

May 14, 2019

# THE YIELD GROWTH CORP.

Annual Information Form  
For the year ended November 30, 2018



**CSE:BOSS | OTCQB:BOSQF | Frankfurt:YG3**

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## FORWARD LOOKING STATEMENTS

Certain statements in this annual information form ("AIF") constitute "forward-looking statements" or "forward-looking information" within the meaning of applicable Canadian securities legislation. Wherever possible, words such as "plans", "expects", or "does not expect", "budget", "scheduled", "estimates", "forecasts", "anticipate" or "does not anticipate", "believe", "intend" and similar expressions or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved, have been used to identify forward looking information.

Forward-looking information involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company, to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements.

Forward looking statements are based on the reasonable assumptions, estimates, analysis and opinions of management made in light of their experience and their perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date that such statements are made, but which may prove to be incorrect. Management believes that the assumptions and expectations reflected in such forward-looking statements are reasonable. Assumptions have been made regarding, among other things:

- plans regarding our revenue, expenses and operations;
- plans regarding the effective marketing and sale of our products;
- our ability to build and operate an e-commerce website that allows for the purchase of our Products;
- our anticipated cash needs and our need for additional financing;
- plans regarding the timeline for the initial retail release of our products;
- our ability to pass all regulatory testing, with Health Canada or otherwise, to ensure the timely ability to sell and license our products;
- our ability to protect, maintain and enforce intangible property rights;
- plans for and timing of expansion of solutions and products;
- future growth plans and the ability to meet our business objectives;
- the acceptance by customers and the marketplace of new products and solutions;
- ability to attract new customers and develop and maintain existing customers;
- our ability to license the products internationally by jurisdictions;
- ability to attract and retain personnel;
- expectations with respect to advancement and adoption of new product lines and ingredients;
- competitive position and expectations regarding competition; and
- anticipated trends and challenges in our business and the markets in which we operate.

Forward looking statements involve significant risks and uncertainties, should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether or not such results will be achieved. A number of factors could cause actual results to differ materially from the results discussed in the forward looking statements, including risks related to: fluctuations in the currency markets; changes in interest rates; disruption to the credit markets and delays in obtaining financing; inflationary pressures; changes in national and local government legislation, taxation, controls, regulations and political or economic developments in the United States and Canada, or other countries in which the Company may

carry on business; business opportunities that may be presented to, or pursued by the Company; operating or technical difficulties in connection with business activities; the possibility of cost overruns or unanticipated expenses; employee relations; the risks of obtaining and renewing necessary licenses and permits; and the occurrence of natural disasters, hostilities, acts of war or terrorism. The factors identified above are not intended to represent a complete list of the factors that could affect the Company. Additional factors are noted under the heading "Risk Factors".

Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking information prove incorrect, actual results, performance or achievements may vary materially from those expressed or implied by the forward-looking information contained in this AIF. These factors should be carefully considered, and readers are cautioned not to place undue reliance on forward-looking information, which speaks only as of the date of this AIF. All subsequent forward-looking information attributable to the Company herein is expressly qualified in its entirety by the cautionary statements contained in or referred to herein. The Company does not undertake any obligation to release publicly any revisions to this forward-looking information to reflect events or circumstances that occur after the date of this AIF or to reflect the occurrence of unanticipated events, except as may be required under applicable securities laws.

Although the forward-looking statements contained in this AIF are based upon what management of the Company believes are reasonable assumptions, the Company cannot assure readers that actual results will be consistent with these forward-looking statements. The Company's actual results could differ materially from those anticipated in these forward-looking statements, as a result of, amongst others, those factors noted above and those listed under the heading "Risk Factors". These forward-looking statements are made as of the date of this AIF and are expressly qualified in their entirety by this cautionary statement. Subject to applicable securities laws, the Company assumes no obligation to update or revise the forward-looking statements contained herein to reflect events or circumstances occurring after the date of this Annual Information Form.

## **DEFINITIONS AND OTHER INFORMATION**

### **Currency**

All references to "\$", "CAD\$" or "dollars" in this AIF mean Canadian dollars. References to "US\$", "USD" are to United States Currency.

### **Definitions**

Attached as Schedule "A" to this AIF are tables setting out defined terms.

### **Market and Industry Data**

This AIF includes market and industry data that has been obtained from third party sources including publications from various industries, and where appropriate, certain numbers, including dollar amounts, have been rounded out by us to avoid lengthy numbers. We believe that this industry data is accurate and that its estimates and assumptions are reasonable; however, there are no assurances 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; however, there are no assurances as to the accuracy or completeness of included information. Although the data is believed to be reliable, we have not independently verified any of the data from third party sources referred to in this AIF or ascertained the underlying economic assumptions relied upon by such sources.

## CORPORATE STRUCTURE OF THE COMPANY

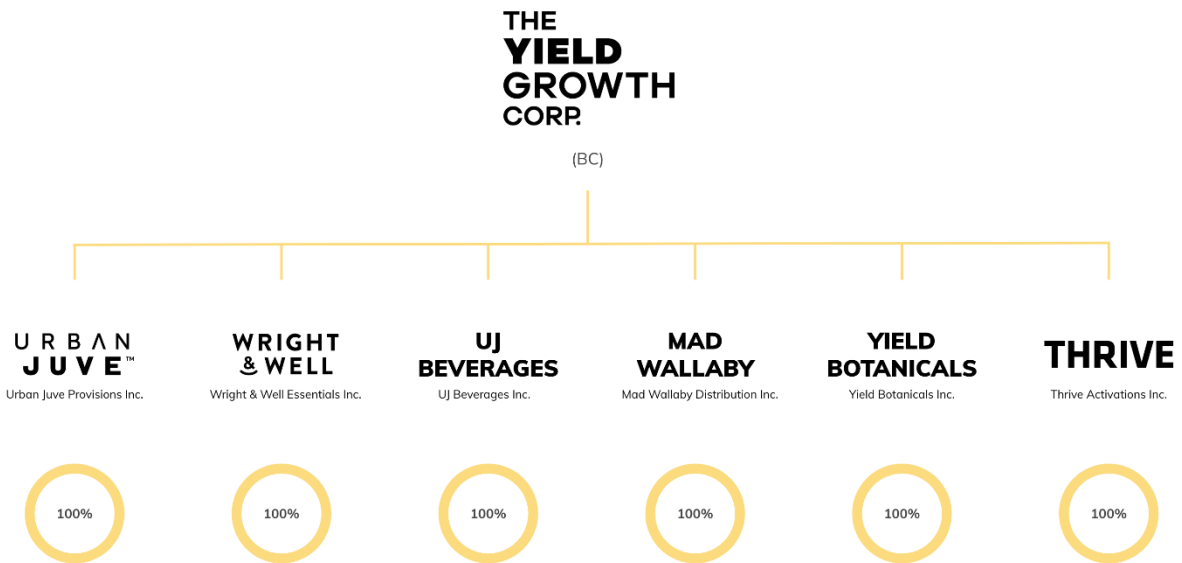
### Name, Address and Incorporation

The Yield Growth Corp. (the “**Company**” “**us**” and “**we**”) was incorporated under the *BCBCA* on November 28, 2014 under the name 1020439 B.C. Ltd. We changed our name on May 15, 2017 to "Cannapay Financial Inc." and then to "The Yield Growth Corp." on April 3, 2018. Our head office and our registered and records offices are located at Suite 200 – 1238 Homer Street, Vancouver, BC V6B 2Y5.

