility - 100%; dividend yield - 0%; and risk-free rate - 0.32%.

PURE TO PURE BEAUTY INC.
(formerly P2P INFO INC.)
NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
FOR SIX MONTHS ENDED MARCH 31, 2022 AND 2021
(Expressed in Canadian dollars)

7. SHARE CAPITAL (continued)

Issued and outstanding (continued)

On September 10, 2021, the Company completed a non-brokered private placement of 6,960,000 common shares in the capital of the Company at a price of \$0.05 per share for gross proceeds of \$348,000, of which \$6,482 was received subsequent to year-end and included in amounts receivable (Note 5). In connection with this private placement, the Company paid cash finder's fee of \$10,080 and other cash costs of \$13,254, and issued 281,600 finder's warrants exercisable at \$0.20 for a period of 24 months. The fair value of these finder's warrants granted was determined to be \$2,968 using Black Scholes Option Pricing Model with the following assumptions: share price at grant date - \$0.05; exercise price - \$0.20; expected life - 2 years; volatility - 100%; dividend yield - 0%; and risk-free rate - 0.41%.

Escrow shares

As at March 31, 2022 and September 30, 2021, the Company has 1,080,300 shares held in escrow. The release of the securities will be determined when the Company becomes a listed issuer.

Share purchase warrants

	Number of warrants	Weighted average exercise price
Balance, September 30, 2021	679,600	\$0.17
Granted	-	-
Balance, March 31, 2022	679,600	\$0.17

As at March 31, 2022, the following warrants remain outstanding:

Number of warrants	Exercise price	Expiry date
398,000	\$0.15	June 15, 2023
281,600	\$0.20	September 10, 2023
679,600		

PURE TO PURE BEAUTY INC.
(formerly P2P INFO INC.)
NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
FOR SIX MONTHS ENDED MARCH 31, 2022 AND 2021
(Expressed in Canadian dollars)

8. RELATED PARTY TRANSACTIONS AND BALANCES

Key management includes current and former directors, the Chief Executive Officer and the Chief Financial Officer of the Company. Salaries and benefits incurred are presented gross of any reimbursements from the Company.

Key management personnel compensation

During the three and six months ended March 31, 2022 and 2021, the Company incurred the following compensation to key management personnel:

	Three months ended March 31, 2022	Three months ended March 31, 2021	Six months ended March 31, 2022	Six months ended March 31, 2021
	\$	\$	\$	\$
Salaries and benefits (former CFO)	-	-	-	500
Management fees	10,000	-	13,000	30,000
Total compensation accrued for key management personnel	10,000	-	13,000	30,500

Due to related parties

Amounts due to related parties comprise \$1,205 (September 30, 2021 - \$3,940) in advances from officers and directors of the Company, and companies controlled by officers and directors. The amount outstanding is unsecured, non-interest bearing and due on demand.

Included in accounts payable and accrued liabilities is \$12,456 due to officers and directors of the Company, and companies controlled by them, for services rendered and expenses incurred on behalf of the Company.

9. NOTE PAYABLE

In November 2020, the Company settled all amounts due to a shareholder in the amount of \$61,015 and amounts due to a former officer and director of the Company in the amount of \$16,447 included in accounts payable and accrued liabilities for an aggregate settlement amount of \$77,462, for a total consideration of \$75,000 of which \$37,500 is payable in cash or shares at the discretion of the creditors and \$37,500 is payable in cash or shares at the Company's discretion. The price per share will be based on the future qualifying transaction to be completed by the Company. The debt settlement resulted in a gain of \$2,462. The amount outstanding is unsecured, non-interest bearing and with no fixed repayment terms.

PURE TO PURE BEAUTY INC.
(formerly P2P INFO INC.)
NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
FOR SIX MONTHS ENDED MARCH 31, 2022 AND 2021
(Expressed in Canadian dollars)

10. FINANCIAL INSTRUMENTS

Classification and fair value

The Company's financial instruments consist of cash, other receivables - excluding GST recoverable, accounts payable, due to related parties and note payable. Financial instruments are classified into one of the following categories: FVTPL, FVTOC, or amortized cost. The carrying values of the Company's financial instruments are classified into the following categories:

The following table summarized the carrying values of the Company's financial instruments:

	March 31, 2022	September 30, 2021
	\$	\$
Financial assets at fair value through profit or loss (i)	449,891	521,117
Financial assets measured at amortized cost (ii)	-	6,482
Financial liabilities measured at amortized cost (iii)	145,528	104,565

(i) Cash

(ii) Amounts receivable excluding GST recoverable

(iii) Accounts payable and accrued liabilities, due to related parties and note payable

Financial instruments measured at fair value on a recurring basis are classified into one of three levels in the fair value hierarchy based on the degree to which the inputs used to determine the fair value are observable. The three levels of the fair value hierarchy are:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly; and

Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable input).

Cash of \$449,891 is classified as Level 1. The Company does not have any financial assets classified as Level 2 or 3.

The fair value of accounts payable, due to related parties, and note payable approximate their book values because of the short-term nature of these instruments.

Financial risk management

The Company's financial risks arising from its financial instruments are currency risk, credit risk, liquidity risk, and interest rate risk. The Company's exposure to these risks and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented in a timely and effective manner.

Currency risk

The Company's expenses are denominated in Canadian dollars. The Company's corporate office is based in Canada and its current exposure to exchange rate fluctuations is minimal. The Company does not have any foreign currency denominated monetary assets or liabilities.

PURE TO PURE BEAUTY INC.
(formerly P2P INFO INC.)
NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
FOR SIX MONTHS ENDED MARCH 31, 2022 AND 2021
(Expressed in Canadian dollars)

10. FINANCIAL INSTRUMENTS (continued)

Financial risk management (continued)

Credit risk

Credit risk is the risk of potential loss to the Company if the counter party to a financial instrument fails to meet its contractual obligations. The Company does not have any significant credit risk. Cash is held in a major financial institution.

Liquidity risk

Liquidity risk is the risk that the Company will not meet its obligations associated with its financial liabilities as they fall due. The Company manages liquidity risk through the management of its capital structure and financial leverage. Management closely monitors the liquidity position and expects to have adequate sources of funding to finance the Company's projects and operations. As at March 31, 2022, the Company had a working capital of \$386,119 (September 30, 2021 - \$500,078). As a result, the Company is not subject to any significant liquidity risk.

Interest rate risk

The Company has no interest-bearing debt. The Company has not entered into any derivative instruments to manage interest rate fluctuations. The Company does not have significant interest rate risk.

11. CAPITAL MANAGEMENT

The Company's objective when managing capital is to safeguard its ability to continue as a going concern, so that it can continue to provide returns to shareholders and benefits for other stakeholders. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. The capital of the Company includes all the accounts in the shareholders' equity.

The Company's objective is met by retaining adequate equity to provide for the possibility that cash flows from assets will not be sufficient to meet future cash flow requirements. The Board of Directors does not establish quantitative return on capital criteria for management. Currently, the Company is relying on private placements and advances from the directors and officers to continue its operations. The Company is not subject to any externally imposed capital requirements.

APPENDIX B
MANAGEMENT'S DISCUSSION & ANALYSIS
(ATTACHED)

PURE TO PURE BEAUTY INC.
(formerly P2P INFO INC.)
(the “Company”)

MANAGEMENT DISCUSSION AND ANALYSIS

For the year ended September 30, 2021

The following Management Discussion and Analysis (“MD&A”) has been prepared by management as of January 25, 2022 and should be read in conjunction with the audited financial statements and related notes of the Company for the years ended September 30, 2021 and 2020. The audited financial statements are prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”). All amounts are stated in Canadian dollars unless otherwise indicated.

FORWARD LOOKING STATEMENTS

This MD&A contains certain forward-looking information and statements. These forward-looking statements are based on current expectations and various estimates, factors and assumptions as at the date of this MD&A. The words “expects”, “plans”, “anticipates”, “believes”, “intends”, “estimates”, “projects”, “potential”, “interprets”, “may”, “will” and similar expressions identify forward-looking statements. The forward-looking statements reflect the current beliefs of the management of the Company and are based on currently available information. Readers are cautioned not to place undue reliance on these statements as they are subject to known and unknown risks, uncertainties and other factors, which could cause the actual results, performance, or achievements of the Company to differ materially from those expressed in, or implied by, such forward-looking statements. The Company assumes no obligation to update or revise any forward-looking statement, whether as a result of new information, future events or any other reason.

THIS MD&A CONTAINS THE FOLLOWING SECTIONS

OVERVIEW	3-5
SELECTED ANNUAL FINANCIAL INFORMATION	5
DISCUSSION OF OPERATIONS	5-7
SUMMARY OF QUARTERLY RESULTS	7
LIQUIDITY AND CAPITAL RESOURCES	7
OFF-BALANCE SHEET ARRANGEMENTS	7
RELATED PARTY TRANSACTIONS	7-8
DIRECTORS AND OFFICERS	8
OUTSTANDING SHARE DATA	9
CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS.....	9
FINANCIAL INSTRUMENTS	9-10
CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION	11
SUBSEQUENT EVENT.....	11
ADDITIONAL INFORMATION	11
APPROVAL.....	11

GENERAL OVERVIEW

Pure to Pure Beauty Inc. (formerly P2P Info Inc.) (the "Company" or "P2P") was incorporated on September 29, 2014 under the laws of British Columbia, Canada. Its registered office is located at 2200 HSBC Building 885 West Georgia Street, Vancouver, British Columbia V6C 3E8. The Company was incorporated as a wholly-owned subsidiary of Cascadia Blockchain Group Corp. ("Cascadia") for the purposes of a re-organization of Cascadia pursuant to a plan of arrangement ("Plan of Arrangement ") under the Business Corporation Act of British Columbia. The Plan of Arrangement became effective on November 28, 2014, and the Company was spun off from Cascadia.. The Company became a reporting issuer in British Columbia, Alberta and Ontario on November 28, 2014. The principal business of the Company is the development and sale of consumer product goods under its Pure to Pure brand.

