

A copy of this amended and restated preliminary short form base shelf prospectus has been filed with the securities regulatory authority in each of the provinces of Canada but has not yet become final. Information contained in this amended and restated preliminary short form base shelf prospectus may not be complete and may have to be amended. The securities may not be sold until a receipt for the prospectus is obtained from the securities regulatory authorities.

A copy of this preliminary short form base shelf prospectus has been filed with the securities regulatory authorities in each of the territories of Nunavut, Yukon, and the Northwest Territories but has not yet become final for the purpose of the sale of securities. Information contained in this preliminary short form base shelf prospectus may not be complete and may have to be amended. The securities may not be sold until a receipt for the prospectus is obtained from the securities regulatory authorities.

This amended and restated preliminary short form base shelf prospectus and preliminary short form base shelf prospectus has been filed under legislation in each of the provinces and territories of Canada that permits certain information about these securities to be determined after this prospectus has become final and that permits the omission from this prospectus of that information. The legislation requires the delivery to purchasers of a prospectus supplement containing the omitted information within a specified period of time after agreeing to purchase any of these securities except in cases where an exemption from such delivery requirement has been obtained or is otherwise available.

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This amended and restated preliminary short form base shelf prospectus and preliminary short form base shelf prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities.

Information has been incorporated by reference in this amended and restated preliminary short form base shelf prospectus and preliminary short form base shelf prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the legal department of Perk Labs Inc. at Suite 1755, 555 Burrard Street Vancouver, BC Canada V7X 1M9, Telephone 855-288-6044, and are also available electronically at www.sedar.com.

AMENDED AND RESTATED PRELIMINARY SHORT FORM BASE SHELF PROSPECTUS IN EACH OF THE PROVINCES OF CANADA

(amending and restating the preliminary prospectus dated June 10, 2020) AND PRELIMINARY PROSPECTUS IN THE TERRITORIES OF NUNAVUT, YUKON, AND THE NORTHWEST TERRITORIES

New Issue

July 13, 2020



PERK LABS INC.

\$30,000,000

COMMON SHARES

DEBT SECURITIES

SUBSCRIPTION RECEIPTS

WARRANTS

UNITS

Perk Labs Inc. (the “**Company**” or “**Perk Labs**”) may from time to time offer and issue the following securities: (a) common shares in the capital of the Company (“**Common Shares**”); (b) debentures, notes or other evidence of indebtedness of any kind, nature or description and which may be issuable in series (collectively, “**Debt Securities**”); (c) subscription receipts of the Company exchangeable for Common Shares and/or other securities of the Company

("Subscription Receipts"); (d) warrants exercisable to acquire Common Shares and/or other securities of the Company ("Warrants"); and (e) securities comprised of more than one of Common Shares, Debt Securities, Subscription Receipts and/or Warrants offered together as a unit ("Units"); or any combination thereof, up to an aggregate offering price of \$30,000,000 (or the equivalent thereof, at the date of issue, in any other currency or currencies, as the case may be) at any time during the 25-month period that this amended and restated preliminary short form base shelf prospectus and preliminary short form base shelf prospectus (including any amendments hereto, the "Prospectus") remains valid. The Common Shares, Debt Securities, Subscription Receipts, Warrants and Units are referred to in this Prospectus as the "Securities". The Securities may be offered separately or together, in amounts, at prices and on terms to be determined based on market conditions at the time of the sale and set out in an accompanying prospectus supplement (each, a "Prospectus Supplement").

The specific terms of any offering of Securities will be set forth in a Prospectus Supplement and may include, without limitation, where applicable: (i) in the case of Common Shares, the number of Common Shares offered, the offering price (or the manner of determination thereof if offered on a non-fixed price basis, including sales in transactions that are deemed to be "at-the-market distributions" as defined in National Instrument 44-102 – *Shelf Distributions* ("NI 44-102")) and any other specific terms; (ii) in the case of Debt Securities, the specific designation, aggregate principal amount, currency or currency unit for the Debt Securities, maturity, interest rate (which may be fixed or variable) and time of payment of interest, authorized denominations, covenants, events of default, any terms for redemption, any terms for sinking fund payments, any exchange or conversion provisions, the initial offering price (or the manner of determination thereof if offered on a non-fixed price basis), any terms for subordination of the Debt Securities to other indebtedness, whether the Debt Securities will be secured by any assets or guaranteed by any subsidiaries of the Company and any other specific terms; (iii) in the case of Subscription Receipts, the number of Subscription Receipts being offered, the offering price (or the manner of determination thereof if offered on a non-fixed price basis), the terms, conditions and procedures for the exchange or conversion of the Subscription Receipts for or into Common Shares and/or other Securities and any other specific terms; (iv) in the case of Warrants, the number of Common Shares and/or other Securities issuable upon exercise thereof, the exercise price and exercise period and the terms of any provisions allowing or providing for adjustments in the exercise price or the number of Securities issuable upon exercise thereof; and (v) in the case of Units, the designation, number and terms of the Common Shares, Debt Securities, Subscription Receipts or Warrants comprising the Units. A Prospectus Supplement may include specific variable terms pertaining to the Securities that are not within the alternatives and parameters described in this Prospectus.

All shelf information permitted under applicable securities laws to be omitted from this Prospectus will be contained in one or more Prospectus Supplements that will be delivered to purchasers together with this Prospectus to the extent required by applicable securities laws (except where an exemption from such delivery requirement has been obtained). Each Prospectus Supplement will be incorporated by reference into this Prospectus for the purposes of securities legislation as of the date of the Prospectus Supplement and only for the purposes of the distribution of the Securities to which the Prospectus Supplement pertains. Purchasers should read this Prospectus and any applicable Prospectus Supplement carefully before they invest in any Securities issued pursuant to this Prospectus.

Any offering of Debt Securities, Subscription Receipts, Warrants or Units will be a new issue of securities with no established trading market. Unless otherwise specified in the applicable Prospectus Supplement, Debt Securities, Subscription Receipts, Warrants and Units will not be listed on any securities exchange and there is no market through which the Debt Securities, Subscription Receipts, Warrants or Units may be sold and purchasers may not be able to resell such Securities purchased under this Prospectus. This may affect the pricing of such Securities in the secondary market, the transparency and availability of trading prices, the liquidity of such Securities, and the extent of issuer regulation. Prospective investors should review the risk factors in the Prospectus Supplement to be issued in relation to any particular offering of Debt Securities, Subscription Receipts, Warrants or Units. See "Risk Factors".

The Company may offer and sell Securities to or through underwriters or dealers purchasing as principals, and may also sell Securities directly to one or more purchasers or through dealers acting as agents. The Prospectus Supplement relating to a particular offering of Securities will identify each underwriter, dealer or agent, as the case

may be, engaged in connection with the offering and sale of Securities, and will set forth the terms of the offering of such Securities, including the method of distribution of such Securities, the proceeds to the Company and any fees, discounts or other compensation payable to underwriters, dealers or agents and any other material terms of the plan of distribution.

The sale of Common Shares may be effected from time to time in one or more transactions at non-fixed prices pursuant to transactions that are deemed to be “at the-market distributions” as defined in NI 44-102, including sales made directly on the CSE or other existing trading markets for the Common Shares, and as set forth in a Prospectus Supplement for such purpose. See “*Plan of Distribution*”.