Our Common Shares were trading on the CSE on December 14, 2018, under the trading symbol "BOSS." On January 24, 2019 the Shares were listed for trading on the FSE, under the trading symbol "YG3". On February 1, 2019, the Common Shares became eligible to trade on the OTCQB, under the trading symbol "BOSQF".

### Intercorporate Relationships

We have five wholly owned subsidiaries incorporated in British Columbia: Urban Juve, Wright & Well , UJ Beverages, Yield Botanicals, and Thrive. We also have one wholly owned subsidiary incorporated in California, United States: Mad Wallaby.



## GENERAL DEVELOPMENT OF THE BUSINESS

### Overview

The Yield Growth Corp. develops, manufactures, markets and distributes luxury cannabis and hemp infused products and provides technology and other services.

### Three Year History

The following is a discussion of the history of Yield Growth over the past three years:

- On September 2, 2017, October 10, 2017 and December 30, 2017 we entered into agreements acquiring exclusive distribution rights, formulas, rights and know how to over 50 cannabis and hemp wellness and beauty products designed to be infused with cannabis, which created our initial product catalogue and formed the basis of our current business. In February 2018 we sourced packaging samples for Urban Juve Products, finalized a licensing business model for Urban Juve and integrated the marketing and production plan design for Urban Juve Products.
- In March 2018 we began offering product development, incubation and technology services through our subsidiary Thrive.
- On June 11, 2018 we entered into a licensing agreement pursuant to which we licensed certain Urban Juve Products in Italy to CROP for \$1 million.
- In June and July 2018, Thrive acquired customers HeyBryan Media Inc. and Antler Retail Inc., both for the development of mobile applications and other support services.
- In July 2018 we began stability testing for the Phase 1 Urban Juve products.
- In November 2018 we completed manufacturing of our first product, 4,400 units of Urban Juve lip balm.
- On December 14, 2018 we completed our initial public offering and our shares were listed for trading on the Canadian Securities Exchange under the symbol "BOSS".
- On December 15, 2018 we appointed former M.A.C. cosmetics Chief Operating Officer and Chief Financial Officer Thomas Bond as our Director and as Chairman of the Board of Urban Juve.
- On December 22, 2018, our subsidiary Wright & Well entered into agreements with Nova Paths LLC to manufacture and distribute its THC and CBD products throughout the state of Oregon.
- In January 2019 we launched three new products under the Urban Juve brand: Vitalize Daily Face Moisturizer, Balance Daily Face Moisturizer, and Align Daily Face Moisturizer.
- On January 17, 2019, we entered into an agreement to acquire eight wellness beverage formulas designed to be infused with CBD and THC, in addition to a capsule product intended to treat hangovers.
- In January 2019, we completed United States Food and Drug Administration compliant tests using human subjects to evaluate the effectiveness of Urban Juve's proprietary sunscreen formula by determining a Sun Protection Factor on human skin of 31.
- On February 1, 2019, we appointed Jeff Smith, the Chief Transformational Officer and former Group Chairman of Johnson & Johnson, as Chairman of our Advisory Board.
- On February 5, 2019, we completed the acquisition of eight wellness beverage formulas designed to be infused with CBD and THC and one capsule product intended to treat hangovers.
- In February 2019 we finalized product formulations and selected all THC and CBD strains for our first nine products to launch through our brand Wright & Well in Oregon through Nova Path's 400-retail store distribution network. The initial line includes CBD tinctures, analgesic topical gel with THC and CBD, pain balm with THC and CBD, massage oil with THC and CBD, and three types of capsules containing THC and Ayurvedic herbal formulations, blended with ingredients that have been used to treat arthritis and chronic pain.
- In February 2019, we launched six new products under the Urban Juve brand: Vitalize Face Mist, Balance Face Mist, Align Face Mist, Vitalize Daily Ritual Oil, Balance Daily Ritual Oil, and Align Daily Ritual Oil. The six new products complete Phase One of the Urban Juve unisex product line, bringing the total number of separate products to eleven.
- In February 2019, we completed formulations for new products to be infused with cannabinoids, including four facial skin care products, four essential oil wellness blends, two foot creams and three lip glosses.
- In February 2019, our Urban Juve unisex lip balm and anti-aging serum, both of which are infused with hemp root oil extracted using our patent pending method, were selected for inclusion in gift bags given to the Awards presenters during a pre-Oscars event at the Four Seasons Hotel Los Angeles in Beverly Hills.