On May 10, 2021, the Company changed its name to "Pure to Pure Beauty Inc."

On June 1, 2021, the Company entered into a memorandum of understanding (the "**LocoSoco MOU**") with respect to a brand partnership with LocoSoco Limited ("**LocoSoco**"). Pursuant to the LocoSoco MOU, LocoSoco has agreed to act as the distribution and marketing partner of the Company in the United Kingdom (the "**LocoSoco Brand Partnership**"), and will, among other things, introduce the Company to independent retailers, buying groups, health food stores, online retailers and influencers and celebrities in the United Kingdom, and will also sell the Products using the LocoSoco website, the "MyEco.Site" platform, email marketing and direct outreach via social media. LocoSoco will be paid on a commission basis for sales made through LocoSoco's introductions. No payments have been made to LocoSoco under the LocoSoco MOU as of the date of this report.

On June 4, 2021, the Company entered into the product supply agreement (the "**Product Supply Agreement**") with Deserving Health International Corp. ("**DHI**"), pursuant to which DHI agreed to supply the Company with the Pure to Pure shampoo product.

On June 15, 2021, the Company acquired all rights in the trademarks, trade secrets, know-how, domain names and other proprietary rights that relate to Pure to Pure natural Shampoo, as well as all registrations and applications for any of the foregoing and analogous rights thereto from Simon Cheng, who at the time of the transaction was an arms-length vendor to the Company. Consideration for these assets consisted of 2,500,000 Common Shares valued at \$50,000. In connection with the acquisition of these rights, Mr. Cheng was also appointed to the board of directors of the Company and was appointed Chief Executive Officer ("**CEO**").

On June 15, 2021 the Company completed a non-brokered private placement of 12,646,200 common shares in the capital of the Company at a price of \$0.02 per share for gross proceeds of \$252,924. In connection with this private placement, the Company paid cash finder's fee of \$7,960 and other issue costs of \$8,907, and issued 398,000 finder's warrants exercisable at \$0.15 for a period of 24 months. The fair value of these finder's warrants granted was determined to be \$903 using Black Scholes Option Pricing Model with the following assumptions: share price at grant date - \$0.02; exercise price - \$0.15; expected life – 2 years; volatility – 100%; dividend yield – 0%; and risk-free rate – 0.32%.

On June 28, 2021, the Company entered into a memorandum of understanding (the "**Erin Danette MOU**") with respect to a brand partnership with Erin Danette Holdings Limited ("**Erin Danette**"). Pursuant to the Erin Danette MOU, Erin Danette has agreed to act as the distribution and marketing partner of the Company in Asia (the "**Erin Danette Brand Partnership**"), and will, among other things, introduce the Company to independent retailers, buying groups, health food stores, online retailers, influencers and celebrities and brand crossover opportunities in the Asian market. Erin Danette will be paid on a commission basis for sales made through Erin Danette's introductions. No payments have been made to Erin Danette under the Erin Danette MOU as of the date of this report.

On July 8, 2021, the Company entered into a memorandum of understanding (the "**Liwaldo MOU**") with respect to a brand partnership with Lichtenwald Luxusgüter GmbH ("**Liwaldo**"). Pursuant to the Liwaldo MOU, Liwaldo will act as the distribution and marketing partner of the Company in the European Union (the "**Liwaldo Brand Partnership**"), and will, among other things, manage the Company's entrance into the European Union through brand building, social media campaigns, the creation of a Shopify store and coordinating import, storage and handling Products. Liwaldo will also sell the Products through P2Pbeauty.de/com, direct outreach via social media, and the

inclusion of Product samples in each package sent by Liwaldo.de. Liwaldo will be paid based on the achievement of certain milestones. To date, the Company has paid Liwaldo €7,500 for its assistance with building the Company's German website and for work on establishing a social media presence. The Company is in negotiations with Liwaldo for additional services related to sales in Germany.

On September 10, 2021, the Company completed a non-brokered private placement of 6,960,000 common shares in the capital of the Company at a price of \$0.05 per share for gross proceeds of \$348,000, of which \$6,482 was received subsequent to year-end and included in amounts receivable. In connection with this private placement, the Company paid cash finder's fee of \$10,080 and other issue costs of \$13,254, and issued 281,600 finder's warrants exercisable at \$0.20 for a period of 24 months. The fair value of these finder's warrants granted was determined to be \$2,968 using Black Scholes Option Pricing Model with the following assumptions: share price at grant date - \$0.05; exercise price - \$0.20; expected life - 2 years; volatility - 100%; dividend yield - 0%; and risk-free rate - 0.41%.

BUSINESS OVERVIEW

Products

The Company owns the intangible asset necessary to manufacture, produce and sell certain natural shampoos. The Company has acquired the trademarks, trade secrets, know-how, domain names and other proprietary rights for a line of hypoallergenic shampoos that are manufactured using naturally derived ingredients, including pure botanical extracts and essential oils. The Company's supply partner DHI, is currently producing Lavender, Rose and Green Tea shampoo for the Company and online sales are expected to launch in Canada and the United States in the first half of 2022.

Manufacturing and Production

The Company's production partner, DHI, produces the Company's Pure to Pure shampoo. DHI specializes in the development, manufacture and distributes over-the-counter health products, and has experience in producing hypoallergenic skin and hair products that use naturally derived ingredients and pure botanical extracts and essential oils. All DHI products are made in the DHI manufacturing facility in Richmond, British Columbia. The current focus of the Company is on the rollout of its Lavender Shampoo, Rose Shampoo and Green Tea Shampoo. The Company is also seeking to acquire the rights or intangible asset for body wash, skin creams and non-toxic household products. The Company is also actively sourcing additional contract manufacturers for these anticipated additional products.

Principal Markets

The Company plans to initially launch its Products in Canada, America and Germany.

Distribution

The Company has memorandums of understanding in place with distribution and marketing partners in the United Kingdom, Germany (for sales to the European Union) and Hong Kong (for sales into Asia). The Company intends to focus on Canada, the United States and Germany in the near term, but may expand into additional markets in the United Kingdom, Europe and Asia in the future. The Company is currently in the process of launching online sales through its own channels in Canada and the United States and in Germany through its Liwaldo Brand Partnership. The Company's online sales are expected to come from optimized landing pages that interact with potential customers. The Company currently operates two websites, www.p2pbeauty.com and www.p2pbeauty.de, and is in the process of developing a social media presence.

The Company is in the process of engaging Liwaldo to conduct further social media marketing for the Company, including through search advertising, product advertising on Instagram and Facebook, and search engine optimization with landing pages.

While the Company has entered into the LocoSoco MOU for distribution in the United Kingdom and the Erin Danette MOU for distribution in Asia, the Company's initial focus is expected to be sales in Canada, the United States and

Germany. See “*General Developments of the Business – History*” for further details on the distribution agreements. Products sold in Canada are expected to be shipped via Canada post, with Products sold in the United States shipped via air mail and Products sold in Germany, via shipping container with further handling coordinated by Liwaldo.

Intangible Assets

The Company has obtained trademark protection for *Pure to Pure Beauty* in Germany until 2031. As is typical in the skin and personal care product industry, the Company’s Product formulations and production methods are trade secrets, for which we have policies and non-disclosure agreements in place to protect against discovery or disclosure.

Canadian Trademark Applications

Jurisdiction	Trademark Name	Application Number	Filing Date	Status
Canada	P2P Beauty	2148864	November 22, 2021	Accepted by Canadian Patent Office

German Trademark Applications

Jurisdiction	Trademark Name	Application Number	Filing Date	Status
German	P2P Beauty	30 2021 237862.1	August 23, 2021	Registered by German Patent and Trade Mark Office

SELECTED ANNUAL FINANCIAL INFORMATION

Years Ended September 30	2021	2020	2019
Total revenues	\$ -	\$ -	\$ -
Total expenses	63,051	20,712	25,801
Loss for the year	(60,589)	(17,550)	(25,801)
Loss per share – basic and diluted	-	-	-
Total assets	578,177	1,219	1,104
Total liabilities	104,565	77,741	60,076
Shareholders' equity (deficiency)	473,612	(76,522)	(58,972)
Cash dividends declared - per share	-	-	-

DISCUSSION OF OPERATIONS

The Company is currently in the process of exploring different business opportunities and did not generate any revenue for the operations.

Year ended September 30, 2021 compared to the year ended September 30, 2020

During the year ended September 30, 2021, the Company reported a net loss of \$60,589, compared to net loss of \$17,550 for the year ended September 30, 2020. The increase in loss of \$43,039 was mainly attributable to:

1. An increase of \$3,073 in advertising and marketing from \$Nil for the year ended September 30, 2020 to \$3,073 for the year ended September 30, 2021.
2. An increase of \$1,466 in amortization from \$Nil for the year ended September 30, 2020 to \$1,466 for the year ended September 30, 2021.