Unless otherwise specified in the relevant Prospectus Supplement, in connection with any offering of Securities, other than an “at-the-market distribution”, the underwriters, dealers or agents who participate in the distribution of Securities may over-allot or effect transactions which stabilize or maintain the market price of the Securities at a higher level than that which might exist in the open market. Such transactions may be commenced, interrupted or discontinued at any time. No underwriter of an at-the-market distribution, and no person or company acting jointly or in concert with an underwriter, may, in connection with the distribution, enter into any transaction that is intended to stabilize or maintain the market price of the Securities or securities of the same class as the Securities distributed under this Prospectus, including selling an aggregate number or principal amount of Securities that would result in the underwriter creating an over-allocation position in the Securities. See “*Plan of Distribution*”.

The Company’s head office and registered and records office is located at Suite 1755, 555 Burrard Street Vancouver, BC Canada V7X 1M9 Telephone 855-288-6044.

The Common Shares are listed on the Canadian Securities Exchange (the “CSE”) under the symbol “PERK”, are quoted on the OTCQB under the symbol “PKLBF” and on the Frankfurt Stock Exchange under the symbol “PKLB”. On July 10, 2020, the last trading day of the Common Shares on the CSE prior to the date of this Prospectus, the closing price of the Common Shares on the CSE was \$0.075. On July 10, 2020 the last trading day of the Common Shares on the OTCQB and Frankfurt Stock Exchange prior to the date of this Prospectus, the closing price of the Common Shares on the OTCQB was US\$0.0639 and the closing price of the Common Shares on the Frankfurt Stock Exchange was €0.0410.

There are certain significant risks inherent in an investment in the Securities and in the Company’s activities. The risks outlined in this Prospectus and in the documents incorporated by reference herein, including the applicable Prospectus Supplement, should be actively reviewed and considered by prospective investors in connection with any investment in the Securities. Prospective investors should carefully consider these risk factors before purchasing Securities. See “Risk Factors”.

Prospective investors should be aware that the acquisition and disposition of the Securities described herein may have tax consequences, which may not be fully described in this Prospectus or in any Prospectus Supplement. Prospective investors should read any tax discussion contained in the applicable Prospectus Supplement with respect to a particular offering of Securities and consult with an independent tax advisor.

No underwriter, agent or dealer has been involved in the preparation of this Prospectus or performed any review of the contents of this Prospectus.

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ABOUT THIS PROSPECTUS

You should rely only on the information contained in or incorporated by reference into this Prospectus and any applicable Prospectus Supplement. Perk Labs has not authorized anyone to provide you with different information. Perk Labs is not making an offer of the Securities in any jurisdiction where the offer is not permitted. You should bear in mind that although the information contained in this Prospectus and any Prospectus Supplement is accurate as of the date on the front of such documents, such information may also be amended, supplemented or updated by the subsequent filing of additional documents deemed by law to be or otherwise incorporated by reference into this Prospectus, or any applicable Prospectus Supplement, and by any subsequently filed prospectus amendments.

This Prospectus provides a general description of the Securities that the Company may offer. Each time the Company sells Securities under this Prospectus, it will provide you with a Prospectus Supplement that will contain specific information about the terms of that offering, except to the extent permitted by law. A Prospectus Supplement may also add, update or change information contained in this Prospectus. Before investing in any Securities, you should read both this Prospectus and any applicable Prospectus Supplement together with additional information described below under “Documents Incorporated by Reference”.

Unless stated otherwise or if the context otherwise requires, all references to dollar amounts in this Prospectus and any Prospectus Supplement are references to Canadian dollars. References to “US\$” are to U.S. dollars. References to “€” are to the Euro. The Company’s financial statements that are incorporated by reference into this Prospectus and any Prospectus Supplement have been prepared in accordance with IFRS.

Unless the context otherwise requires, references in this Prospectus and any Prospectus Supplement to “Perk Labs”, the “Company”, “we”, “us” or “our” includes Perk Labs Inc. and each of its material subsidiaries.

Market data and certain industry forecasts used in this Prospectus or any applicable Prospectus Supplement and the documents incorporated by reference herein or therein were obtained from market research, publicly available information and industry publications. We believe that these sources are generally reliable, but the accuracy and completeness of the information is not guaranteed. We have not independently verified this information and do not make any representation as to the accuracy of this information.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Statements in this Prospectus and the documents incorporated by reference herein which are not current statements or historical facts constitute “forward-looking information” within the meaning of applicable Canadian securities laws (collectively, “**forward-looking statements**”). These statements involve known and unknown risks, uncertainties and other important factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. In some cases, you can identify forward-looking statements by terms such as “may,” “will,” “should,” “expect,” “plan,” “aim,” “anticipate,” “could,” “intend,” “target,” “project,” “contemplate,” “believe,” “estimate,” “predict,” “potential” or “continue” or the negative of these terms or other similar expressions. All statements other than statements of historical facts contained in this Prospectus and the documents incorporated by reference herein are forward-looking statements, including, but not limited to, statements regarding our future results of operations and financial position, business strategy, prospective products, product approvals, research and development costs, timing and likelihood of success, plans and objectives of management for future operations, future results of current and anticipated products, the future issuance of Common Shares, Debt Securities, Subscription Receipts, Warrants and Units and the terms, conditions and amount thereof, the creation and content of any future Prospectus Supplements, the lack of an established trading market for the Debt Securities, Subscription Receipts, Warrants and Units and the consequences thereof, the use of proceeds from any future issuance of Securities, including the potential use of proceeds to fund negative cash flow for the 2020 fiscal year and future financial years; the plan of distribution during the 25-month period that this Prospectus remains valid; compensation payable to underwriters, dealers or agents in connection with the sale of Securities; that our latest