- In March 2019 Urban Juve entered into a formal retailer relationship with Healthy Planet, an Ontario holistic wellness company with 24 retail locations in Ontario, Canada shops, to sell Urban Juve products.
- In March 2019 we completed initial designs for a commercial hemp root oil production facility, and sourced and ordered key equipment for its proprietary extraction technology. After reviewing the data from our hemp root oil production to date, we designed a state-of-the-art system to enhance the traditional Ayurvedic methods of extraction that produce consistent, high-quality products. The versatility of the new equipment allows further refinement to the process of extracting cannabinoids from industrial hemp that are exempt from the Cannabis Act. We filed patents to support our technology innovations.
- By March 2019 Urban Juve had secured more than 70 retail locations within Ontario, Saskatchewan and BC to agree to carry Urban Juve products.
- In March 2019, we set up our wholly owned subsidiary Mad Wallaby Distribution Inc. in the State of California. Mad Wallaby establishes legal US retail and e-commerce distribution for beauty, health and wellness brands with products containing hemp ingredients including cannabidiol from hemp (CBD) that have less than 0.3 percent concentrations of THC.
- In April 2019 we retained The Design Spot, a design and branding company located in New York City with a team of award winning designers to design Phase 2 products for Urban Juve and point-of-sale materials, as well as to create a brand identity and initial packaging design for our upcoming Mad Wallaby CBD product line.
- In April 2019 we entered into an agreement with Pontier Services to set up Urban Juve hemp beauty products for sale through China's most popular messaging app, WeChat, and to launch a marketing campaign with a PopSquare pop-up kiosk to rotate through luxury shopping malls and other major locations in Hong Kong for three months beginning in June 2019. The objectives of the pop-up kiosk campaign are to introduce Urban Juve's brand story, Ayurvedic philosophy and proprietary hemp root oil ingredient skin care products to the Chinese audience through the WeChat platform and to drive sampling and sales transactions through the kiosks. Through Pontier Services and PopSquare, Urban Juve is using big data, computer vision, sensor fusion and machine learning to deliver increased sales, deeper analytics and enhanced customer service.
- In April 2019 we entered into a consumer marketing and sales alliance with ipsy, the world's largest online beauty community of over three million monthly members. The parties agreed that Urban Juve hemp root oil products will be featured in the ipsy Glam Bag being sent to targeted consumers. Educational videos and product details will augment these deliveries. The campaign tactics aim to inspire those who receive products to review, recommend and purchase the products. Furthermore, ipsy will be posting about Urban Juve's product on its social channels, which is projected to get millions of views.
- Through to the end of April 2019, we had completed product development for over 200 cosmetic and wellness formulas to be launched under various brands, which are at various stages of commercialization.
- In April and May 2019, Urban Juve received positive media reviews for our anti-aging serum in top Canadian Magazines Elle Canada and Zoom, which together have approximately 3,000,000 subscribers.
- In April 2019 we began signing up US retailers to carry Urban Juve products and we entered into discussions with international retail chains to carry Urban Juve.

## **DESCRIPTION OF THE BUSINESS**

### **General**

We develop, manufacture, license and distribute cannabis and hemp infused accessible luxury products and we have a catalogue of over 200 wellness and beauty products at various stages of commercialization. Our management team brings into the cannabis industry experience from key roles in international multi-

billion dollar brands including M.A.C. Cosmetics, Johnson & Johnson, Procter & Gamble, Aritzia, Skechers, Pepsi and Coca-Cola. We have multiple revenue streams including licensing, services and product sales.

Yield Growth serves mainstream luxury consumers who seek sophisticated wellness products. Our flagship consumer brand, Urban Juve, has the rights to proprietary, patent-pending hemp root oil extraction technology and product formulas. Urban Juve products are currently offered for sale via ecommerce on urbanjuve.com and through numerous retail doors in Canada. We are establishing retail distribution networks in Canada, the US, and China. Urban Juve products will soon be offered via Chinese messaging app We Chat and we also plan to extend our distribution channels to Amazon Prime.

Yield Growth's subsidiary Thrive has built a high tech international e-commerce platform for Urban Juve which was launched on May 1, 2019. We use sophisticated strategies to market our products which include social media, influencers, SEO driven content creation, a podcast, programmatic digital advertising, QR codes and AI enabled digital kiosks and pop-up shops.

Over the next year, we intend to continue to develop our brands Urban Juve, Wright & Well, Mad Wallaby and our beverage line, to launch new products in each line, and to continue expansion for international distribution of all our product lines through e-commerce and retail. We also plan to manufacture hemp root oil using our proprietary extraction method on a commercial scale. We are currently engaging in research and development for the use of our extraction technology to create Cannabidiol and hemp leaf extract for use in beauty and wellness products. We will continue to use the latest technology and methods to market and distribute our products. We will also look for opportunities to acquire or develop new businesses that are complementary to our existing businesses.

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## Our Products and Services – Wellness Products

Currently we own 100% of the following brands:

# URBAN JUVE™



This is our flagship brand, a unisex skin and personal care line with hemp root oil as its hero ingredient. We currently have eleven products on the market, being sold in the U.S. and Canada through e-commerce. Over 100 retail stores in Canada have agreed to carry the line. We are launching our products in Asia this spring, starting with e-commerce through Chinese messaging and mobile payment application WeChat. Urban Juve has been well received by the press since its launch in January, with positive write ups in Elle Canada Magazine, Zoomer and The Growth Op. We have entered into a marketing and sales agreement with ipsy, the world's largest beauty product subscription service, so that our products are available to ipsy shoppers and our samples will be included in their Glam Bag. Our anti-aging serum made it into this year's pre-Oscar event bags.

We have acquired the rights to and have developed the Urban Juve Products through our wholly owned subsidiary, Urban Juve Provisions Inc. We have acquired and developed body care and therapeutic products primarily using plant-based ingredients and inspiration from the ancient medical science of Ayurveda. Our products contain predominantly natural ingredients and minimal preservatives. Many are

derived from unique proprietary processes of blending essential oils and other plant-based ingredients which are proven to be effective at treating a wide range of health ailments – as researched, applied and documented through Ayurveda and many other forms of health and wellness practice.

Our products contain cannabis sativa hemp root oil, which is not a psychoactive substance. Hemp root is regulated under the Industrial Hemp Regulations which is enabled through the Controlled Drugs and Substances Act (please see "*Government Regulation - Controlled Drugs and Substances Act and Industrial Hemp Regulations*" for further information). We are actively monitoring the regulatory regime in Canada and will only begin to test and infuse our products with cannabis (CBD and THC) in Canada once it is legal to do so, and with companies that are appropriately licensed for that purpose.

In addition to acquiring wellness formulas for body care, facial care and therapeutic products, we have also developed products through our in-house research and development team. We are applying for patent protection for some of our products which we believe have unique ingredients or other potentially patentable features. To date we have filed eleven provisional patent applications in the United States and one Patent Co-operation Treaty patent application entitled "Cannabis Root Extract, Method of Manufacture, Method of Use". This application claims priority to the eleven US patents filed last year by Urban Juve, and can be used as a basis for obtaining patent protection in over 170 countries. Our extraction technology is designed to preserve potentially therapeutic compounds in the root and enhance penetration of the skin.