3. An increase of \$9,472 in consulting fees from \$Nil for the year ended September 30, 2020 to \$9,472 for the year ended September 30, 2021.
4. An increase of \$261 in interest and bank charges from \$97 for the year ended September 30, 2020 to \$358 for the year ended September 30, 2021.
5. An increase of \$2,476 in listing and transfer agent expenses from \$9,245 for the year ended September 30, 2020 to \$11,721 for the year ended September 30, 2021.
6. An increase of \$5,000 in management fees from \$Nil for the year ended September 30, 2020 to \$5,000 for the year ended September 30, 2021. The increase is due to increased business activities exploring potential qualifying transactions.
7. An increase of \$616 in office expenses from \$Nil for the year ended September 30, 2020 to \$616 for the year ended September 30, 2021.
8. An increase of \$24,114 in professional fees from \$6,607 for the year ended September 30, 2020 to \$30,721 for the year ended September 30, 2021. The increase is mainly due to accrued audit fee and legal fees incurred during a transition of management.
9. An increase of \$124 in travel expenses from \$Nil for the year ended September 30, 2020 to \$124 for the year ended September 30, 2021.

These increases in expenses were partially offset by the following decreases in expenses and other gains:

1. A decrease in salaries and benefits of \$4,263 from \$4,763 for the year ended September 30, 2020 to \$500 for the year ended September 30, 2021. The decrease is due to a change in management, and no salary being paid to current management during the year.
2. A decrease of \$700 in gain on settlement of debt from \$3,162 for the year ended September 30, 2020 to \$2,462 for the year ended September 30, 2021. A gain on settlement of debt in the current year was due to an agreement to repay a fixed amount for a shareholder loan and an amount due to a former officer and director (see notes for Related Party Transactions).

Three months ended September 30, 2021 compared to three months ended September 30, 2020

During the three months ended September 30, 2021, the Company reported a net loss of \$9,093, compared to net income of \$3,813 for the three months ended September 30, 2020. The decrease in net income of \$12,906 was mainly attributable to:

1. An increase of \$17,428 in professional fees from \$435 for the three months ended September 30, 2020 to \$17,863 for the three months ended September 30, 2021.
2. An increase of \$973 in advertising and marketing from \$Nil for the three months ended September 30, 2020 to \$973 for the three months ended September 30, 2021.
3. An increase of \$1,466 in amortization from \$Nil for the three months ended September 30, 2020 to \$1,466 for the three months ended September 30, 2021.
4. An increase of \$9,472 in consulting fees from \$Nil for the three months ended September 30, 2020 to \$9,472 for the three months ended September 30, 2021.
5. An increase of \$3,086 in interest and bank charges from the interest and bank charges recovery of \$2,858 for the three months ended September 30, 2020 to interest and bank charges of \$228 for the three months ended September 30, 2021.
6. An increase of \$4,454 in listing and transfer agent expenses from \$922 for the three months ended September 30, 2020 to \$5,376 for the three months ended September 30, 2021.
7. An increase of \$591 in office expenses from \$Nil for the three months ended September 30, 2020 to \$591 for the three months ended September 30, 2021.
8. An increase of \$124 in travel expenses from \$Nil for the three months ended September 30, 2020 to \$124 for the three months ended September 30, 2021.

9. A decrease of \$3,162 in gain on settlement of debt from \$3,162 for the three months ended September 30, 2020 to \$Nil for the three months ended September 30, 2021 (see notes for Related Party Transactions).

These increases in expenses were partially offset by the following decreases in expenses:

1. A decrease in salaries and benefits of \$850 from \$850 for the three months ended September 30, 2020 to \$Nil for the three months ended September 30, 2021. The decrease is due to a change in management, and no salary being paid to current management.
2. A recovery of \$27,000 in management fees for the three months ended September 30, 2021 compared to \$Nil for the three months ended September 30, 2020.

SUMMARY OF QUARTERLY RESULTS

The following financial information for the Company has been derived from the Company's financial statements for the Company's most recent 8 quarters.

	For the Three Months Ended							
	Sep. 30,	Jun. 30,	Mar. 31,	Dec. 31,	Sept. 30,	June 30,	Mar. 31	Dec. 31,
	2021	2021	2021	2020	2020	2020	2020	2019
	\$	\$	\$	\$	\$	\$	\$	\$
Revenues	-	-	-	-	-	-	-	-
Net income (loss)	(9,093)	(9,926)	(14,363)	(27,207)	3,813	(2,550)	(14,745)	(4,068)
Net income (loss) per share - basic and diluted	-	-	-	-	-	-	-	-

LIQUIDITY AND CAPITAL RESOURCES

As at September 30, 2021, the Company's cash balance is \$521,117 (2020 - \$541). The Company settled the outstanding salaries payable as well as a shareholder loan with a \$75,000 non-interest bearing note payable (see also discussion on related party transactions), which resulted in a gain on settlement of debt of \$2,462.

The Company had a working capital of \$500,078 as at September 30, 2021 compared to the working capital deficit of \$76,522 as at September 30, 2020.

Going Concern

The Company has incurred losses since its inception and has an accumulated deficit of \$350,887 as at September 30, 2021 (2020 - \$290,298). The Company's ability to continue its operations and to realize assets at their carrying values is dependent upon obtaining additional financing or maintaining continued support from its shareholders and creditors, identifying and acquiring businesses or assets, and generating profitable operations in the future, which raises significant doubt about the Company's ability to continue as a going concern. The financial statements that this MD&A is based on do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue as a going concern.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS

Key management personnel compensation

During the three months and year ended September 30, 2021 and 2020, the Company incurred the following compensation to key management personnel:

	Three months ended Sep 30, 2021	Three months ended Sep 30, 2020	Year ended Sep 30, 2021	Year ended Sep 30, 2020
	\$	\$	\$	\$
Salaries and benefits (former CFO)	-	850	500	4,763
Management fees	(27,000)	-	5,000	-
Total compensation for key management personnel	(27,000)	850	5,500	4,763

Key management includes current and former directors, the CEO and the Chief Financial Officer ("CFO") of the Company. Salaries and benefits incurred are presented gross of any reimbursements from the Company.

Shareholder loan

	2021 \$	2020 \$
Balance, beginning of year	58,715	37,162
Advances	2,300	24,715
Shareholder loan settled during the year	(61,015)	(3,162)
Balance, end of the year	-	58,715

- (i) During the year ended September 30, 2021, the Company received \$2,300 from a shareholder (2020 -\$24,715) and settled the loan with the shareholder.

DIRECTORS AND OFFICERS

During the year ended September 30, 2021, the following directors and officers of the Company resigned:

Zhou, Ying	Chief Executive Officer, president, Director, and Chair of Audit Committee
Zhang, Yan	Chief Financial Officer, Corporate Secretary, Director, and Member of Audit committee
Zhu, Qing	Director, and Member of Audit Committee

As at September 30, 2021, the Company has the following new directors and officers:

Simon Cheng	Chief Executive Officer, Director, and Member of Audit Committee
Gutte, Heidi	Chief Financial Officer, Corporate Secretary, Director, and Member of Audit Committee
Pearce, Steven	Director, and Member of Audit Committee

OUTSTANDING SHARE DATA

The following is a summary of the changes in the Company's outstanding shares as at September 30, 2021 and the date of this MD&A:

	Number outstanding	Share Price
Common shares (November 28, 2014)	2,943,500	\$0.02
Common shares (January 29, 2015)	1,518,000	\$0.02
Common shares (September 29, 2017)	26,509,182	\$0.005
Common shares (June 15, 2021)	2,500,000	\$0.02
Common shares (June 15, 2021)	12,646,200	\$0.02
Common shares (September 10, 2021)	6,960,000	\$0.05
Total common shares	53,076,882	

The following is a summary of the Company's share purchase warrants as at September 30, 2021 and the date of this MD&A:

	Number warrants	Weighted-average Exercise Price	Expiry date
Issued on June 15, 2021	398,000	\$0.15	June 15, 2023
Issued on September 10, 2021	281,600	\$0.20	September 10, 2023
Total warrants	679,600	\$0.17	

CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of these financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions which affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and revenues and expenses for the periods reported. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Significant areas requiring the use of management estimates include the determination of deferred income tax assets and liabilities, assumptions used in valuing options in share-based compensation calculations and assumptions used in determining the value of the convertible debentures. Actual results could differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods.

Critical accounting judgements are accounting policies that have been identified as being complex or involve subjective judgments or assessments with a significant risk of material adjustment in the next year. A significant use of judgement is the ability of the Company to continue as a going concern.

FINANCIAL INSTRUMENTS

Classification and fair value

The Company's financial instruments consist of cash, amounts receivable - excluding GST recoverable, accounts payable and accrued liabilities, shareholder loan, due to related parties and note payable. Financial instruments are classified into one of the following categories: FVTPL, FVTOC, or amortized cost. The carrying values of the Company's financial instruments are classified into the following categories:

The following table summarized the carrying values of the Company's financial instruments:

	September 30, 2021	September 30, 2020
Financial assets at fair value through profit or loss (i)	\$ 521,117	\$ 541
Financial assets measured at amortized cost (ii)	6,482	-
Financial liabilities measured at amortized cost (iii)	104,565	77,741

(i) Cash

(ii) Amounts receivable excluding GST recoverable

(iii) Accounts payable and accrued liabilities, shareholder loan, due to related parties and note payable

Financial instruments measured at fair value on a recurring basis are classified into one of three levels in the fair value hierarchy based on the degree to which the inputs used to determine the fair value are observable. The three levels of the fair value hierarchy are:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly; and

Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable input).