innovation will give our merchants access to advanced data analytics; that Perk Hero App (as defined below) merchants will be better positioned to benefit from a massive, new base of Alipay (the world's largest mobile payment platform) users who represent increased foot traffic, spending power and revenue; that the Company will harmonize its QR codes to enable Alipay payment at Perk Hero App merchants; that the Company will launch a delivery feature that will provide restaurants with the ability to offer their own delivery in their desired surrounding area while rewarding their customers for their patronage and engagement; that we will continue to file additional patent applications; expectations regarding the total revenue of the global mobile payments market; that our products will be suited for individuals, businesses and online merchants; that increasing usage of our app, combined with new features, will deliver a growing stream of monthly revenue from merchants through a tiered Software-as-a-Service (SaaS) subscription model; the impact of the COVID-19 pandemic on the restaurant industry and restaurants that rely on revenue generated by in-restaurant dining, and the operations of the Company and the Company's customers; the reduction in revenue from in-restaurant dining transactions; the Company's investment in improvements to its offerings for mobile ordering and contact fee payments, the expansion into new verticals as other types of business adopt contactless payments; the intention to increase investments in programs designed to drive more business to merchant partners; the belief that there is an opportunity for the Company to support restaurants and other small businesses with digital tools that will help business recover and prosper in a post-COVID-19 environment; the duration and severity of the economic impact of COVID-19 to users and merchant partners and the ultimate impact on the Company's operations and liquidity; the significant disruption of global financial markets by COVID-19; that the Company's brand appeals to the optimal target demographic; that the Company will improve its capacity for monetization; that the Company will become the dominant mobile-first digital loyalty platform in North America; the Company's plan to expand across North America in a phased approach; the expected mobile payment volumes in the U.S.; the estimated size of the mobile order-ahead market; that the Perk Hero App will move into the delivery order market space; estimated Canadian online food delivery market; the potential to establish new verticals of revenue and increase customer retention with a singular payment platform; the need for "contact free" payments in multiple verticals including dental clinics, medical professionals, retail stores and health and beauty; the effectiveness and efficiency of our advertising and promotional activities; volatility in the market price of the Common Shares; the continued popularity of current mobile payment models; our ability to retain and attract users of our services; our intention not to pay dividends or distributions; claims, lawsuits and other legal proceedings and challenges; competitive conditions in the mobile payments industry; our prioritization of product innovation and user experience over short-term operating results; that Converge MobiSolutions Inc. will focus on marketing and selling technology to certain types of merchants and will target certain geographies; that the Company's acquisition of new technology will allow it to improve its offering to consumers and merchants; that the Company will grow its current distribution network; that the Company will continue to pursue in-dining restaurants, and will expand to new verticals; that the Company will continue to develop the Perk Hero App and introduce new features; that we will increase the number of merchants and users using the Perk Hero App; that the Company will use data, technology, and inbound selling to ramp up sales and revenue generation; that the Company will offer a 'Perk Hero for Businesses' white label enterprise solution (the "**White Label Solution**") to chains that can be branded and customized under their respective names; that the Company will sign enterprise accounts for the White Label Solution, which the Company expects will be available by the end of May, 2020; the belief that our innovative all-in-one mobile ordering, contactless payments and loyalty rewards app enables us to operate more efficiently, with more competitive rates and higher customer satisfaction than our competitors; the belief that the gamification aspects of our product, the strong brand we are developing based on high quality content designed to resonate with our target market of Gen Z and millennials, and that our talented and diverse team will provide us with significant competitive advantages over current and future competitors; the anticipated relative increase, in metropolitan markets, in diner transactions from May to August and a decrease in the month of January; the potential benefit from increased order volumes in campus markets when school is in session and the potential decrease in order volumes when school is not in session (during summer breaks and other vacation periods); that the Company will generate revenue from a combination of various fees; that the Company will employ growth strategies and tactics to increase merchant and user adoption, including in-app strategies, online and print advertising, events, guerilla marketing, and partnerships to access new distribution channels; that the Company will gain loyalty and support from merchants and users by meeting and exceeding their expectations through in-app experiences and customer service; the estimated market for customer loyalty; that the Company will move further into the customer loyalty market; that the Company's marketing and branding efforts toward user adoption will be targeted at the Gen Z and

Millennial demographics who are the largest app adopters and consumer spending groups; our alertness to partnership, joint ventures, and acquisition opportunities; that the Company will expand beyond mobile payments to include customer loyalty, engagement, and personalized marketing; that the Company will build an exceptional and world-class brand with a focus on high quality content; that we will work to improve our relationship with our merchants and users; that the Company will acquire small and medium chain restaurants in need of a digital loyalty program as part of its expansion plans; that the Company will focus its expansion plans on the following markets: Edmonton, Seattle, Portland, Las Vegas, Los Angeles, and the Canadian and U.S. east coast; expectations regarding the acquisition of patents; and the market for mobile and contactless payments, are forward-looking statements.

Forward-looking information is not a guarantee of future performance and is based upon a number of estimates and assumptions of management in light of management's experience and perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances, including, without limitation, assumptions about:

- possible events, conditions or financial performance that is based on assumptions about future economic conditions and courses of action;
- the Company's development plans and timeframe for completion of such plans;
- general economic, financial market, regulatory and political conditions in which the Company operates;
- general demand and consumer interest in the Company's products;
- competition;
- anticipated and unanticipated costs;
- the ability of the Company to generate cash flow from operations and obtain necessary financing on acceptable terms;
- the ability of the Company to continue as a going concern;
- government regulation of the Company's activities and products;
- the timely receipt of any required regulatory approvals;
- the ability of the Company to obtain qualified staff, equipment and services in a timely and cost-efficient manner; and
- the ability of the Company to conduct operations in a safe, efficient and effective manner.

While the Company considers these assumptions to be reasonable, the assumptions are inherently subject to significant business, social, economic, political, regulatory, competitive and other risks and uncertainties, contingencies and other factors that could cause actual actions, events, conditions, results, performance or achievements to be materially different from those projected in the forward-looking information. Many assumptions are based on factors and events that are not within the control of the Company and there is no assurance they will prove to be correct.

The forward-looking statements are made only as of the date of this Prospectus and are subject to a number of risks and uncertainties described in this Prospectus and in the documents incorporated by reference herein, and in particular under the section entitled "Risk Factors" in the AIF (as defined below) available under the Company's profile at www.sedar.com. Factors that could cause our actual results to differ from the forward-looking statements include:

- plans regarding our revenue, expenses and operations;
- our anticipated cash needs, our need for additional financing and ability to raise additional funds;
- the Company's ability to continue as a going concern;
- the duration and impact of COVID-19 on our business plans, objectives and expected operating results;
- our ability to protect, maintain and enforce intellectual property rights;
- plans for and timing of expansion of solutions and services;
- future growth plans and the ability to meet our business objectives;
- the acceptance by customers and the marketplace of new technologies and solutions;
- our ability to attract new customers and develop and maintain existing customers;

- our ability to attract and retain personnel;
- expectations with respect to advancement and adoption of new technologies;
- our competitive position and expectations regarding competition;
- anticipated trends and challenges in our business and the markets in which we operate;
- our ability to respond to technological developments;
- the possibility that we will be required to pay out a significant amount of chargebacks;
- our reliance on third party processors and service providers;
- adverse change in the conditions of the restaurant industry;
- the strengthening or weakening of the Canadian dollar versus foreign currencies;
- our reliance on banks and other payment processors;
- our ability to adapt our technology with an increase in customer traffic;
- the development and maintenance of the Internet infrastructure;
- damage or failure of our information technology and communications systems;
- undetected errors or “bugs”;
- the adoption of laws or regulations affecting the use of the internet as a commercial medium;
- failure or perceived failure to comply with privacy laws;
- cybersecurity risk;
- intellectual property claims with or without merit;
- fraud;
- the effectiveness and efficiency of advertising and promotional activities;
- our ability to maintain and promote our brand;
- our ability to continue to provide useful, reliable and innovative services;
- change in the payment preferences of consumers;
- our ability to comply with existing or potential reporting and record-keeping obligations;
- the possibility that we will be required to pay taxes on transaction processing;
- the possibility of changes to payment card networks, or bank fees or practices;
- our ability to maintain our pricing model and operating budget;
- our ability to generate cash flow for our financial obligations;
- the possibility that we will be subject to liabilities for which we do not carry insurance;
- the possibility of conflicts of interests involving our directors or officers;
- the market price for Common Shares may be subject to wide fluctuations; and
- the speculative nature of investments in the Common Shares.

Because forward-looking statements are subject to inherent risks and uncertainties, some of which cannot be predicted or quantified and some of which are beyond our control, you should not rely on these forward-looking statements as predictions of future events. The events and circumstances reflected in our forward-looking statements may not be achieved or occur and actual results could differ materially from those projected in the forward-looking statements. Moreover, the Company operates in a dynamic industry and economy. New risk factors and uncertainties may emerge from time to time, and it is not possible for management to predict all risk factors and uncertainties that we may face. Except as required by applicable law, we do not plan to publicly update or revise any forward-looking statements contained herein, whether as a result of any new information, future events, changed circumstances or otherwise.

DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference in this Prospectus from documents filed with securities regulatory authorities or similar authorities in Canada (the “Commissions”). Copies of the documents incorporated herein by reference may be obtained on request without charge from the Corporate Secretary of Perk Labs at Suite 1755, 555 Burrard Street Vancouver, BC Canada V7X 1M9, Telephone 855-288-6044 and are also available under

the Company's profile on the System for Electronic Document Analysis and Retrieval ("**SEDAR**") which can be accessed at www.sedar.com.