We have launched the following products under the Urban Juve brand:



# Product Details

PRODUCT NAME	PRODUCT DESCRIPTION	KEY INGREDIENTS	STATUS - PHASE 1
 <b>VITALIZE</b> Face Mist	This nourishing, toning formula delivers a burst of hydration while refreshing and calming tired skin.	Cannabis sativa hemp root oil, witch hazel, rosewater	AVAILABLE
 <b>BALANCE</b> Face Mist	This gentle formula calms reactive skin while firming, toning and hydrating.	Cannabis sativa hemp root oil, witch hazel, tea tree water	AVAILABLE
 <b>ALIGN</b> Face Mist	This light, refreshing formula helps to tone skin, regulate natural oil production and prevent breakouts.	Cannabis sativa hemp root oil, peppermint water, aloe leaf juice	AVAILABLE
 <b>VITALIZE</b> Face Moisturizer	This natural, ultra-nourishing formula seals in moisture and helps your skin renew itself.	Cannabis sativa hemp seed oil, chamomile flower water, pomegranate seed oil	AVAILABLE
 <b>BALANCE</b> Face Moisturizer	This soothing moisturizer reduces puffiness and redness while gently hydrating.	Cannabis sativa hemp seed oil, rose flower water, apricot oil	AVAILABLE
 <b>ALIGN</b> Face Moisturizer	This quick-absorbing moisturizer helps regulate natural oil production, leaving skin light and glowing.	Cannabis sativa hemp seed oil, helichrysum flower water, sweet almond oil	AVAILABLE
 <b>ANTI-AGING</b> SERUM	This potent serum smooths fine lines while helping to prevent the signs of aging. For all skin types.	Cannabis sativa hemp root oil, plant-based hyaluronic acid, sea buckthorn oil, carrot seed oil	AVAILABLE

We have completed stability testing for the following products:

PRODUCT NAME	PRODUCT DESCRIPTION	KEY INGREDIENTS	STATUS - PHASE 1
 <b>VITALIZE</b> Daily Ritual Oil	This indulgent body oil seals in moisture after bathing, leaving skin velvety soft.	Cannabis sativa hemp seed oil, avocado oil, ginger and cardamom essential oils	<b>AVAILABLE</b>
 <b>BALANCE</b> Daily Ritual Oil	This gently fragrant body oil seals in moisture after bathing, leaving skin noticeably silky and calmed.	Cannabis sativa hemp seed oil, safflower seed oil, turmeric essential oil	<b>AVAILABLE</b>
 <b>ALIGN</b> Daily Ritual Oil	This nourishing body oil seals in moisture after bathing, leaving skin smooth—and never greasy.	Cannabis sativa hemp seed oil, olive oil, holy basil and bergamot essential oils	<b>AVAILABLE</b>
 <b>LIP BALM</b>	This all-season balm relieves and moisturizes, making chapped lips both smoother and softer.	Cannabis sativa hemp root oil, hemp seed oil, beeswax, peppermint essential oil	<b>AVAILABLE</b>

The following products have completed stability testing to establish either a one year or two year shelf life with certain packaging:

**U R B A N  
J U V E™**

## Product Details

PRODUCT NAME	STATUS - PHASE 2
<b>GARNET MIST</b> Lip Gloss	<b>STABILITY TEST COMPLETE</b>
<b>FLASH SKIN BRONZE</b> Lip Gloss	<b>STABILITY TEST COMPLETE</b>
<b>RADIANT ORCHID</b> Lip Gloss	<b>STABILITY TEST COMPLETE</b>
<b>VITALIZE</b> Body Exfoliant	<b>STABILITY TEST COMPLETE</b>
<b>BALANCE</b> Body Exfoliant	<b>STABILITY TEST COMPLETE</b>
<b>ALIGN</b> Body Exfoliant	<b>STABILITY TEST COMPLETE</b>
<b>VITALIZE</b> Face Mask	<b>STABILITY TEST COMPLETE</b>
<b>BALANCE</b> Face Mask	<b>STABILITY TEST COMPLETE</b>
<b>ALIGN</b> Face Mask	<b>STABILITY TEST COMPLETE</b>
<b>MICELLAR WATER FACIAL CLEANSER</b> Bottle	<b>STABILITY TEST COMPLETE</b>
<b>MICELLAR WATER FACIAL CLEANSER</b> Jar with Cotton Pads	<b>STABILITY TEST COMPLETE</b>
<b>FACIAL OIL 1 DROPPER DRY SKIN</b>	<b>STABILITY TEST COMPLETE</b>
<b>FACIAL OIL 2 DROPPER OILY SKIN</b>	<b>STABILITY TEST COMPLETE</b>
<b>EYE CREAM</b>	<b>STABILITY TEST COMPLETE</b>
<b>DEODORANT</b>	<b>STABILITY TEST COMPLETE</b>

Stability testing is expected to commence soon on the following products:

<b>PRODUCT NAME</b>	<b>STATUS - PHASE 3</b>
<b>FOOT CREAM A</b>	<b>STABILITY TESTS COMMENCING IN Q3</b>
<b>FOOT CREAM B</b>	<b>STABILITY TESTS COMMENCING IN Q3</b>
<b>ROLL ON - HEADACHE</b>	<b>STABILITY TESTS COMMENCING IN Q3</b>
<b>ROLL ON - SLEEP</b>	<b>STABILITY TESTS COMMENCING IN Q3</b>
<b>ROLL ON - STRESS</b>	<b>STABILITY TESTS COMMENCING IN Q3</b>
<b>ROLL ON - ENERGY</b>	<b>STABILITY TESTS COMMENCING IN Q3</b>
<b>NAIL CUTICLE OIL</b>	<b>STABILITY TESTS COMMENCING IN Q3</b>
<b>FACE AND EYE CLEANSER CREAM</b> Makeup Remover	<b>STABILITY TESTS COMMENCING IN Q3</b>

We have completed the formulas and are currently reviewing packaging options for the following products:

<b>PRODUCT NAME</b>	<b>STATUS - PHASE 4</b>
<b>BEARD OIL</b> Mens Line	<b>UNDER DEVELOPMENT</b>
<b>HAIR GEL</b> Mens Line	<b>UNDER DEVELOPMENT</b>
<b>SHAVING CREAM</b> Mens Line	<b>UNDER DEVELOPMENT</b>
<b>AFTER SHAVE MOISTURIZER</b> Mens Line	<b>UNDER DEVELOPMENT</b>
<b>ESSENTIAL OIL FOR MEN 1</b> Mens Line	<b>UNDER DEVELOPMENT</b>
<b>ESSENTIAL OIL FOR MEN 2</b> Mens Line	<b>UNDER DEVELOPMENT</b>
<b>ESSENTIAL OIL FOR MEN 3</b> Mens Line	<b>UNDER DEVELOPMENT</b>
<b>ESSENTIAL OIL FOR MEN 4</b> Mens Line	<b>UNDER DEVELOPMENT</b>
<b>SEX BALM</b> Mens Line	<b>UNDER DEVELOPMENT</b>
<b>ESSENTIAL OIL PERFUME 1</b>	<b>UNDER DEVELOPMENT</b>
<b>ESSENTIAL OIL PERFUME 2</b>	<b>UNDER DEVELOPMENT</b>
<b>ESSENTIAL OIL PERFUME 3</b>	<b>UNDER DEVELOPMENT</b>
<b>ESSENTIAL OIL PERFUME 4</b>	<b>UNDER DEVELOPMENT</b>
<b>ESSENTIAL OIL PERFUME 5</b>	<b>UNDER DEVELOPMENT</b>
<b>ESSENTIAL OIL PERFUME 6</b>	<b>UNDER DEVELOPMENT</b>

# WRIGHT & WELL

Wright & Well Essentials Inc.