Cash of \$521,117 is classified as Level 1. The Company does not have any financial assets classification as Level 2 or 3.

The fair value of accounts payable and accrued liabilities, shareholder loan, due to related parties and note payable approximate their book values because of the short-term nature of these instruments.

Financial risk management

The Company's financial risks arising from its financial instruments are credit risk, liquidity risk, and interest rate risk. The Company's exposure to these risks and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented in a timely and effective manner.

Currency risk

The Company's expenses are denominated in Canadian dollars. The Company's corporate office is based in Canada and its current exposure to exchange rate fluctuations is minimal. The Company does not have any foreign currency denominated monetary assets or liabilities.

Credit risk

Credit risk is the risk of potential loss to the Company if the counter party to a financial instrument fails to meet its contractual obligations. The Company does not have any significant credit risk. Cash is held in a major financial institution.

Liquidity risk

Liquidity risk is the risk that the Company will not meet its obligations associated with its financial liabilities as they fall due. The Company manages liquidity risk through the management of its capital structure and financial leverage. Management closely monitors the liquidity position and expects to have adequate sources of funding to finance the Company's projects and operations. As at September 30, 2021, the Company had a working capital of \$500,078 (2020 – working capital deficit of \$76,522). As a result, the Company is not subject to any significant liquidity risk.

Interest rate risk

The Company has no interest-bearing debt. The Company has not entered into any derivative instruments to manage interest rate fluctuations. The Company does not have significant interest rate risk.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

The Company has not yet adopted certain standards, interpretations to existing standards and amendments which have been issued but have an effective date later than October 1, 2020. These updates are not currently relevant to the Company or are not expected to have a material impact on the financial statements and are therefore not discussed herein.

SUBSEQUENT EVENT

Subsequent to the year end the Company appointed Brian Shin to the board of directors.

ADDITIONAL INFORMATION

Additional information concerning the Company and its operations is available on SEDAR at www.sedar.com.

APPROVAL

The Board of Directors of Pure To Pure Beauty Inc. (formerly P2P Info Inc.) has approved the contents of this management discussion and analysis on January 26, 2022. A copy of this MD&A together with the Company's financial statements for the year ended September 30, 2021 and 2020 will be provided to anyone who requests it.

PURE TO PURE BEAUTY INC.
(formerly P2P INFO INC.)
(the “Company”)

MANAGEMENT DISCUSSION AND ANALYSIS

For the Six Months ended March 31, 2022

The following Management Discussion and Analysis (“MD&A”) has been prepared by management as of July 8, 2022 and should be read in conjunction with the condensed consolidated interim financial statements for the six months ended March 31, 2022 and the audited consolidated financial statements of the Company for the year ended September 30, 2021, and the notes thereto. The condensed consolidated interim financial statements are prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”). All amounts are stated in Canadian dollars unless otherwise indicated.

FORWARD LOOKING STATEMENTS

This MD&A contains certain forward-looking information and statements. These forward-looking statements are based on current expectations and various estimates, factors and assumptions as at the date of this MD&A. The words “expects”, “plans”, “anticipates”, “believes”, “intends”, “estimates”, “projects”, “potential”, “interprets”, “may”, “will” and similar expressions identify forward-looking statements. The forward-looking statements reflect the current beliefs of the management of the Company and are based on currently available information. Readers are cautioned not to place undue reliance on these statements as they are subject to known and unknown risks, uncertainties and other factors, which could cause the actual results, performance, or achievements of the Company to differ materially from those expressed in, or implied by, such forward-looking statements. The Company assumes no obligation to update or revise any forward-looking statement, whether as a result of new information, future events or any other reason.

THIS MD&A CONTAINS THE FOLLOWING SECTIONS

GENERAL OVERVIEW	3
SELECTED ANNUAL FINANCIAL INFORMATION	6
LIQUIDITY AND CAPITAL RESOURCES	8
OFF-BALANCE SHEET ARRANGEMENTS	8
RELATED PARTY TRANSACTIONS	8
DIRECTORS AND OFFICERS	9
OUTSTANDING SHARE DATA AS AT DECEMBER 31, 2021	9
CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS	9
FINANCIAL INSTRUMENTS	10
CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION	11
SUBSEQUENT EVENT.....	11
ADDITIONAL INFORMATION	11
APPROVAL	11

GENERAL OVERVIEW

Pure to Pure Beauty Inc. (formerly P2P Info Inc.) (the "Company" or "P2P") was incorporated on September 29, 2014 under the laws of British Columbia, Canada. Its registered office is located at 2200 HSBC Building 885 West Georgia Street, Vancouver, British Columbia V6C 3E8. The Company was incorporated as a wholly-owned subsidiary of Cascadia Blockchain Group Corp. ("Cascadia") for the purposes of a re-organization of Cascadia pursuant to a plan of arrangement ("Plan of Arrangement ") under the Business Corporation Act of British Columbia. The Plan of Arrangement became effective on November 28, 2014, and the Company was spun off from Cascadia. The Company became a reporting issuer in British Columbia, Alberta and Ontario on November 28, 2014. The principal business of the Company is the development and sale of consumer product goods under its Pure to Pure brand.

On May 10, 2021, the Company changed its name to "Pure to Pure Beauty Inc."

On June 1, 2021, the Company entered into a memorandum of understanding (the "LocoSoco MOU") with respect to a brand partnership with LocoSoco Limited ("LocoSoco"). Pursuant to the LocoSoco MOU, LocoSoco has agreed to act as the distribution and marketing partner of the Company in the United Kingdom (the "LocoSoco Brand Partnership"), and will, among other things, introduce the Company to independent retailers, buying groups, health food stores, online retailers and influencers and celebrities in the United Kingdom, and will also sell the Products using the LocoSoco website, the "MyEco.Site" platform, email marketing and direct outreach via social media. LocoSoco will be paid on a commission basis for sales made through LocoSoco's introductions. No payments have been made to LocoSoco under the LocoSoco MOU as of the date of this report.

On June 4, 2021, the Company entered into the product supply agreement (the "Product Supply Agreement") with Deserving Health International Corp. ("DHI"), pursuant to which DHI agreed to supply the Company with the Pure to Pure shampoo product.

On May 6, 2021, the Company acquired all rights in the trademarks, trade secrets, know-how, domain names and other proprietary rights that relate to Pure to Pure natural Shampoo, as well as all registrations and applications for any of the foregoing and analogous rights thereto from Simon Cheng, who at the time of the transaction was an arms-length vendor to the Company. Consideration for these assets consisted of 2,500,000 Common Shares valued at \$50,000. In connection with the acquisition of these rights, Mr. Cheng was also appointed to the board of directors of the Company and was appointed Chief Executive Officer ("CEO").

On June 15, 2021 the Company completed a non-brokered private placement of 12,646,200 common shares in the capital of the Company at a price of \$0.02 per share for gross proceeds of \$252,924. In connection with this private placement, the Company paid cash finder's fee of \$7,960 and other cash costs of \$8,907, and issued 398,000 finder's warrants exercisable at \$0.15 for a period of 24 months. The fair value of these finder's warrants granted was determined to be \$903 using Black Scholes Option Pricing Model with the following assumptions: share price at grant date - \$0.02; exercise price - \$0.15; expected life – 2 years; volatility – 100%; dividend yield – 0%; and risk-free rate – 0.32%.

On June 28, 2021, the Company entered into a memorandum of understanding (the "Erin Danette MOU") with respect to a brand partnership with Erin Danette Holdings Limited ("Erin Danette"). Pursuant to the Erin Danette MOU, Erin Danette has agreed to act as the distribution and marketing partner of the Company in Asia (the "Erin Danette Brand Partnership"), and will, among other things, introduce the Company to independent retailers, buying groups, health food stores, online retailers, influencers and celebrities and brand crossover opportunities in the Asian market. Erin Danette will be paid on a commission basis for sales made through Erin Danette's introductions. No payments have been made to Erin Danette under the Erin Danette MOU as of the date of this report.

On July 8, 2021, the Company entered into a memorandum of understanding (the "Liwaldo MOU") with respect to a brand partnership with Lichtenwald Luxusgüter GmbH ("Liwaldo"). Pursuant to the Liwaldo MOU, Liwaldo will act as the distribution and marketing partner of the Company in the European Union (the "Liwaldo Brand Partnership"), and will, among other things, manage the Company's entrance into the European Union through brand building, social media campaigns, the creation of a Shopify store and coordinating import, storage and handling Products. Liwaldo will also sell the Products through P2Pbeauty.de/com, direct outreach via social media, and the inclusion of Product

samples in each package sent by Liwaldo.de. Liwaldo will be paid based on the achievement of certain milestones. To date, the Company has paid Liwaldo €7,500 for its assistance with building the Company's German website and for work on establishing a social media presence. The Company is in negotiations with Liwaldo for additional services related to sales in Germany.

On September 10, 2021, the Company completed a non-brokered private placement of 6,960,000 common shares in the capital of the Company at a price of \$0.05 per share for gross proceeds of \$348,000, of which \$6,482 was received subsequent to year-end and included in amounts receivable. In connection with this private placement, the Company paid cash finder's fee of \$10,080 and other cash costs of \$13,254, and issued 281,600 finder's warrants exercisable at \$0.20 for a period of 24 months. The fair value of these finder's warrants granted was determined to be \$2,968 using Black Scholes Option Pricing Model with the following assumptions: share price at grant date - \$0.05; exercise price - \$0.20; expected life - 2 years; volatility - 100%; dividend yield - 0%; and risk-free rate - 0.41%.