The following documents of the Company, which have been filed with the Commissions in each of the provinces and territories of Canada, are specifically incorporated by reference into, and form an integral part of, this Prospectus:

- a) the annual information form of the Company dated May 7, 2020 for the year ended November 30, 2019 (the "**AIF**");
- b) the annual audited consolidated financial statements of the Company for the year ended November 30, 2019 (the "**Annual Financial Statements**"), together with the notes thereto and the auditors' report thereon dated March 30, 2020;
- c) the management's discussion and analysis of financial results related to the Annual Financial Statements;
- d) the unaudited condensed interim consolidated financial statements of the Company for the three months ended February 29, 2020 and related notes thereto (the "**Interim Financial Statements**");
- e) the management's discussion and analysis of financial results related to the Interim Financial Statements;
- f) the management information circular dated May 8, 2020 in connection with the annual and special meeting of shareholders to be held on June 10, 2020;
- g) the material change report dated February 19, 2020 in respect of the name change to Perk Labs Inc.;
- h) the amended and restated material change report dated February 6, 2020 in respect of the closing of a non-brokered private placement;
- i) the material change report dated February 3, 2020 in respect of the closing of a non-brokered private placement; and
- j) the material change report dated December 23, 2019 in respect of the appointment of a new chief executive officer.

Any documents of the type required by National Instrument 44-101 – *Short Form Prospectus Distributions* ("**NI 44-101**") to be incorporated by reference in a short form prospectus, including any annual information form, material change reports (excluding confidential material change reports), any interim and annual consolidated financial statements and related management discussion and analysis, information circulars (excluding those portions that, pursuant to NI 44-101, are not required to be incorporated by reference herein), any business acquisition reports, any news releases or public communications containing financial information about the Company for a financial period more recent than the periods for which financial statements are incorporated herein by reference, and any other disclosure documents required to be filed pursuant to an undertaking to a provincial or territorial securities regulatory authority that are filed by the Company with the Commissions after the date of this Prospectus and prior to the termination of the offering under any Prospectus Supplement, shall be deemed to be incorporated by reference in this Prospectus.

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

A Prospectus Supplement containing the specific terms of an offering of Securities, disclosure of earnings coverage ratios, if applicable, and other information relating to the Securities, will be delivered to prospective purchasers of such Securities together with this Prospectus (except in cases where an exemption from such delivery requirement

has been obtained) and will be deemed to be incorporated into this Prospectus as of the date of such Prospectus Supplement only for the purpose of the offering of securities covered by that Prospectus Supplement.

Any “template version” of any “marketing materials” (as such terms are defined in National Instrument 41-101 – *General Prospectus Requirements* (“**NI 41-101**”)) pertaining to a distribution of Securities will be filed under the Company’s profile on SEDAR at www.sedar.com. In the event that such marketing materials are filed subsequent to the date of filing of the applicable Prospectus Supplement pertaining to the distribution of the Securities to which such marketing materials relates and prior to the termination of such distribution, such filed versions of the marketing materials will be deemed to be incorporated by reference into this Prospectus for purposes of future offers and sales of Securities hereunder.

Upon a new annual information form and the related audited annual financial statements and management’s discussion and analysis being filed by the Company with, and, where required, accepted by, the Commissions during the currency of this Prospectus, the previous annual information form, the previous audited annual financial statements and related management’s discussion and analysis, and all interim financial statements and related management’s discussion and analysis, material change reports and business acquisition reports filed prior to the commencement of the Company’s financial year in which the new annual information form and the related annual financial statements and management’s discussion and analysis are filed shall be deemed no longer to be incorporated by reference into this Prospectus for purposes of further offers and sales of Securities hereunder. Upon new interim financial statements and related management’s discussion and analysis being filed by us with the Commissions during the currency of this Prospectus, all interim financial statements and related management’s discussion and analysis filed prior to the new interim consolidated financial statements and related management’s discussion and analysis shall be deemed no longer to be incorporated by reference into this Prospectus for purposes of future offers and sales of Securities hereunder. Upon a new information circular relating to an annual general meeting of holders of Common Shares of the Company being filed by us with the Commissions during the currency of this Prospectus, the information circular for the preceding annual general meeting of holders of Common Shares shall be deemed no longer to be incorporated by reference into this Prospectus for purposes of future offers and sales of Securities hereunder.

SUMMARY DESCRIPTION OF BUSINESS

Perk Labs is the owner of Perk Hero, the all-in-one mobile ordering, contact-free payments and loyalty app (the “**Perk Hero App**”). The Perk Hero App’s all-in-one fast, frictionless mobile ordering, payments and rewards platform promotes customer loyalty by offering rewards, engaging in-app experiences and other incentives. It allows customers to earn coins every time they pay, and to earn experience points to level up and increase their reward earning power. At the same time, merchants get real time transactional data and access to tools to drive customer loyalty and increase revenue.

Perk Hero Technology

The Perk Hero App is built on a new and advanced technology stack using an Amazon Web Service (AWS) non-relational database and React Native mobile application framework. While it includes some of the best features of our previous app, Glance Pay, such as the ability to make quick secure payments by QR code or paying by photo, it also includes many new advanced features such as:

- Apple Pay integration
- Google Pay integration
- Mobile pre-order
- Powerful, gamified loyalty reward platform allowing users to earn virtual coins as rewards
- All-in-one user and merchant application
- Merchant analytics and dashboard
- Artificial intelligence powered receipt recognition

Perk Hero Security

The Perk Hero App has been engineered with security in mind at all times. The Perk Hero App includes a variety of encryption, antivirus, multi-factor authentication, firewall and patch-management technology to protect and maintain systems and computer hardware across the business. The Company built the Perk Hero App in accordance with best practices of the payment card industry data security standard which was developed to enhance cardholder data security and facilitate the broad adoption of consistent data security measures globally.

Revenue Strategy

The Company plans to generate revenue through the Perk Hero App from a combination of ordering fees, transaction fees, advertising fees, Software-as-a-Service (SaaS) fees, and fees for premium features. For the Company's White Label offering, fees are customized depending on the requirements of the enterprise customer.

RECENT DEVELOPMENTS

Entry into New Verticals

On May 7, 2020, the Company announced that it had formally launched new verticals and unveiled the design of its new contact free payment method for safe-distance payments. There is a tremendous amount of interest in contact free payments from restaurateurs as they prepare to re-open their doors for dine-in following shut downs caused by the COVID-19 pandemic. The Company also sees the need for contact free payments in multiple verticals including dental clinics, medical professionals, retail stores and health and beauty. The initial merchants in these verticals that have signed up to be listed on the Perk Hero App include three dental clinics and a hair salon/barber shop.

For a further description of the business of the Company, see the sections entitled "General Development of the Business" and "Description of the Business" in the AIF.

RISK FACTORS

Investment in the Securities is subject to various risks including those risks inherent to the industries in which the Company operates. Discussions of certain risk factors affecting the Company in connection with the Company's businesses are provided in the Company's disclosure documents filed from time to time with the Commissions which are incorporated by reference in this Prospectus. In particular, see "Risk Factors" in the AIF and "Financial Instruments and Risk Management" in the Company's management discussion and analysis available under the Company's profile on SEDAR at www.sedar.com.