*Wright & Well* is a cannabis wellness brand that we will be launching in Oregon, United States this spring. Its products are intended to help relieve pain and anxiety, and will be sold through Nova Path's distribution network of 400 retail cannabis stores. The initial nine products include CBD and THC tinctures, analgesic topical gel with THC and CBD, pain balm with THC and CBD, massage oil with THC and CBD, and three types of capsules containing THC and Ayurvedic herbal formulations.

*Wright & Well* branded products will be launching in the legal cannabis market in Oregon, and will serve the growing number of wellness-minded people seeking new ways to take control of their health. Sophisticated, familiar and intelligent, the new brand aims to demystify the world of cannabis and make it more accessible for a wider audience.

*Wright and Well* products are formulated with proprietary formulas using carefully selected cannabis strains, and the pain balm, topical gel and massage oil contain our proprietary hemp root oil.












We intend to license our brand and provide our formulas and packaging, as well as point of sales materials, to licensed cannabis manufacturers, distributors and retailers in various jurisdictions. Our plan is to roll out our brand internationally, one territory at a time.

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We are launching the following first line of products in Oregon under the brand Wright & Well:



## Product Details

PRODUCT NAME	SIZE	CANNABIS DESCRIPTION	THC/CBD FORM & QUANTITY
 <b>CANNABIS &amp; HEMP CBD TINCTURE</b>	25mL	THC: Hindu kush hand-crafted pure first pass distillate ethanol extraction. CBD: Hemp source	1 gram THC oil 75.84% Delta 9 1/2 gram CBD 99.19% pure
 <b>HEMP CBD TINCTURE, EXTRA STRENGTH</b>	10mL	CBD: Hemp source	1 gram CBD isolate 99.19% pure
 <b>HEMP CBD TINCTURE</b>	25mL	CBD: Hemp source	1 gram CBD isolate 99.19% pure
 <b>MARIJUANA CAPSULES, CHERRY CHEM</b>	100cc container/ 50 capsules	Cherry Chem Cannabis flower	25.8% THC Dried flower Container: 99.3mg THC Capsule: 1.99mg THC
 <b>MARIJUANA CAPSULES, BLUE CITY DIESEL</b>	100cc container/ 50 capsules	Blue City Diesel Cannabis flower	23.7% THC Dried flower Container: 99.5mg THC Capsule: 1.99mg THC
 <b>MARIJUANA CAPSULES, PURPLE HINDU KUSH</b>	100cc container/ 50 capsules	Hindu Purple Kush Cannabis flower	23.4% THC Dried flower Container: 99.5mg THC Capsule: 1.99mg THC
 <b>MARIJUANA INFUSED GEL</b>	*50mL	THC: Hindu Purple Kush pure distillate ethanol extraction first pass. Hemp sourced CBD isolate.	Container: .1ml THC oil & .1ml CBD isolate
 <b>MARIJUANA INFUSED BALM</b>	*50mL	THC: Hindu Purple Kush pure distillate ethanol extraction first pass. Hemp sourced CBD isolate.	Container: .1ml THC oil & .1ml CBD isolate
 <b>MARIJUANA INFUSED MASSAGE OIL</b>	*100mL	THC: Hindu Purple Kush pure distillate ethanol extraction first pass. Hemp sourced CBD isolate.	Container: .1ml THC oil & .1ml CBD isolate

\*Powered by our proprietary hemp root oil & terpenes from essential oils

## **Mad Wallaby**

We are developing a line of products for cannabidiol infusion with the primary target market being the United States. With the adoption of the Farm Bill into law in late 2018, topical products containing cannabidiol are now federally legal in the United States, subject to state law and compliance with the FDA. We have engaged New York marketing agency The Design Spot to create a brand identity and initial packaging design for this CBD product line. The Design Spot is a design and branding company located in New York City with a team of award-winning designers and a portfolio of clients that includes L'Oreal, Revlon and Dove.

## **UJ Beverages**

We acquired the rights to a line of eight beverages which we are currently developing. The beverage line is based on ayurvedic medicine and blends fruit extracts with natural botanical extracts, including hemp leaf extracts.

We have completed the taste profiling on the eight fruit beverages and are now in negotiations with several beverage manufacturers to complete stability testing and manufacture of the drinks. One of the key ingredients in all of these beverages is cannabis leaf extract, which we intend to produce using our patent pending sonic and nano emulsion technology. These beverages can also be infused with cannabinoids such as CBD and THC in jurisdictions where it is legal to do so.

We have engaged Cornerstone Strategic Branding in New York, whose clients include major international brands including Perrier, Nestle, Seagrams and Labatt, to complete a visual positioning study and then create a brand and packaging design for our hemp and cannabis beverage lines.

## **Marketing and Distribution**

The following are our key strategies for the marketing and distribution of our products:

- Urban Juve has an e-commerce website and is launching with leading online distributors around the world to offer our products to consumers via e-commerce, such as etsy Shopper and WeChat;
- Urban Juve distributes its products through retail outlets that offer goods and services in health and wellness, food, pharmacy, beauty, clothing, recreation and luxury goods;
- Urban Juve sets up pop up shops and digital kiosks in international high traffic locations that appeal to mainstream luxury goods consumers, such as universities and shopping malls;
- Urban Juve engages influencers and media companies to market and promote our products;
- we create video, audio and visual content to market and promote our products;
- we enter into marketing and sales agreements to market and sell our products with other brands and products; and
- we engage leading agencies to develop marketing materials, point of sales materials, packaging and marketing strategies to market and promote our products.

## Retail

We currently have one full time employee engaged to sign up retailers to sell Urban Juve products in Canada. By May 24, 2019 we had signed over 110 retail stores located in the U.S. and Canada to sell our products and we entered into discussions with national and international retail chains about carrying our products. We have developed and continue to develop point of sale marketing materials to support retail sales.

## China

In April 2019 we entered into an agreement with Pontier Services to set up Urban Juve hemp beauty products for sale through China's most popular messaging app, WeChat, and to launch a marketing campaign with a pop-up kiosk to rotate through luxury shopping malls and other major locations in Hong Kong for three months beginning in June 2019. According to New Frontier Data, Chinese hemp sales totaled \$1.1 billion in 2017, approaching 1/3 of the \$3.1 billion global market, with sales forecasted to grow to \$1.5 billion (up 36%) by 2020.