On February 10, 2022, the Company entered into the service provider agreement with Fast Marketing Services ("FMI"), pursuant to which FMS agreed to the sourcing of additional white label products for the European market, the set-up of an Amazon store for the sale of sourced products, and the provision of order fulfilment services, customer service, price management, trademark registration, and affiliate marketing services.

On February 14, 2022 the Company entered into an agreement with Amazon for the sale of its products using the Amazon platform.

On March 29, 2022, the Company and Deserving Health International Corp. entered into a new product supply agreement which replaced the June 4, 2021 Product Supply Agreement in its entirety.

On April 4, 2022, the Company entered into the cooperation agreement with a German production company pursuant to which the German production company agreed to supply the Company with the face serum and other natural extract products.

On May 19, 2022, the Company entered into a letter of intent with Crescita Capital LLC (the "Crescita LOI"), pursuant to which the parties agreed to enter into a definitive agreement for the provision of a \$5,000,000 equity drawdown facility.

BUSINESS OVERVIEW

Products

The Company owns the intangible asset necessary to manufacture, produce and sell certain natural shampoos. The Company has acquired the trademarks, trade secrets, know-how, domain names and other proprietary rights for a line of hypoallergenic shampoos that are manufactured using naturally derived ingredients, including pure botanical extracts and essential oils. The Company's supply partner, DHI, is currently producing shampoo and foaming handwash with natural fruit extracts for the Company and these products are available through www.P2Pbeauty.com. The Company's German supplier is currently producing face serum with natural aloe vera extract and jojoba oil and its available through <https://p2pbeauty.myshopify.com/pages/jojobaol-p2pbeauty>

Manufacturing and Production

The Company's production partner in Canada, DHI, produces the Company's Pure to Pure shampoo and foaming handwash. DHI specializes in the development, manufacture and distribution of over-the-counter health products, and has experience in producing hypoallergenic skin and hair products that use naturally derived ingredients and pure botanical extracts and essential oils. All DHI products are made in the DHI manufacturing facility in Richmond, British Columbia. The current focus of the Company is on the rollout of its shampoo and foaming handwash with natural fruit extracts. The Company is also seeking to acquire the rights or intellectual property for body wash, skin creams and other natural non-toxic household products.

The Company's German supplier produces the Company's face serum with natural aloe vera extract and jojoba oil. The manufacturer specializes in production of dietary supplements and cosmetics as well as the production of plant extracts.

The company is seeking to acquire the right or intellectual property for dietary supplement products.

The Company is also actively sourcing additional contract manufacturers for these anticipated additional products.

Principal Markets

The Company plans to initially launch its Products in Canada, United States of America and Germany.

Distribution

The Company has memorandums of understanding in place with distribution and marketing partners in the United Kingdom, Germany (for sales to the European Union) and Hong Kong (for sales into Asia). The Company intends to focus on Canada, the United States and Germany in the near term, but may expand into additional markets in the United Kingdom, Europe and Asia in the future. The Company is currently in the process of launching online sales through its own channels in Canada and the United States and in Germany through its Fast Company Service Partnership. The Company's online sales are expected to come from optimized landing pages that interact with potential customers. The Company currently operates two websites, www.p2pbeauty.com and www.p2pbeauty.de, and is in the process of developing a digital marketing strategy.

While the Company has entered into the LocoSoco MOU for distribution in the United Kingdom and the Erin Danette MOU for distribution in Asia, the Company's initial focus is expected to be sales in Canada, the United States and Germany. See "*General Overview of the Business – History*" for further details on the distribution agreements. Products sold in Canada are expected to be shipped via Amazon warehouse and/or other fulfillment providers, with Products sold in the United States shipped via air mail and Products sold in Germany, via shipping container with further handling coordinated by Fast Company Service.

Intangible Properties

The Company has obtained trademark protection for *Pure to Pure Beauty* in Germany until 2031. As is typical in the skin and personal care product industry, the Company's Product formulations and production methods are trade secrets, for which we have policies and non-disclosure agreements in place to protect against discovery or disclosure.

Canadian Trademark Applications

Jurisdiction	Trademark Name	Application Number	Filing Date	Status
Canada	P2P Beauty	2148864	November 22, 2021	Accepted by Canadian Patent Office

German Trademark Applications

Jurisdiction	Trademark Name	Application Number	Filing Date	Status
German	P2P Beauty	30 2021 237862.1	August 23, 2021	Registered by German Patent and Trade Mark Office

SELECTED ANNUAL FINANCIAL INFORMATION

Years Ended September 30	2021	2020	2019
Total revenues	\$ -	\$ -	\$ -
Total expenses	63,051	20,712	25,801
Loss for the year	(60,589)	(17,550)	(25,801)
Loss per share – basic and diluted	(0.00)	(0.00)	(0.00)
Total assets	578,177	1,219	1,104
Total liabilities	104,565	77,741	60,076
Shareholders' equity (deficiency)	473,612	(76,522)	(58,972)
Cash dividends declared - per share	-	-	-

DISCUSSION OF OPERATIONS

The Company is currently in the process of exploring different business opportunities and did not generate any revenue for the operations.

Six months ended March 31, 2022 compared to six months ended March 31, 2021

During the six months ended March 31, 2022, the Company reported a net loss of \$116,459, compared to net loss of \$41,570 for six months ended March 31, 2021. The increase in loss of \$84,889 was mainly attributable to:

1. An increase of \$26,575 in advertising fee from \$Nil for the six months ended March 31, 2021 to \$26,575 for the six months ended March 31, 2022. The increase reflects the launch of Company's products in the European market (focused on Germany).
2. An increase in amortization expense of \$2,500 from \$Nil for the six months ended March 31, 2021 to \$2,500 for the six months ended March 31, 2022 due to the acquisition of intangible assets in 2021.
3. An increase in consulting fee of \$4,294 from \$Nil for the six months ended March 31, 2021 to \$4,294 for the six months ended March 31, 2022. The increase is due to launch of new products and corporate development.
4. An increase in interest and bank charges of \$195 from \$37 for the six months ended March 31, 2021 to \$232 for the six months ended March 31, 2022. The increase is due to increase corporate activities.
5. An increase of \$5,024 in listing and transfer agent expenses from \$5,172 for the six months ended March 31, 2021 to \$10,196 for the six months ended March 31, 2022. The increase is due to an increase of corporate activities and the filing of the prospectus in relation with going public process.
6. An increase of \$1,677 in office expenses from \$NIL for the six months ended March 31, 2021 to \$1,677 for the six months ended March 31, 2022. The increase is due to increased corporate activities.
7. An increase of \$59,192 in professional fees from \$8,323 for the six months ended March 31, 2021 to \$57,515 for the six months ended March 31, 2022. The increase is mainly due to the legal fees paid for the filing of the prospectus in relation with the going public process and audit fees related to the review of quarterly financials.
8. An increase of \$75 in travel expenses from \$Nil for the six months ended March 31, 2021 to \$75 for the six months ended March 31, 2022.
9. An increase of \$395 in exchange loss from \$Nil for the six months ended March 31, 2021 to \$395 for the six months ended March 31, 2022. This was due to payments made to international partners.

These increases in expenses were partially set-off by the following decreases and gains in expenses:

1. A decrease of \$21,000 in management fees from \$30,000 during the six months ended March 31, 2021 to \$9,000

for the six months ended March 31, 2022. The increase is according to the consulting agreement entered in with the CEO and the CFO of \$13,000 and a simple reversal of \$27,000 subsequently made in prior year due to the change in accounting treatment.

2. A decrease in salaries and benefits of \$500 from \$500 for the six months ended March 31, 2021 to \$Nil for the six months ended March 31, 2022. The decrease is due to a change in management, and no salary being paid to current management.
3. A decrease in gain on settlement of debt of \$2,462 from \$2,462 for the six months ended March 31, 2021 to \$Nil in the current period.

Three months ended March 31, 2022 compared to three months ended March 31, 2021

During the three months ended March 31, 2022, the Company reported a net loss of \$59,665, compared to net loss of \$14,363 for three months ended March 31, 2021. The increase in loss of \$55,302 was mainly attributable to:

1. An increase of \$26,400 in advertising fee from \$Nil for the three months ended March 31, 2021 to \$26,400 for the three months ended March 31, 2022. The increase reflects the launch of Company's products in the European market (focused on Germany).
2. An increase in amortization expense of \$1,250 from \$Nil for the six months ended March 31, 2021 to \$1,250 for the three months ended March 31, 2022. due to the acquisition of intangible assets in 2021.
3. An increase in interest and bank charges of \$102 from \$19 for the three months ended March 31, 2021 to \$121 for the three months ended March 31, 2022. The increase is due to the settlement of the Company's only interest-bearing loan.
4. An increase in management fees of \$10,000 from \$Nil for the three months ended March 31, 2021 to \$10,000 for the three months ended March 31, 2022. The increase is according to the consulting agreement entered in with the CEO and the CFO.
5. An increase of \$1,677 in office expenses from \$NIL for the three months ended March 31, 2021 to \$1,677 for the three months ended March 31, 2022.
6. An increase of \$12,943 in professional fees from \$6,932 for the three months ended March 31, 2021 to \$19,875 for the three months ended March 31, 2022. The increase is mainly due to the legal fees paid for the filing of the prospectus in relation with the Initial Public Offering process and audit fees.
7. An increase of \$75 in travel expenses from \$Nil for the three months ended March 31, 2021 to \$75 for the three months ended March 31, 2022.
8. An increase of \$267 in exchange loss from \$Nil for the three months ended March 31, 2021 to \$267 for the six months ended March 31, 2022. This was due to the reversal of the funds that were transferred to Fast Marketing Services in USD.
9. A decrease in gain on settlement of debt of \$3,163 from \$3,163 for the three months ended March 31, 2021 to \$Nil in the current period.