Before making an investment decision, prospective investors should carefully consider the information described in this Prospectus and the documents incorporated by reference herein. There are certain risks inherent in an investment in the Securities, including the factors described under the heading "Risk Factors" in the AIF and any other risk factors described herein or in a document incorporated by reference herein, which investors should carefully consider before investing. Additional risk factors relating to a specific offering of securities will be described in the Prospectus Supplement. Some of the factors described herein, in the documents incorporated by reference herein, and/or the Prospectus Supplement are interrelated and, consequently, investors should treat such risk factors as a whole. If any of the risk factors described herein, in the AIF, in another document incorporated by reference herein or in the Prospectus Supplement occur, it could have a material adverse effect on the business, financial condition and results of operations of the Company. Additional risks and uncertainties of which the Company currently is unaware or that are unknown or that we currently deem to be immaterial could have a material adverse effect on the Company's business, financial condition and results of operation. The Company cannot assure purchasers that it will successfully address any or all of these risks. There is no assurance that any risk

management steps taken will avoid future loss due to the occurrence of the risks described herein, in the AIF, in the other documents incorporated by reference herein or in the Prospectus Supplement or other unforeseen risks.

These risks and uncertainties are not the only ones facing the Company. Additional risks not currently known to the Company, or that the Company currently deems immaterial, may also impair the Company's business and operations. If any such risks actually occur, the Company's business, financial condition and operating results could be materially harmed.

Negative Cash Flow

The Company has a limited history of operations, and no history of earnings, cash flow or profitability. The Company has had negative operating cash flow since the Company's inception, and the Company will continue to have negative operating cash flow for the foreseeable future. No assurance can be given that the Company will ever attain positive cash flow or profitability or that additional funding will be available for operations.

Dividend Risk

The Company has not paid dividends in the past and does not anticipate paying dividends in the near future. The Company expects to retain earnings to finance further growth and, where appropriate, retire debt.

No Market for the Securities

There is currently no trading market for any of the Securities (other than the Common Shares) that may be offered. No assurance can be given that an active or liquid trading market for the Securities will develop or be sustained. If an active or liquid market for the Securities fails to develop or be sustained, the prices at which the Securities trade may be adversely affected. Whether or not the Securities will trade at lower prices depends on many factors, including liquidity of the Securities, prevailing interest rates and the markets for similar securities, general economic conditions and the Company's financial condition, historic financial performance and future prospects.

Market Risk for Securities

There can be no assurance that an active trading market for the Securities will be established and sustained. Upon listing, the market price for the Securities could be subject to wide fluctuations. Factors such as government regulation, interest rates, share price movements of peer companies and competitors, as well as overall market movements, may have a significant impact on the market price of the Securities. The stock market has from time to time experienced extreme price and volume fluctuations, which have often been unrelated to the operating performance of particular companies.

Speculative Nature of Investment Risk

An investment in the Securities carries a high degree of risk and should be considered as a speculative investment. The Company has no history of earnings, limited cash reserves, a limited operating history, has not paid dividends, and is unlikely to pay dividends in the immediate or near future.

Liquidity and Future Financing Risk

The Company will likely operate at a loss until its business becomes established and the Company may require additional financing in order to fund future operations and expansion plans. The Company's ability to secure any required financing to sustain operations will depend in part upon prevailing capital market conditions and business success. There can be no assurance that the Company will be successful in its efforts to secure any additional financing or additional financing on terms satisfactory to management. If additional financing is raised by issuance of additional Common Shares from treasury, control may change and shareholders may suffer dilution. If adequate

funds are not available, or are not available on acceptable terms, the Company may be required to scale back its current business plan or cease operating.

Going-Concern Risk

The Company's financial statements have been prepared on a going-concern basis under which an entity is considered to be able to realize its assets and satisfy its liabilities in the ordinary course of business. The Company's future operations are dependent upon the identification and successful completion of equity or debt financing and the achievement of profitable operations at an indeterminate time in the future. There can be no assurances that the Company will be successful in completing equity or debt financing or in achieving profitability. The Company's financial statements do not give effect to any adjustments relating to the carrying values and classification of assets and liabilities that would be necessary should the Company be unable to continue as a going concern.

Management Experience and Dependence on Key Personnel and Employees

The Company's success is currently largely dependent on the performance of the Company's directors and officers. Certain members of the Company's management team have experience in development of technology, while others have experience in areas including financial management, corporate finance and sales and marketing. The experience of these individuals is a factor which will contribute to the Company's continued success and growth. The Company will initially be relying on board of director (the "**Board**") members, as well as independent consultants, for certain aspects of the Company's business. The amount of time and expertise expended on the Company's affairs by each of the Company's management team and the Company's directors will vary according to the Company's needs. The Company does not intend to acquire any key man insurance policies and there is, therefore, a risk that the death or departure of any member of management, the Board, or any key employee or consultant, could have a material adverse effect on the Company's future. Investors who are not prepared to rely on the Company's management team should not invest in the Securities.

Business Interruption Risks

The Company may be impacted by business interruptions resulting from pandemics and public health emergencies, including those related to the COVID-19 pandemic. An outbreak of infectious disease, a pandemic or a similar public health threat, such as the recent outbreak of the novel coronavirus known as COVID-19, or a fear of any of the foregoing, could adversely impact the Company. It is unknown whether and how the Company may be affected if such an epidemic persists for an extended period of time. The Company may incur expenses or delays relating to such events outside of its control, which could have a material adverse impact on its business, operating results and financial condition.

USE OF PROCEEDS

Unless otherwise indicated in a Prospectus Supplement, the Company currently expects to use the net proceeds from the sale of Securities for investment in sales and marketing initiatives to attract and sign up restaurants to the Perk Hero App, to continue development of the Perk Hero App through a series of build-measure-learn iterations and moving beyond the restaurant vertical, and for general working capital purposes. Any specific allocation of the net proceeds of any offering of Securities to a specific purpose will be determined at the time of the offering and will be described in the relevant Prospectus Supplement.

After refining its marketing and sales strategy in Vancouver, one of the Company's key business objectives and milestones is to expand into the additional markets of Calgary, Edmonton, Seattle, Portland, Las Vegas, Los Angeles, and the Canadian and U.S. east coast. The Company estimates that these sales and marketing initiatives will cost approximately \$27,000,000 to complete over the next 2 years.

The Company also seeks to further develop the Perk Hero App to include delivery, refer-a-friend, API integrations with cloud-based POS systems and other platforms, improved merchant data analytics, AI-powered recommendation engine, enhanced game-design, and virtual assistant. The Company estimates that these development updates will cost approximately \$30,000,000 to complete over the next 2 years.

The Company had negative operating cash flow in its most recently completed financial period and therefore anticipates that a portion of the net proceeds from any offering of Securities also may potentially be used to fund negative operating cash flow for the 2020 fiscal year and for future financial years. Any specific allocation of the net proceeds of any offering of Securities to a specific purpose will be determined at the time of the offering and will be described in the relevant Prospectus Supplement. See “Risk Factors”.

All expenses relating to an offering of Securities and any compensation paid to underwriters, dealers or agents, as the case may be, will be paid out of the proceeds from the sale of the Securities, unless otherwise stated in the applicable Prospectus Supplement.

COVID-19

In March 2020, the World Health Organization declared the COVID-19 outbreak a global pandemic. Over the past few months, the Company has been monitoring the impact of the COVID-19 pandemic on our business, our industry and the broader economy. The pandemic has impacted and could further impact our operations and the operations of our customers, largely due to stay-at-home orders and restrictions on in-restaurant dining, which have contributed to changes in diner behavior. The COVID-19 pandemic has disproportionately impacted the restaurant industry and specifically restaurants that rely on revenue generated by in-restaurant dining. With restrictions on dining in, many restaurants have limited their operations solely to takeout and delivery, while others have decided to pause or cease operations or drastically cut costs. Historically, a significant percentage of the Company’s operating revenue was generated from transaction fees on in-restaurant dining transactions. As a result of the restrictions on in-restaurant dining, we experienced reduced revenues and we may continue to see a reduction in revenue from in-restaurant dining transactions if these conditions continue into future periods.