The objectives of the pop-up kiosk campaign will be to introduce Urban Juve's brand story, Ayurveda philosophy and proprietary hemp root oil ingredient skin care products to the Chinese audience through the WeChat platform and to drive sampling and sales transactions through the kiosks. The initial locations for the artificial intelligence enabled kiosk this summer will be 3 luxury shopping malls in Hong Kong, University of Science and Technology, Science Park and the Park Yoho residence clubhouse. Through Pontier and PopSquare, Urban Juve will use big data, computer vision, sensor fusion and machine learning to deliver increased sales, deeper analytics and enhanced customer service.

Online retail sales in China totaled about \$1.33 trillion in 2018, an increase of 23.90% compared with 2017, according to the National Bureau of Statistics of China. According to TechCrunch, WeChat has proven to be an effective channel for acquiring e-commerce users as the most popular multipurpose social, messaging and mobile payment app among Chinese consumers, with more than one billion monthly active users worldwide.

## ipsy

Urban Juve announced a consumer marketing and sales alliance with beauty commerce giant ipsy, which will put Urban Juve hemp based cosmetic products in ipsy's Glam Bag and make them available for purchase on Shopper, ipsy's exclusive ecommerce marketplace. Founded in 2011, ipsy is the world's largest online beauty community of 3 million+ monthly members. On a foundation of more than half a billion content views every month and relationships with more than 8,000 digital content creators, ipsy has built a highly personalized subscription service and ecommerce marketplace, setting the standard for beauty commerce.

Urban Juve hemp root oil products will be featured in the ipsy Glam Bag with product being sent to targeted consumers. Educational videos and product details will augment the deliveries. The campaign tactics aim to inspire those who receive products to review, recommend and re-purchase. Furthermore, ipsy will be posting about Urban Juve's product on its social channels, which is projected to get millions of impressions.

The campaign is expected to generate targeted leads for the Urban Juve website. In addition, Urban Juve products will be featured and available through Shopper, ipsy's exclusive marketplace where ipsters can shop for their favorite beauty products and earn cash back. According to Forbes, "The subscription e-commerce market has grown by more than 100% percent a year over the past five years, with the largest retailers generating more than \$2.6B in sales in 2016, up from \$57.0M in 2011...Amazon Subscribe & Save, Dollar Shave Club, ipsy, Blue Apron and Birchbox are the five most popular subscription sites in 2018."

## Revenue Streams

Our key revenue drivers are:

- **Wellness Assets:** We have over 200 quality products at various stages of commercialization. We have two carefully crafted brands, Urban Juve and Wright & Well, and we are in development for several other brands including Mad Wallaby and our beverage brand.
- **Technology Assets:** We have a robust (online) technology platform supporting the marketing and sale of our Urban Juve Products. This technology is also available for license.
- **Executive and Technical Services:** We provide business growth support services for our customers, leveraging our team of experienced professionals. The depth and breadth of the services provided can vary depending on our customer needs, but include technology development, accounting and corporate services and administration.

## Research and Development

We purchased the rights to formulas with the potential for cannabis infusion in order to offer therapeutic benefits to our customers. These products form the core of our research and development efforts, and we have retained the original owner of these products to build out our product line. The products are created using the principles of Ayurvedic medicine. Our vision is to become a global brand focused on research and development in order to generate a diverse product offering and advanced biopharmaceutical intellectual property.

### Licensing Strategy

We have created a licensing strategy within the vertical of the legal cannabis industry. Licensing is a business agreement involving two companies: one gives the other special permissions, such as using patents or copyrights, in exchange for payment. An international business licensing agreement involves two firms from different countries, with the licensee receiving the rights or resources to manufacture, distribute and/or sell in the foreign country. Rights or resources may include patents, copyrights, technology, managerial skills, or other factors necessary to manufacture, distribute and/or sell the goods.

Licensing is generally viewed as a supplement to exporting or manufacturing rather than the only means of entry into foreign markets. Here are six benefits to licensing:

- Limited impact on our management and employee resources
- Requires a low commitment to international expansion
- Access markets that are closed to imports
- Expedite the go to market process
- Avoid taxes that might otherwise be levied on a product if exported
- Governments in the foreign market might prefer licensing arrangements for local companies
- Protect intellectual property against cancellation or non-use

We entered a license agreement with licensee CROP Infrastructure Corp. in a transaction that closed on June 11, 2018, which provided us with \$1,000,000 of common share units of CROP.

For more information on the terms of the CROP Agreement please see "*Material Contracts*".

*Licensing and Distribution Grant to CROP*

Pursuant to the CROP agreement, on June 11, 2018, Urban Juve granted to CROP the exclusive right to distribute certain of the Urban Juve Products in Italy for an initial fee of \$1,000,000 paid in units of CROP. For more information on the terms of the CROP Agreement please see "*Material Contracts*".

We are looking to establish the following joint ventures, agreements, licensing agreements or partnerships:

- we offer high quality white label solutions for hemp and cannabis companies looking to access the upscale luxury cannabis and wellness market;
- we have Wright & Well, our cannabis topicals line, available and ready for license and distribution through companies holding cannabis manufacturing and sales licenses;
- we have other cannabis topicals lines in development that are available for joint ventures or for licensing by territory; and
- we are looking to partner with cultivators of hemp and cannabis to set up our extraction technology to extract THC and CBD and to manufacture hemp root oil and other cannabis extracts for use in our products.

**Thrive Activations Inc.**

Thrive Activations Inc. was created to make technology solutions accessible to businesses looking for a competitive advantage. Through Thrive, we have begun to provide technology services, corporate finance advisory services, and other business incubation services to start-up businesses in Vancouver, British Columbia.

Our business incubation services are as follows:

<b>Computer Services</b>	<b>Marketing</b>	<b>Business Development</b>	<b>Media Engagement &amp; Corporate Communications</b>	<b>Corporate Finance Advisory Services</b>	<b>Administrative Services</b>
application/software development	brand development	market research	media strategy	financial modeling	corporate governance assistance
product design & management	eCommerce	market penetration	media relations	audit support	regulatory compliance
web/cyber security assessment & consulting	customer profiling	product validation	press releases	internal control analysis and development	intellectual property management

quality assurance	focus groups	strategic partnerships	public relations	financial reporting systems setup	paralegal services
system architecture	analytics		corporate collateral development		IT support
technical operations consulting	strategy planning & attribution		business writing		data room setup & maintenance
technical support/maintenance	media outreach (traditional and social)		Exposure to Yield Growth network on social media and through MailChimp		
data modeling	content creation				
process modeling	content management				
business analysis	trade shows				
data analytics	customer loyalty programs				
predictive analytics	go-to-market / launch campaign strategy & development				
data recovery planning					
strategic planning					

On June 25, 2018, Thrive entered into an operating agreement with FastTask Inc., a technology company that is focused on building a crowdsourcing application to connect contractors and people requiring those services. Pursuant to the terms of the operating agreement, we provided technology and marketing advisory services to FastTask Inc. as it developed its mobile application HeyBryan. We provide these services to FastTask Inc. for hourly fees which are based on our cost plus 25%.