SUMMARY OF QUARTERLY RESULTS

The following financial information for the Company has been derived from the Company's financial statements for the Company's most recent 8 quarters.

	For the Three Months Ended							
	Mar. 31, 2022	Dec. 31, 2021	Sept. 30, 2021	June 30, 2021	Mar. 31 2021	Dec. 31, 2020	Sept. 30, 2020	June 30, 2020
	\$	\$	\$	\$	\$	\$	\$	\$
Revenues	-	-	-	-	-	-	-	-
Net (loss) income	(59,665)	(56,538)	(9,093)	(9,926)	(14,363)	(27,207)	3,813	(2,550)

Net (loss) income per share - basic and diluted	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	0.00	(0.00)
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LIQUIDITY AND CAPITAL RESOURCES

As at March 31, 2022, the Company's cash balance was \$449,891 (September 30, 2021 - \$521,117). The Company used cash from its operating activities amounting to \$68,491 and from financing activities \$2,735. The net effect of the above transactions is a decrease of cash by \$71,226.

The Company had a working capital of \$386,119 as at March 31, 2022 compared to the working capital of \$500,078 as at September 30, 2021.

Going Concern

The Company has incurred losses since its inception and has an accumulated deficit of \$467,346 as at March 31, 2022. The Company's ability to continue its operations and to realize assets at their carrying values is dependent upon obtaining additional financing or maintaining continued support from its shareholders and creditors, identifying and acquiring businesses or assets, and generating profitable operations in the future, which raises significant doubt about the Company's ability to continue as a going concern. The financial statements that this MD&A is based on do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue as a going concern.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS

Key management personnel compensation

During the three and six months ended March 31, 2022 and 2021, the Company incurred the following compensation to key management personnel:

	Three months ended Mar 31, 2022	Three months ended Mar 31, 2021	Six months ended Mar 31, 2022	Six months ended Mar 31, 2021
	\$	\$	\$	\$
Salaries and benefits (former CFO)	-	-	-	500
Management fees	10,000	-	13,000	30,000
Total compensation accrued for key management personnel	10,000	-	13,000	30,500

Key management includes current and former directors, the Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO") of the Company. Salaries and benefits incurred are presented gross of any reimbursements from the Company.

Due to related parties

Amounts due to related parties comprise \$1,205 (September 30, 2021 - \$3,940) in advances from officers and directors of the Company, and companies controlled by officers and directors. The amount outstanding is unsecured, non-interest bearing and due on demand.

Included in accounts payable and accrued liabilities is \$12,456 due to officers and directors of the Company, and companies controlled by them, for services rendered and expenses incurred on behalf of the Company.

DIRECTORS AND OFFICERS

As at March 31, 2022, the Company has the following new directors and officers:

Simon Cheng	Chief Executive Officer, Director, and Member of Audit Committee
Gutte, Heidi	Chief Financial Officer, Corporate Secretary, and Director
Pearce, Steven	Director, and Member of Audit Committee
Shin, Brian	Director, and Member of Audit Committee

OUTSTANDING SHARE DATA AS AT MARCH 31, 2022 and DATE OF THIS MD&A

The following is a summary of the changes in the Company's outstanding shares as at March 31, 2022 and date of this MD&A. There have been no changes since March 31, 2022:

	Number outstanding	Share Price
Common shares (November 28, 2014)	2,943,500	\$0.02
Common shares (January 29, 2015)	1,518,000	\$0.02
Common shares (September 29, 2017)	26,509,182	\$0.005
Common shares (June 15, 2021)	2,500,000	\$0.02
Common shares (June 15, 2021)	12,646,200	\$0.02
Common shares (September 10, 2021)	6,960,000	\$0.05
Total common shares	53,076,882	

The following is a summary of the Company's share purchase warrants as at March 31, 2022 and date of this MD&A. There have been no changes since March 31, 2022.

	Number warrants	Weighted-average Exercise Price	Expiry date
Granted on June 15, 2021	398,000	\$0.15	June 15, 2023
Granted on September 10, 2021	281,600	\$0.20	September 10, 2023
Total warrants	679,600	\$0.17	

CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of these financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions which affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and revenues and expenses for the periods reported. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Significant areas requiring the use of management estimates include the determination of deferred income tax assets and liabilities, assumptions used in valuing options in share-based compensation calculations and assumptions used in determining the value of the convertible debentures. Actual results could differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods.

Critical accounting judgements are accounting policies that have been identified as being complex or involve subjective judgments or assessments with a significant risk of material adjustment in the next year. A significant use of judgement is the ability of the Company to continue as a going concern.

FINANCIAL INSTRUMENTS

Classification and fair value

The Company's financial instruments consist of cash, amounts receivable - excluding GST recoverable, accounts payable and accrued liabilities, and due to related parties. Financial instruments are classified into one of the following categories: FVTPL, FVTOC, or amortized cost. The carrying values of the Company's financial instruments are classified into the following categories:

The following table summarized the carrying values of the Company's financial instruments:

	March 31, 2022	September 30, 2021
	\$	\$
Financial assets at fair value through profit or loss (i)	449,891	521,117
Financial assets measured at amortized cost (ii)	-	6,482
Financial liabilities measured at amortized cost (iii)	145,528	104,565

(i) Cash

(ii) Amounts receivable excluding GST recoverable

(iii) Accounts payable and accrued liabilities, due to related parties and note payable

Financial instruments measured at fair value on a recurring basis are classified into one of three levels in the fair value hierarchy based on the degree to which the inputs used to determine the fair value are observable. The three levels of the fair value hierarchy are:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly; and

Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable input).

Cash of \$449,891 is classified as Level 1. The Company does not have any financial assets classified as Level 2 or 3.

The fair value of accounts payable, due to related parties, and note payable approximate their book values because of the short-term nature of these instruments.

Financial risk management

The Company's financial risks arising from its financial instruments are credit risk, liquidity risk, and interest rate risk. The Company's exposure to these risks and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented in a timely and effective manner.

Currency risk

The Company's expenses are denominated in Canadian dollars. The Company's corporate office is based in Canada and its current exposure to exchange rate fluctuations is minimal. The Company does not have any foreign currency denominated monetary assets or liabilities.

Credit risk

Credit risk is the risk of potential loss to the Company if the counter party to a financial instrument fails to meet its contractual obligations. The Company does not have any significant credit risk.

Liquidity risk

Liquidity risk is the risk that the Company will not meet its obligations associated with its financial liabilities as they fall due. The Company manages liquidity risk through the management of its capital structure and financial leverage.

Management closely monitors the liquidity position and expects to have adequate sources of funding to finance the Company's projects and operations. As at March 31, 2022, the Company had a working capital of \$386,119 (September 30, 2021 – working capital of \$500,078). All the Company's financial liabilities are classified as current.

Interest rate risk

The Company has no interest-bearing debt. The Company has not entered into any derivative instruments to manage interest rate fluctuations. The Company does not have significant interest rate risk.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

The Company has not yet adopted certain standards, interpretations to existing standards and amendments which have been issued but have an effective date later than October 1, 2021. These updates are not currently relevant to the Company or are not expected to have a material impact on the financial statements and are therefore not discussed herein.

SUBSEQUENT EVENT

Subsequent to the six months ended March 31, 2022, the Company secured paid customer orders of \$19,850 and purchased inventory of \$7,743 to the date of these financial statements.

ADDITIONAL INFORMATION

Additional information concerning the Company and its operations is available on SEDAR at www.sedar.com.

APPROVAL

The Board of Directors of Pure To Pure Beauty Inc. (formerly P2P Info Inc.) has approved the contents of this management discussion and analysis on July 8, 2022. A copy of this MD&A together with the Company's consolidated financial statements for the six months ended March 31, 2022 and 2021 will be provided to anyone who requests it.

APPENDIX C
AUDIT COMMITTEE CHARTER

AUDIT COMMITTEE CHARTER

(Approved by the Board of Directors on December 20, 2021)

Pure to Pure Beauty Inc.

AUDIT COMMITTEE CHARTER

1. PURPOSE

The main purpose of the Audit Committee (the "Committee") of the Board of Directors (the "Board") of Pure to Pure Beauty Inc. ("Pure to Pure" or the "Company") is to assist the Board in fulfilling its statutory responsibilities in relation to internal control and financial reporting, and to carry out certain oversight functions on behalf of the Board, including the oversight of:

- (a) the integrity of the Company's financial statements and other financial information provided by the Company to securities regulators, governmental bodies and the public to ensure that the Company's financial disclosures are complete, accurate, in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations by the International Financial Reporting Interpretations Committee ("IFRIC"), and fairly present the financial position and risks of the Company;
- (b) assessing the independence, qualifications and performance of the Company's independent auditor (the "Auditor"), appointing and replacing the Auditor, overseeing the audit and non-audit services provided by the Auditor, and approving the compensation of the Auditor;
- (c) Senior Management (as defined below) responsibility for assessing and reporting on the effectiveness of internal controls;
- (d) financial matters and management of financial risks;
- (e) the prevention and detection of fraudulent activities; and
- (f) investigation of complaints and submissions regarding accounting or auditing matters and unethical or illegal behavior.