In response to the decrease in in-restaurant dining transactions, the Company has invested in improvements to its offerings for mobile ordering and contact free payments. As a result of the dine-in restrictions, new users and new restaurants have joined our platform as a way to experience pre-order and pick-up and self-managed delivery. Further we have expanded into new verticals as other types of business have seen a need to adopt contactless payments such as payment by quick response codes or payment by taking a photo of a bill as a better way to serve their customers and provide a safe environment for their employees.

The sustainability and growth of our merchant and user network remains paramount, and therefore, the Company intends to increase its investment in programs designed to drive more business to our merchant partners including promotions, reduced fees and product improvements. We also believe there is an opportunity for our Company to support restaurants and other small businesses with the digital tools such as mobile ordering, contact free payment and digital loyalty that will help small businesses recover and prosper in the post-COVID-19 environment. In order to bring these tools to small businesses the Company will need to invest in its sales and marketing efforts and expand into new geographic areas. We believe that the Company will emerge from these events well positioned for long-term growth, however, the Company cannot reasonably estimate the duration or severity of the economic impact to our users and merchant partners caused by the restrictions on daily life to curb the spread of COVID-19, or the ultimate impact on the Company’s operations and liquidity. Conditions may worsen further as governments and businesses continue to take actions to respond to the risks of the COVID-19 pandemic or if there is a second wave of the COVID-19 pandemic. The pandemic has resulted in, and may continue to result in, significant disruption of global financial markets, which could reduce our ability to access capital and could negatively impact our liquidity in the future

PRIOR SALES

Information regarding prior sales of Securities will be provided as required in a Prospectus Supplement with respect to the issuance of Securities pursuant to such Prospectus Supplement.

TRADING PRICE AND VOLUME

The Common Shares are listed on the CSE under the symbol "PERK". The trading price and volume of the Common Shares will be provided, as required, in each applicable Prospectus Supplement.

DIVIDEND POLICY

The Company has not declared or paid any dividends on its Common Shares since the date of formation. Any decision to pay dividends on Common Shares in the future will be made by the Board on the basis of the earnings, financial requirements, applicable corporate law requirements and other conditions existing at such time.

EARNINGS COVERAGE RATIO

Earnings coverage ratios will be provided as required in the applicable Prospectus Supplement with respect to the issuance of Debt Securities pursuant to this Prospectus.

CONSOLIDATED CAPITALIZATION

Other than as described in this Prospectus, there have been no material changes in the Company's capital structure on a consolidated basis since the date of the Interim Financial Statements. As of July 10, 2020, the Company has 141,710,289 Common Shares issued and outstanding.

DESCRIPTION OF SHARE CAPITAL

Authorized Capital

The Company's authorized capital consists of an unlimited number of Common Shares without par value.

Common Shares

All of the Common Shares are of the same class and rank equally as to dividends, voting powers and participation in assets and in all other respects, on liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, or any other distribution of the assets of the Company among its shareholders for the purpose of winding up its affairs after the Company has paid out its liabilities. The Common Shares are not subject to call or assessment by the Company nor are there any pre-emptive, conversion, exchange, redemption or retraction rights attaching to the Common Shares. All registered shareholders are entitled to receive a notice of any general meeting of shareholders to be convened by the Company. At any general meeting, subject to the restrictions on joint registered owners of Common Shares, on a show of hands every shareholder who is present in person and entitled to vote has one vote and on a poll, every shareholder has one vote for each common share of which he, she or it is the registered owner and may exercise such vote either in person or by proxy.

DESCRIPTION OF SECURITIES OFFERED UNDER THIS PROSPECTUS

The Company may offer Common Shares, Debt Securities, Subscription Receipts, Warrants and Units with a total value of up to \$30,000,000 (or the equivalent in other currencies) from time to time under this Prospectus, together with any applicable Prospectus Supplement, at prices and on terms to be determined by market conditions at the time of offering. The following description of Securities, and any descriptions of Securities in an applicable Prospectus Supplement, do not purport to be complete and are subject to and are qualified in their entirety by

reference to, as applicable, the articles, agreements, indentures, agency arrangements, collateral arrangements and depositary arrangements relating to such Securities. Each time the Company offers Securities, the specific amounts, prices and other important terms of the Securities will be described in the applicable Prospectus Supplement, including, to the extent applicable:

- designation or classification;
- aggregate offering price;
- original issue discount, if any;
- redemption, conversion or exchange terms, if any;
- conversion or exchange prices, if any, and, if applicable, any provisions for changes to or adjustments in the conversion or exchange prices and in the securities or other property receivable upon conversion or exchange;
- restrictive covenants, if any; and
- voting or other rights, if any.

A Prospectus Supplement may also add, update or change information contained in this Prospectus or in documents the Company has incorporated by reference. However, no Prospectus Supplement will offer a security that is not described in this Prospectus.

Description of Common Shares

The Company may offer Common Shares, which the Company may issue independently or together with Warrants, Subscription Receipts or Debt Securities, and the Common Shares may be separate from or attached to such securities. See *"Description of Share Capital – Common Shares"*.

Description of Debt Securities

The following sets forth certain general terms and provisions of the Debt Securities. The particular terms and provisions of the Debt Securities offered pursuant to any accompanying Prospectus Supplement, and the extent to which the general terms and provisions described below may apply to such Debt Securities, will be described in such Prospectus Supplement.

The Debt Securities will be issued under one or more indentures, in each case between the Company and a trustee determined by the Company in accordance with applicable laws. A copy of any such trust indenture will be available on SEDAR at www.sedar.com.

The Debt Securities will be direct obligations of the Company and may be guaranteed by one or more subsidiaries of the Company. The Debt Securities may be senior or subordinated indebtedness of the Company and may be secured or unsecured, all as will be described in the relevant Prospectus Supplement.

The Prospectus Supplement relating to any Debt Securities being offered will include specific terms relating to the offering. These terms will include some or all of the following:

- the designation of the Debt Securities;
- any limit upon the aggregate principal amount of the Debt Securities;
- the date or dates on which the principal and any premium of the series of the Debt Securities is payable;
- the rate or rates at which the series of the Debt Securities shall bear interest, if any, the date or dates from which such interest shall accrue, on which such interest shall be payable and on which a record, if any, shall be taken for the determination of holders to whom such interest shall be payable and/or the method or methods by which such rate or rates or date or dates shall be determined;
- the authorized denominations of the Debt Securities;
- the right, if any, of the Company to redeem the series of the Debt Securities, in whole or in part, at its option and the period or periods within which, the price or prices at which and any terms and conditions upon which, the series of the Debt Securities may be so redeemed, pursuant to any sinking fund or otherwise;

- the obligation, if any, of the Company to redeem, purchase or repay the series of the Debt Securities pursuant to any mandatory redemption, sinking fund or analogous provisions or at the option of a holder thereof and the price or prices at which, the period or periods within which, the date or dates on which, and any terms and conditions upon which, the series of the Debt Securities shall be redeemed, purchased or repaid, in whole or in part, pursuant to such obligations;
- whether and under what circumstances the series of the Debt Securities will be convertible into or exchangeable for securities of the Company;
- any terms for subordination of the Debt Securities;
- whether the Debt Securities will be secured by any assets or guaranteed by any subsidiaries of the Company;
- any events of default or covenants with respect to the Debt Securities;
- the currency or currencies in which the series of the Debt Securities are issuable;
- any trustees, depositaries, authenticating or paying agents, transfer agents or registrars or any other agent with respect to the series of the Debt Securities; and
- any other material terms and conditions of the series of the Debt Securities.