Since June 25, 2018, Thrive has been engaged by HeyBryan Media Inc. to provide technology focused services for its peer-to-peer mobile marketplace app HeyBryan. HeyBryan, in conjunction with HGTV star

Byran Baeumler, is an app that connects homeowners with vetted home-service experts to complete small tasks around the house. HeyBryan is live in Toronto and Vancouver with over 2,500 verified users. The app can be downloaded at the App Store or Google Play. HeyBryan is a related party with directors in common with Yield. Our President & CEO Penny Green and family owns 17,581,500 shares of HeyBryan, approximately 28% of the issued and outstanding shares. We own 1,000,000 common shares of HeyBryan Media Inc. and 1,000,000 share purchase warrants expiring on December 21, 2020 to be converted at \$0.90 per share. These shares and share purchase warrants were received as compensation for providing technology development and strategic management services.

On July 25, 2018, Thrive entered into an operating Agreement with Antler Retail Inc. ("**Antler**"), a company that intends to own and operate legal cannabis dispensaries in western Canada. Penny Green is a director and significant shareholder of Antler. We provide administrative and design services to Antler for hourly fees based on our cost plus 25%. Antler is a related party to The Yield Growth Corp. Our Directors, Krystal Pineo and Penny Green are also directors of Antler and together they own or control approximately 30% of the issued shares in Antler. Antler was incorporated on January 2, 2018. Thrive is building a technology platform to support California wide delivery of Cannabis and cannabis products. Antler Retail has a financial interest in a permit for a retail cannabis location in Desert Hot Springs, California.

### **Specialized Skill and Knowledge**

The nature of our business requires specialized knowledge and technical skill around the holistic living industry, product formulation, quality assurance, ingredient sourcing, and licensing and distributing products across multiple jurisdictions. Aside from our directors and officers, we have several experienced persons under contract as either consultants or employees that provide these professional services.

### **Competition**

As we plan to bring our cannabis topicals products to market within Canada, and eventually the US and international markets, there are an over-abundance of companies competing in the individual health, wellness and cannabis spaces. These companies are mostly found in the US markets at this time due to the current regulations across most countries. However, there are still few companies – in the bigger scheme of consumer marketplaces competing in these combined spaces – with any serious traction or brand equity in these early stages.

#### *Competitors: Health & Wellness Products*

Within North America we have identified Aesop, Korres, Origins, Eminence Organic Skin Care, Aveda and Saje Natural Wellness as direct competitors.

#### *Competitors: Cannabis Infused Products*

As this is an emerging industry within approved US states only, the results are still skewed but do prove to be promising. Existing cannabis lifestyle brands are quickly being replaced with thoughtfully produced, packaged and marketed products. We have identified Papa & Barkley, Whoopi & Maya, Lord Jones and Mirth Provisions as (direct or indirect) competitor brands. .

#### *Competitors: Ayurveda-Inspired Brands*

Ayurveda is a subject still foreign to many average consumers. However, it is an ancient practice. The majority of 'Ayurveda' products, services or info-based companies have no point of differentiation. Brands have been built around the ancient story, practices and 'body doshas', and the imagery is typically 'old school' and outdated – playing heavily into literal symbols, ingredients photography and symbols of peace, balance (think yoga). This leaves a large opportunity to market ourselves in a more modern way that is relevant to a larger audience. Fresh visuals, Urban Juve named personas and body bios (as replacements to Ayurveda doshas), unique and infused products, customized user experiences and a solid tech platform will be our differentiator.



## **Employees**

As of the date of this AIF, we have approximately 16 full time employees and 10 contracted individuals or companies under consulting arrangements responsible for various business and operation functions.

## **Raw Materials**

Our products consist of high quality, natural ingredients. These ingredients primarily include hemp root oil, essential oils, lipids, floral waters and dried botanicals. We could experience shortage in the supply of hemp root or some of our essential oil ingredients.

## **Government Regulation**

Government regulation impacts key aspects of our business.

### Health Canada

Our operations are subject to various laws, regulations and guidelines by governmental authorities, particularly Health Canada, relating to the manufacture, marketing, management, transportation, storage, sale, pricing and disposal of consumer products, and also including laws and regulations relating to health and safety, insurance coverage, the conduct of operations and the protection of the environment.

Laws and regulations, applied generally, grant government agencies and self-regulatory bodies broad administrative discretion over our activities, including the power to limit or restrict business activities as well as impose additional disclosure requirements on our products and services.

Achievement of our business objectives are contingent, in part, upon compliance with regulatory requirements enacted by these governmental authorities and obtaining all regulatory approvals, where necessary, for the production and sale of our products. We cannot predict the time required to secure all appropriate regulatory approvals for our products, or the extent of testing and documentation that may be required by governmental authorities. Any delays in obtaining, or failure to obtain regulatory approvals would significantly delay the development of markets and products and could have a material adverse effect on our business, results of operations and financial condition. Failure to comply with the laws and regulations applicable to its operations may lead to possible sanctions including the revocation or imposition of additional conditions on licenses to operate our business; the suspension or expulsion from a particular market or jurisdiction or of its key personnel; the imposition of additional or more stringent inspection, testing and reporting requirements; and, the imposition of fines and censures. To the extent that there are changes to the existing laws and regulations or the enactment of future laws and regulations that affect the sale or offering of our products or services in any way, our revenues may be adversely affected.

### Protecting Personal Information

In Canada, which is the only country in which we currently operate, we are subject to regulations around personal privacy laws, with regards to the data we plan to collect and store on our servers. We are subject to the *Electronic Transactions Act*, SBC 2001, which governs the legality and enforceability of electronic transactions taking place inside of British Columbia. Federally, we are subject to the Canadian Personal Information Protections and Electronic Documents Act and in British Columbia, we are subject to the *Personal Information Protection Act* (PIPA). Some other provinces have personal information protection acts as well, which apply instead of the federal act to the extent that the information is acquired, used or disclosed within that province. PIPA describes how all private sector organizations must handle the personal information of the public (our users). Under PIPA, businesses are made accountable for the personal information under their control.