The Committee provides an avenue for communication between the Auditor, the Company's executive officers and other senior managers ("Senior Management") and the Board, and has the authority to communicate directly with the Auditor. The Committee shall have a clear understanding with the Auditor that they must maintain an open and transparent relationship with the Committee. The Auditor is ultimately accountable to the Committee and the Board, as representatives of the Company's shareholders.

2. COMPOSITION

The Committee shall be comprised of three directors. Each Committee member shall:

- (a) satisfy the laws governing the Company;
- (b) be "financially literate" in accordance with the definition set out in Section 1.6 of NI 52-110, which definition is reproduced in Appendix "A" of this charter.

The majority of Committee members shall be "independent" in accordance with Sections 1.4 and 1.5 of National Instrument 52-110 Audit Committees ("NI 52-110"), which sections are reproduced in Appendix

“A” of this charter, and the position of non-executive Chair of the Board is considered to be an executive officer of the Company.

Committee members and the chair of the Committee (the “Committee Chair”) shall be appointed annually by the Board at the first Board meeting that is held after every annual general meeting of the Company’s shareholders. The Board may remove a Committee member at any time in its sole discretion by a resolution of the Board.

If a Committee member simultaneously serves on the audit committees of more than three public companies, the Committee shall seek the Board’s determination as to whether such simultaneous service would impair the ability of such member to effectively serve on the Committee and ensure that such determination is disclosed.

3. MEETINGS

The Committee shall meet at least once per financial quarter and as many additional times as the Committee deems necessary to carry out its duties effectively.

The Committee shall meet:

- (a) within 60 days following the end of each of the first three financial quarters to review and discuss the unaudited financial results for the preceding quarter and the related management’s discussion and analysis (“MD&A”); and
- (b) within 120 days following the end of the Company’s fiscal year end to review and discuss the audited financial results for the year and related MD&A.

As part of its job to foster open communication, the Committee shall meet at least once each financial quarter with Senior Management and the Auditor in separate executive sessions to discuss any matters that the Committee or each of these groups believe should be discussed privately.

A majority of the members of the Committee shall constitute a quorum for any Committee meeting. No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present or by unanimous written consent of the Committee members.

The Committee Chair shall preside at each Committee meeting. In the event the Committee Chair is unable to attend or chair a Committee meeting, the Committee will appoint a chair for that meeting from the other Committee members.

The Corporate Secretary of the Company, or such individual as appointed by the Committee, shall act as secretary for a Committee meeting (the “Committee Secretary”) and, upon receiving a request to convene a Committee meeting from any Committee member, shall arrange for such meeting to be held.

The Committee Chair, in consultation with the other Committee members, shall set the agenda of items to be addressed at each Committee meeting. The Committee Secretary shall ensure that the agenda and any supporting materials for each upcoming Committee meeting are circulated to each Committee member in advance of such meeting.

The Committee may invite such officers, directors and employees of the Company, the Auditor, and other advisors as it may see fit from time to time to attend at one or more Committee meetings and

assist in the discussion and consideration of any matter. For purposes of performing their duties, members of the Committee shall, upon request, have immediate and full access to all corporate information and shall be permitted to discuss such information and any other matters relating to the duties and responsibilities of the Committee with officers, directors and employees of the Company, with the Auditor, and with other advisors subject to appropriate confidentiality agreements being in place.

Unless otherwise provided herein or as directed by the Board, proceedings of the Committee shall be conducted in accordance with the rules applicable to meetings of the Board.

4. DUTIES AND RESPONSIBILITIES

Subject to the powers and duties of the Board and the Articles of the Company, in order to carry out its oversight responsibilities, the Committee shall:

4.1 Financial Reporting Process

- (a) Review with Senior Management and the Auditor any items of concern, any proposed changes in the selection or application of accounting principles and policies and the reasons for the change, any identified risks and uncertainties, and any issues requiring the judgement of Senior Management, to the extent that the foregoing may be material to financial reporting.
- (b) Consider any matter required to be communicated to the Committee by the Auditor under generally accepted auditing standards, applicable law and listing standards, if applicable, including the Auditor's report to the Committee (and the response of Senior Management thereto) on:
 - (i) accounting policies and practices used by the Company;
 - (ii) alternative accounting treatments of financial information that have been discussed with Senior Management, including the ramifications of the use of such alternative treatments and disclosures and the treatment preferred by the Auditor; and
 - (iii) any other material written communications between the Auditor and Senior Management.
- (c) Discuss with the Auditor their views about the quality, not just the acceptability, of accounting principles and policies used by the Company, including estimates and judgements made by Senior Management and their selection of accounting principles.
- (d) Discuss with Senior Management and the Auditor:
 - (i) any accounting adjustments that were noted or proposed (immaterial or otherwise) by the Auditor but were not reflected in the financial statements;
 - (ii) any material correcting adjustments that were identified by the Auditor in accordance with generally accepted accounting principles ("GAAP") or applicable law;

- (iii) any communication reflecting a difference of opinion between the audit team and the Auditor's national office on material auditing or accounting issues raised by the engagement; and
 - (iv) any "management" or "internal control" letter issued, or proposed to be issued, by the Auditor to the Company.
 - (e) Discuss with Senior Management and the Auditor any significant financial reporting issues considered during the fiscal period and the method of resolution, and resolve disagreements between Senior Management and the Auditor regarding financial reporting.
 - (f) Review with Senior Management and the Auditor:
 - (i) any off-balance sheet financing mechanisms being used by the Company and their effect on the Company's financial statements; and
 - (ii) the effect of regulatory and accounting initiatives on the Company's financial statements, including the potential impact of proposed initiatives.
 - (g) Review with Senior Management and the Auditor and legal counsel, if necessary, any litigation, claim or other contingency, including tax assessments, that could have a material effect on the financial position or operating results of the Company, and the manner in which these matters have been disclosed or reflected in the financial statements.
 - (h) Review with the Auditor any audit problems or difficulties experienced by the Auditor in performing the audit, including any restrictions or limitations imposed by Senior Management, and the response of Senior Management, and resolve any disagreements between Senior Management and the Auditor regarding these matters.
 - (i) Review the results of the Auditor's work, including findings and recommendations, Senior Management's response, and any resulting changes in accounting practices or policies and the impact such changes may have on the financial statements.
 - (j) Review and discuss with Senior Management the audited annual financial statements and related MD&A and make recommendations to the Board with respect to approval thereof before their release to the public.
 - (k) Review and discuss with Senior Management and the Auditor all interim unaudited financial statements and related interim MD&A.
 - (l) Approve interim unaudited financial statements and related interim MD&A prior to their filing and dissemination.
 - (m) In connection with Sections 4.1 and 5.1 of National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* ("NI 52-109"), obtain confirmation from the Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO") (and considering the Auditor's comments, if any, thereon) to their knowledge:
 - (i) that the audited financial statements, together with any financial information included in the annual MD&A and annual information form, fairly present in all
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material respects the Company's financial condition, financial performance and cash flows; and

- (ii) that the interim financial statements, together with any financial information included in the interim MD&A, fairly present in all material respects the Company's financial condition, financial performance and cash flows.
- (n) Review news releases to be issued in connection with the audited annual financial statements and related MD&A and the interim unaudited financial statements and related interim MD&A, before being disseminated to the public, if the Company is required to do so under applicable securities laws, paying particular attention to any use of "pro-forma" or "adjusted" non-GAAP, information.
- (o) Review any news release containing earnings guidance or financial information based upon the Company's financial statements prior to the release of such statements, if the Company is required to disseminate such news releases under applicable securities laws.
- (p) Review the appointment of the CFO and have the CFO report to the Committee on the qualifications of new key financial personnel involved in the financial reporting process.

4.2 Internal Controls

- (a) Consider and review with Senior Management and the Auditor the adequacy and effectiveness of internal controls over accounting and financial reporting within the Company and any proposed significant changes in them.
- (b) Consider and discuss any Auditor's comments on the Company's internal controls, together with Senior Management responses thereto.
- (c) Discuss, as appropriate, with Senior Management and the Auditor any major issues as to the adequacy of the Company's internal controls and any special audit steps in light of material internal control deficiencies.
- (d) Review annually the disclosure controls and procedures.
- (e) Receive confirmation from the CEO and the CFO of the effectiveness of disclosure controls and procedures, and whether there are any significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information or any fraud, whether or not material, that involves Senior Management or other employees who have a significant role in the Company's internal control over financial reporting. In addition, receive confirmation from the CEO and the CFO that they are prepared to sign the annual and quarterly certificates required by Sections 4.1 and 5.1 of NI 52-109, as amended from time to time.

4.3 The Auditor

Qualifications and Selection

- (a) Subject to the requirements of applicable law, be solely responsible to select, retain, compensate, oversee, evaluate and, where appropriate, replace the Auditor. The Committee shall be entitled to adequate funding from the Company for the purpose of compensating the Auditor for authorized services.
- (b) Instruct the Auditor that:
 - (i) they are ultimately accountable to the Board and the Committee, as representatives of shareholders; and
 - (ii) they must report directly to the Committee.
- (c) Ensure that the Auditor have direct and open communication with the Committee and that the Auditor meet with the Committee once each financial quarter without the presence of Senior Management to discuss any matters that the Committee or the Auditor believe should be discussed privately.
- (d) Evaluate the Auditor's qualifications, performance, and independence. As part of that evaluation:
 - (i) at least annually, request and review a formal report by the Auditor describing: the firm's internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues;
 - (ii) annually review and confirm with Senior Management and the Auditor the independence of the Auditor, including all relationships between the Auditor and the Company, including the amount of fees received by the Auditors for the audit services, the extent of non-audit services and fees therefor, the extent to which the compensation of the audit partners of the Auditor is based upon selling non-audit services, the timing and process for implementing the rotation of the lead audit partner, reviewing partner and other partners providing audit services for the Company, and whether there should be a regular rotation of the audit firm itself; and
 - (iii) annually review and evaluate senior members of the audit team of the Auditor, including their expertise and qualifications. In making this evaluation, the Committee should consider the opinions of Senior Management.