If any Debt Securities being offered will be guaranteed by one or more subsidiaries of the Company, (a) the Prospectus Supplement relating to such offering will include the credit supporter disclosure about the guarantors required by section 12.1 of Form 44-101F1 or, if applicable, will disclose that the Company is relying on an exemption in item 13 of Form 44-101F1 from providing such credit supporter disclosure, (b) the Company will file with the Prospectus Supplement relating to such offering any undertaking in respect of credit supporter disclosure required by paragraph 4.2(a)(ix) of NI 44-101, which undertaking may be to provide disclosure in respect of the Company and its subsidiaries similar to the disclosure required under section 12.1 of Form 44-101F1, and (c) the related credit supporter will sign a certificate to the Prospectus Supplement as required by section 5.12 of NI 41-101.

Description of Subscription Receipts

The following sets forth certain general terms and provisions of the Subscription Receipts. The Prospectus Supplement relating to any Subscription Receipts offered will include specific terms and provisions of the Subscription Receipts being offered thereby, and the extent to which the general terms and provisions described below may apply to them.

Subscription Receipts will be exchangeable, for no additional consideration, into Common Shares, Debt Securities, Warrants or Units upon the satisfaction of certain conditions. The Subscription Receipts will be issued under one or more subscription receipt agreements, in each case between the Company and a subscription receipt agent determined by the Company. A copy of any such subscription receipt agreement will be available on SEDAR at www.sedar.com. Subscription Receipts may be offered separately or together with Common Shares, Debt Securities, Warrants or Units.

The particular terms and provisions of Subscription Receipts offered by this Prospectus will be described in the Prospectus Supplement filed in respect of such Subscription Receipts. This description will include some or all of the following:

- the aggregate number of Subscription Receipts offered;
- the price at which the Subscription Receipts will be offered;
- the terms, conditions and procedures for the conversion of the Subscription Receipts into other Securities;
- the dates or periods during which the Subscription Receipts are convertible into other Securities;
- the designation, number and terms of the other Securities that may be exchanged upon conversion of each Subscription Receipt;
- the designation, number and terms of any other Securities with which the Subscription Receipts will be offered, if any, and the number of Subscription Receipts that will be offered with each Security;
- whether such Subscription Receipts are to be issued in registered form, “book-entry only” form, bearer form or in the form of temporary or permanent global securities and the basis of exchange, transfer and ownership thereof;

- terms applicable to the gross or net proceeds from the sale of the Subscription Receipts plus any interest earned thereon;
- certain material Canadian tax consequences of owning the Subscription Receipts; and
- any other material terms and conditions of the Subscription Receipts.

Prior to the exchange of their Subscription Receipts, holders of Subscription Receipts will not have any of the rights of holders of the Securities to be received on the exchange of the Subscription Receipts.

Description of Warrants

The following sets forth certain general terms and provisions of the Warrants. The Prospectus Supplement relating to any Warrants offered will include specific terms and provisions of the Warrants being offered thereby, and the extent to which the general terms and provisions described below may apply to them.

Each series of Warrants may be issued under a separate warrant indenture to be entered into between the Company and one or more trust companies acting as Warrant agent or may be issued as stand-alone certificates. The applicable Prospectus Supplement will include details of the Warrant agreements, if any, governing the Warrants being offered. The Warrant agent, if any, will be expected to act solely as the agent of the Company and will not assume a relationship of agency with any holders of Warrant certificates or beneficial owners of Warrants. A copy of any such warrant indenture will be available on SEDAR at www.sedar.com. Warrants may be offered separately or together with Common Shares, Debt Securities, Subscription Receipts or Units.

The particular terms and provisions of Warrants offered by this Prospectus will be described in the Prospectus Supplement filed in respect of such Warrants. This description will include some or all of the following:

- the designation of the Warrants;
- the aggregate number of Warrants offered and the offering price;
- the designation, number and terms of the other Securities purchasable upon exercise of the Warrants, and procedures that will result in the adjustment of those numbers;
- the exercise price of the Warrants;
- the dates or periods during which the Warrants are exercisable including any “early termination” provisions;
- the designation, number and terms of any Securities with which the Warrants are issued;
- if the Warrants are issued as a unit with another Security, the date on and after which the Warrants and the other Security will be separately transferable;
- whether such Warrants are to be issued in registered form, “book-entry only” form, bearer form or in the form of temporary or permanent global securities and the basis of exchange, transfer and ownership thereof;
- any minimum or maximum amount of Warrants that may be exercised at any one time;
- whether such Warrants will be listed on any securities exchange;
- any terms, procedures and limitations relating to the transferability, exchange or exercise of the Warrants;
- certain material Canadian tax consequences of owning the Warrants; and
- any other material terms and conditions of the Warrants.

Prior to the exercise of their Warrants, holders of Warrants will not have any of the rights of holders of the Securities to be received on the exercise of the Warrants.

Description of Units

The following sets forth certain general terms and provisions of the Units. The Prospectus Supplement relating to any Units offered will include specific terms and provisions of the Units being offered thereby, and the extent to which the general terms and provisions described below may apply to them.

The Company may issue Units comprised of one or more of the other Securities described in this Prospectus in any combination. Each Unit will be issued so that the holder of the Unit is also the holder of each Security included in

the Unit. Thus, the holder of a Unit will have the rights and obligations of a holder of each included Security. The Unit agreement, if any, under which a Unit is issued may provide that the Securities comprising the Unit may not be held or transferred separately, at any time or at any time before a specified date.

The particular terms and provisions of Units offered by any Prospectus Supplement, and the extent to which the general terms and provisions described below may apply thereto, will be described in a Prospectus Supplement filed in respect of such Units. This description will include, where applicable:

- the aggregate number of Units offered;
- the price at which the Units will be offered;
- the designation, number and terms of the Securities comprising the Units;
- whether the Units will be issued with any other Securities and, if so, the amount and terms of the Securities;
- terms applicable to the gross or net proceeds from the sale of the Units plus any interest earned thereon;
- the date on and after which the Securities comprising the Units will be separately transferable;
- whether the Securities comprising the Units will be listed on any securities exchange;
- whether such Units or the Securities comprising the Units are to be issued in registered form, “book-entry only” form, bearer form or in the form of temporary or permanent global securities and the basis of exchange, transfer and ownership thereof;
- any terms, procedures and limitations relating to the transferability, exchange or exercise of the Units;
- certain material Canadian tax consequences of owning the Units; and
- any other material terms and conditions of the Units.

The Company reserves the right to set forth in a Prospectus Supplement specific terms of the Units that are not within the options and parameters set forth in this Prospectus. In addition, to the extent that any particular terms of the Units described in a Prospectus Supplement differ from any of the terms described in this Prospectus, the description of such terms set forth in this Prospectus shall be deemed to have been superseded by the description of such differing terms set forth in such Prospectus Supplement with respect to such Units.

PLAN OF DISTRIBUTION

The Company may from time to time during the 25-month period that this Prospectus, including any amendments hereto, remains valid, offer for sale and issue up to an aggregate of \$30,000,000 in Securities hereunder. We may sell Securities: (a) through underwriters, dealers or agents purchasing as principal or acting as agent; (b) directly to one or more purchasers; or (c) through a combination of any of these methods of sale. Securities may be sold from time to time in one or more transactions at a fixed price or prices which may be changed, at market prices prevailing at the time of sale, or at prices related to such prevailing market price or at prices to be negotiated with purchasers. The sale of Common Shares may be effected from time to time in one or more transactions at non-fixed prices pursuant to transactions that are deemed to be “at-the-market distributions” as defined in NI 44-102, including sales made directly on the CSE or other existing trading markets for the Common Shares, and as set forth in the Prospectus Supplement for such purpose.

The Prospectus Supplement relating to each offering of Securities will identify each underwriter, dealer or agent, as the case may be, and will also set forth the terms of that offering, including the purchase price of such Securities (or the manner of determination thereof if offered on a non-fixed price basis, including sales in transactions that are deemed to be “at-the-market distributions” as defined in NI 44-102), the proceeds to the Company and any underwriters’, dealers’ or agents’ fees, commissions or other items constituting underwriters’ or agents’ compensation. Only underwriters, dealers or agents so named in the applicable Prospectus Supplement are deemed to be underwriters, dealers or agents, as the case may be, in connection with the Securities offered thereby.

In connection with the sale of Securities, underwriters, dealers or agents may receive compensation from the Company in the form of commissions, concessions or discounts. Any such commissions may be paid out of the general funds of the Company or the proceeds of the sale of the Securities.

Under agreements which may be entered into by the Company, underwriters, dealers and agents who participate in the distribution of Securities may be entitled to indemnification by the Company against certain liabilities, including liabilities under securities legislation, or to contribution with respect to payments which such underwriters or agents may be required to make in respect thereof.

Sales of Common Shares under an “at-the-market distribution”, if any, will be made pursuant to an accompanying Prospectus Supplement. Sales of Common Shares under any “at-the-market” program will be made in transactions that are deemed to be “at-the-market distributions” as defined in NI 44-102. The volume and timing of any “at-the-market distributions” will be determined at the Company’s sole discretion, subject to applicable law.

Unless otherwise specified in the relevant Prospectus Supplement, in connection with any offering of Securities, other than an “at-the-market distribution”, the underwriters, dealers or agents who participate in the distribution of Securities may over-allot or effect transactions which stabilize or maintain the market price of the Securities at a higher level than that which might exist in the open market. Such transactions may be commenced, interrupted or discontinued at any time. No underwriter of an at-the-market distribution, and no person or company acting jointly or in concert with an underwriter, may, in connection with the distribution, enter into any transaction that is intended to stabilize or maintain the market price of the Securities or securities of the same class as the Securities distributed under this Prospectus, including selling an aggregate number or principal amount of Securities that would result in the underwriter creating an over-allocation position in the Securities. In the event the Company determines to pursue an “at-the-market distribution” offering in Canada, the Company shall apply for the applicable exemptive relief from the applicable Canadian securities regulatory authorities.

EXEMPTIONS

Pursuant to a decision of the Autorité des marchés financiers dated June 9, 2020, the Company was granted a permanent exemption from the requirement to translate into French this Prospectus as well as the documents incorporated by reference therein and any Prospectus Supplement to be filed in relation to an “at-the-market” distribution. This exemption is granted on the condition that this Prospectus and any Prospectus Supplement (other than in relation to an “at-the-market” distribution) be translated into French if the Company offers Securities to Québec purchasers in connection with an offering other than in relation to an “at-the-market” distribution.

CERTAIN INCOME TAX CONSIDERATIONS

The applicable Prospectus Supplement may describe certain Canadian federal income tax considerations to investors described therein of acquiring, owning or disposing of any of the Securities offered thereunder.

TRANSFER AGENT AND REGISTRAR

The transfer and registrar agent for the Common Shares is Computershare Investor Services Inc. at its principal offices in Vancouver, British Columbia and Toronto, Ontario.

AGENT FOR SERVICE OF PROCESS

Steven Cadigan, a director of the Company, resides outside of Canada. Mr. Cadigan has appointed the following agent for service of process in Canada:

Name of Person
Steven Cadigan

Name and Address of Agent
Borden Ladner Gervais LLP
1200 Waterfront Centre
200 Burrard Street
Vancouver, British Columbia, V7X 1T2
Attn: Stephen P. Robertson

Purchasers 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 in Canada.

LEGAL MATTERS

Unless otherwise specified in an applicable Prospectus Supplement, certain legal matters relating to Canadian law will be passed upon for the Company by Borden Ladner Gervais LLP of Vancouver, British Columbia, Canada.

As of the date of this Prospectus, the respective partners and associates of Borden Ladner Gervais LLP own beneficially, directly or indirectly, less than 1% of the Company's outstanding securities of any class and less than 1% of the outstanding securities of the Company's associates or affiliates.

EXPERTS

Saturna Group Chartered Professional Accountants LLP of 1066 West Hastings Street, Suite 1250, Vancouver, BC Canada V6E 3X1 are the auditors of the Company and have confirmed that they are independent with respect to the Company within the meaning of the Code of Professional Conduct of the Chartered Professional Accountants of British Columbia.

PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Unless provided otherwise in a Prospectus Supplement, the following is a description of a purchaser's statutory rights. Securities legislation in certain of the provinces and territories of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment, irrespective of the determination at a later date of the purchase price of the securities distributed. In several of the provinces and territories, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revisions of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

Original purchasers of Securities which are convertible or exchangeable or exercisable for other securities of the Company, including Warrants and Subscription Receipts if offered separately, will have a contractual right of rescission against the Company in respect of the conversion, exchange or exercise of such securities. The contractual right of rescission will entitle such original purchasers to receive, upon surrender of the underlying Securities, in addition to the amount paid on initial purchase, the amount paid on conversion in the event that this Prospectus, the relevant Prospectus Supplement or an amendment thereto contains a misrepresentation, provided that: (i) the conversion, exchange or exercise takes place within 180 days of the date of the purchase of such securities under this Prospectus and the applicable Prospectus Supplement; and (ii) the right of rescission is exercised within 180 days of the date of the purchase of such securities under this Prospectus and the applicable Prospectus Supplement. This contractual right of rescission will be consistent with the statutory right of rescission described under section 131 of the *Securities Act* (British Columbia), and is in addition to any other right or remedy available to original purchasers under section 131 of the *Securities Act* (British Columbia) or otherwise at law.

In an offering of Securities which are convertible or exchangeable into other securities of the Company, investors are cautioned that the statutory right of action for damages for a misrepresentation contained in the prospectus is limited, in certain provincial securities legislation, to the price at which Securities which are convertible or exchangeable into other securities of the Company are offered to the public under the prospectus offering. This

means that, under the securities legislation of certain provinces and territories, if the purchaser pays additional amounts upon the conversion or exchange of the security, those amounts may not be recoverable under the statutory right of action for damages that applies in those provinces and territories. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for the particulars of this right of action for damages or consult with a legal adviser.

CERTIFICATE OF PERK LABS INC.

Dated: July 13, 2020

This amended and restated preliminary short form base shelf prospectus and preliminary short form base shelf prospectus, together with the documents incorporated in this prospectus by reference, will, as of the date of the last supplement to this prospectus relating to the securities offered by this prospectus and the supplement(s), constitute full, true and plain disclosure of all material facts relating to the securities offered by this prospectus and the supplement(s) as required by the securities legislation of each of the provinces and territories of Canada.

“Jonathan Hoyles”

Chief Executive Officer

“Tracey St. Denis”

Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

“Kirk Herrington”

Director

“James Topham”

Director