Conclusions on the independence of the Auditor should be reported by the Committee to the Board.

- (e) Approve and review, and verify compliance with, the Company's policies for hiring of employees and former employees of the Auditor and former auditors. Such policies shall include, at minimum, a one-year hiring "cooling off" period.

Other Matters

- (a) Meet with the Auditor to review and approve the annual audit plan of the Company's financial statements prior to the annual audit being undertaken by the Auditor, including reviewing the year-to-year co-ordination of the audit plan and the planning, staffing and extent of the scope of the annual audit. This review should include an explanation from the Auditor of the factors considered by the Auditor in determining their audit scope, including major risk factors. The Auditor shall report to the Committee all significant changes to the approved audit plan.
- (b) Review and pre-approve all audit and non-audit services and engagement fees and terms in accordance with applicable law, including those provided to the Company's subsidiaries by the Auditor or any other person in its capacity as independent auditor of such subsidiary. Between scheduled Committee meetings, the Committee Chair, on behalf of the Committee, is authorized to pre-approve any audit or non-audit services and engagement fees and terms up to \$50,000. At the next Committee meeting, the Committee Chair shall report to the Committee any such pre-approval given.
- (c) Establish and adopt procedures for such matters.

4.4 Compliance

- (a) Monitor compliance by the Company with all payments and remittances required to be made in accordance with applicable law, where the failure to make such payments could render the Company's directors personally liable.
- (b) Receive regular updates from Senior Management regarding compliance with laws and regulations and the process in place to monitor such compliance, excluding, however, legal compliance matters subject to the oversight of the Corporate Governance and Nominating Committee of the Board, if any. Review the findings of any examination by regulatory authorities and any observations by the Auditor relating to such matters.
- (c) Establish and oversee the procedures in the Company's Whistleblower Policy to address:
 - (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting or auditing matters or unethical or illegal behaviour; and
 - (ii) confidential, anonymous submissions by employees of concerns regarding questionable accounting and auditing matters or unethical or illegal behaviour.
- (d) Ensure that political and charitable donations conform with policies and budgets approved by the Board.

- (e) Monitor management of hedging, debt and credit, make recommendations to the Board respecting policies for management of such risks, and review the Company's compliance therewith.
- (f) Approve the review and approval process for the expenses submitted for reimbursement by the CEO.
- (g) Oversee Senior Management's mitigation of material risks within the Committee's mandate and as otherwise assigned to it by the Board.

4.5 Financial Oversight

- (a) Assist the Board in its consideration and ongoing oversight of matters pertaining to:
 - (i) capital structure and funding including finance and cash flow planning;
 - (ii) capital management planning and initiatives;
 - (iii) property and corporate acquisitions and divestitures including proposals which may have a material impact on the Company's capital position;
 - (iv) the Company's annual budget;
 - (v) the Company's insurance program;
 - (vi) directors' and officers' liability insurance and indemnity agreements; and
 - (vii) matters the Board may refer to the Committee from time to time in connection with the Company's capital position.

4.6 Other

- (a) Perform such other duties as may be assigned to the Committee by the Board.
- (b) Annually review and assess the adequacy of its charter and recommend any proposed changes to the Corporate Governance and Nominating Committee.
- (c) Review its own performance annually, and provide the results of such evaluation to the Board for its review.

5. AUTHORITY

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to:

- a. select, retain, terminate, set and approve the fees and other retention terms of special or independent counsel, accountants or other experts, as it deems appropriate; and
- b. obtain appropriate funding to pay, or approve the payment of, such approved fees, without seeking approval of the Board or Senior Management.

6. ACCOUNTABILITY

The Committee Chair shall make periodic reports to the Board, as requested by the Board, on matters that are within the Committee's area of responsibility.

The Committee shall maintain minutes of its meetings with the Company's Corporate Secretary and shall provide an oral report to the Board at the next Board meeting that is held after a Committee meeting.

Appendix "A"

Definitions from National Instrument 52-110 Audit Committees

Section 1.4 Meaning of Independence

- (1) An audit committee member is independent if he or she has no direct or indirect material relationship with the issuer.
- (2) For the purposes of subsection (1), a "material relationship" is a relationship which could, in the view of the issuer's board of directors, be reasonably expected to interfere with the exercise of a member's independent judgement.
- (3) Despite subsection (2), the following individuals are considered to have a material relationship with an issuer:
 - (a) an individual who is, or has been within the last three years, an employee or executive officer of the issuer;
 - (b) an individual whose immediate family member is, or has been within the last three years, an executive officer of the issuer;
 - (c) an individual who:
 - (i) is a partner of a firm that is the issuer's internal or external auditor,
 - (ii) is an employee of that firm, or
 - (iii) was within the last three years a partner or employee of that firm and personally worked on the issuer's audit within that time;
 - (d) an individual whose spouse, minor child or stepchild, or child or stepchild who shares a home with the individual:
 - (i) is a partner of a firm that is the issuer's internal or external auditor,
 - (ii) is an employee of that firm and participates in its audit, assurance or tax compliance (but not tax planning) practice, or
 - (iii) was within the last three years a partner or employee of that firm and personally worked on the issuer's audit within that time;
 - (e) an individual who, or whose immediate family member, is or has been within the last three years, an executive officer of an entity if any of the issuer's current executive officers serves or served at that same time on the entity's compensation committee; and
 - (f) an individual who received, or whose immediate family member who is employed as an executive officer of the issuer received, more than \$75,000 in direct compensation from the issuer during any 12 month period within the last three years.

- (4) Despite subsection (3), an individual will not be considered to have a material relationship with the issuer solely because
 - (a) he or she had a relationship identified in subsection (3) if that relationship ended before March 30, 2004; or
 - (b) he or she had a relationship identified in subsection (3) by virtue of subsection (8) if that relationship ended before June 30, 2005.
- (5) For the purposes of clauses (3)(c) and (3)(d), a partner does not include a fixed income partner whose interest in the firm that is the internal or external auditor is limited to the receipt of fixed amounts of compensation (including deferred compensation) for prior service with that firm if the compensation is not contingent in any way on continued service.
- (6) For the purposes of clause (3)(f), direct compensation does not include:
 - (a) remuneration for acting as a member of the board of directors or of any board committee of the issuer, and
 - (b) the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the issuer if the compensation is not contingent in any way on continued service.
- (7) Despite subsection (3), an individual will not be considered to have a material relationship with the issuer solely because the individual or his or her immediate family member
 - (a) has previously acted as an interim chief executive officer of the issuer, or
 - (b) acts, or has previously acted, as a chair or vice-chair of the board of directors or of any board committee of the issuer on a part-time basis.
- (8) For the purpose of Section 1.4, an issuer includes a subsidiary entity of the issuer and a parent of the issuer.

Section 1.5 Additional Independence Requirements

- (1) Despite any determination made under Section 1.4, an individual who
 - (a) accepts, directly or indirectly, any consulting, advisory or other compensatory fee from the issuer or any subsidiary entity of the issuer, other than as remuneration for acting in his or her capacity as a member of the board of directors or any board committee, or as a part-time chair or vice-chair of the board or any board committee; or
 - (b) is an affiliated entity of the issuer or any of its subsidiary entities, is considered to have a material relationship with the issuer.
- (2) For the purposes of subsection (1), the indirect acceptance by an individual of any consulting, advisory or other compensatory fee includes acceptance of a fee by
 - (a) an individual's spouse, minor child or stepchild, or a child or stepchild who shares the individual's home; or

- (b) an entity in which such individual is a partner, member, an officer such as a managing director occupying a comparable position or executive officer, or occupies a similar position (except limited partners, non-managing members and those occupying similar positions who, in each case, have no active role in providing services to the entity) and which provides accounting, consulting, legal, investment banking or financial advisory services to the issuer or any subsidiary entity of the issuer.
- (3) For the purposes of subsection (1), compensatory fees do not include the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the issuer if the compensation is not contingent in any way on continued service.

Section 1.6 Meaning of Financial Literacy

For the purposes of this Instrument, an individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the issuer's financial statements.

CERTIFICATE OF THE COMPANY

Dated: August 25, 2022

This long form prospectus constitutes full, true and plain disclosure of all material facts relating to the securities previously issued by the Company as required by the securities legislation of the Provinces of British Columbia, Alberta and Ontario.

s/ "Simon Cheng"

Simon Cheng

Chief Executive Officer and Director

s/ "Heidi Gutte"

Heidi Gutte

Chief Financial Officer, Corporate Secretary
and Director

ON BEHALF OF THE BOARD OF DIRECTORS

s/ "Steven Pearce"

Steven Pearce

Director

s/ "Brian Shin"

Brian Shin

Director

CERTIFICATE OF PROMOTER

Dated: August 25, 2022

This long form prospectus constitutes full, true and plain disclosure of all material facts relating to the securities previously issued by the Company as required by the securities legislation of the Provinces of British Columbia, Alberta and Ontario.

s/ "Simon Cheng"

Simon Cheng

Promoter