## Regulation of Cannabis

Recent developments in federal and provincial laws regarding recreational Cannabis have been a catalyst for our acquisition and development of the Urban Juve Products and the Wright & Well Products.

## Controlled Drugs and Substances Act and Industrial Hemp Regulations

Hemp is regulated under the Industrial Hemp Regulations ("IHR") which is enabled through the Controlled Drugs and Substances Act ("CDSA").

There are activities with industrial hemp to which the CDSA and the IHR do not apply. Non-viable Cannabis seeds, bare mature stalks and the fiber derived from these stalks are excluded from the CDSA and from the IHR. Therefore, certain products can be imported, sold, or used to make products, such as food or rope, without requiring any license, permit or authorization.

In addition, when certain conditions are met, a person may import, export, sell (at wholesale or retail), provide, possess, transport, send and deliver derivative viable grain or non-viable Cannabis seed, or products made from such derivatives, without the need for a license or authorization under the IHR. The products:

- Must contain no more than 10 µg/g THC;
- Must not have been made from whole industrial hemp plants, including sprouts, or the leaves, flowers, or bracts of those plants;
- In the case of the wholesale sale of a derivative, the package containing the derivative must be labelled that it "Contains 10 µg/g THC or less"

Currently, the Urban Juve Products contain Cannabis sativa and hemp root oil with THC and/or CBD content that is within maximum limits as set forth by CDSA and IHR.

## Recreational Cannabis

We anticipate that recreational Cannabis users are a key target market for our products. Therefore, we are actively monitoring developments in this domain to ensure that the sale and marketing of our products is done in accordance with all applicable laws.

### *Federal Laws*

On March 19, 2018, Health Canada published a summary of comments received as well as a detailed outline of changes to the Proposed Federal Regulations relating to the legalization of recreational cannabis (the "**Summary**").

The Summary proposed that all cannabis products be sold in packaging that is both tamper-evident and child-resistant, and that limits be set around colours, graphics and other visual elements to make cannabis less appealing to young people, one of the government's primary health and safety objectives. Specific information about potency and mandatory health warnings would also be required, along with a standardized cannabis symbol.

The Summary proposed a number of rules and standards for the production of cannabis products including maximum THC concentrations for cannabis oils and products intended for ingestion. It also echoed that the sale of edibles and other cannabis-based products would not be initially permitted, but would be permitted within one year of the Proposed Federal Regulations coming into force.

The Summary recommended a significant expansion of the current health product regulatory framework to permit the use of cannabis in a wider range of products. Health Canada also proposed a scientific, evidence-based approach to the approval and oversight of health products containing cannabis, including applying

relevant THC limits, and reiterated that cosmetics containing cannabis would not be exempt from the Proposed Federal Regulations.

The *Cannabis Act* became effective on October 17, 2018 and allows for individuals to purchase fresh cannabis, dried cannabis, cannabis oil, cannabis seeds, or cannabis plants from retailers authorized by the provinces and territories.

In December 2018, Health Canada published draft Regulations Amending the Cannabis Regulations (New Classes of Cannabis) regarding three new classes of cannabis that could be permitted for legal sale by federal license holders and provincially and territorially authorized distributors and retailers under the Cannabis Act. These three new classes of cannabis are edible cannabis, cannabis extracts and cannabis topicals. Health Canada sought feedback on the draft regulations through the public consultation process, which ended on February 20, 2019.

It is expected that final regulations regarding edible cannabis (including beverages), cannabis extracts and cannabis topicals, will be published and brought into force no later than October 17, 2019. The impact of regulatory changes on our business is unknown, and the proposed regulatory changes may not be implemented at all.

#### *Provincial Laws*

The governments of British Columbia, Alberta, Manitoba, Ontario, Québec and New Brunswick have also made varying announcements on the proposed regulatory regimes for the distribution and sale of cannabis for recreational purposes.

In British Columbia, the Cannabis Control and Licensing Act is guided by the province's priorities of protecting children and youth, promoting health and safety, keeping the criminal element out of cannabis, keeping B.C. roads safe, and supporting economic development. This law:

- Sets 19 as the provincial minimum age to purchase sell or consume cannabis;
- Allows adults to possess up to 30 grams of cannabis in a public place;
- Prohibits cannabis smoking and vaping everywhere tobacco smoking and vaping are prohibited, as well as at playgrounds, sports fields, skate parks, and other places where children commonly gather;
- Prohibits the use of cannabis on school properties and in vehicles;
- Authorizes adults to grow up to four cannabis plants per household, but the plants must not be visible from public spaces off the property, and home cultivation will be banned in homes used as day-cares;
- Establishes a cannabis retail licensing regime similar to the current licensing regime for liquor;
- Provides enforcement authority to deal with illegal sales;
- Creates a number of provincial cannabis offences which may result in a fine ranging from \$2,000 to \$100,000, imprisonment of three to 12 months, or both; and
- Where necessary, to comply with human rights law, exemptions will provide to individuals who are federally authorized to purchase, possess and consume medical cannabis.

### Regulation of Cannabis Advertising and Marketing in Canada

There are significant restrictions under the *Cannabis Act* on the use of branding on packaging, which restricts marketing similarly to tobacco. It bans promotion that appeals to youth, contains false or misleading statements or depicts people, celebrities, characters or animals.

#### Packaging and Labelling Rules

- Standardized cannabis symbol must be displayed in the upper left of the display.
- Health warning messages must be displayed in black on a yellow background.
- THC/CBD content must be displayed.
- Factual, accurate information (including ingredients, brand, strain, THC levels) will be permissible on packages, labels and promotions.
- There are other general font and colour restrictions for packaging and labels.
- There are exemptions for the brand name (any font style and size, but no larger than health warning message, and must be a single uniform colour, no fluorescent or metallic).
- One additional brand element is permitted (this can be a logo, but no larger than the standardized cannabis symbol).

Similar to the current restrictions on advertising for tobacco products, the *Cannabis Act* helps discourage youth cannabis use by prohibiting:

- Products that are appealing to youth.
- Packaging or labelling cannabis in a way that makes it appealing to youth.
- Selling cannabis through self-service displays or vending machines.
- Promoting cannabis, except in narrow circumstances where young people could not see the promotion.

### Regulation of Cannabis outside of Canada

Our licensing and distribution strategy will extend beyond Canada. Since we intend to license and distribute our products internationally, we are actively monitoring government regulation on cannabis jurisdictions worldwide, especially with regards to where Cannabis-infused wellness products can be infused, distributed, and sold.

We anticipate an opportunity to license and distribute our Cannabis-infused products in the jurisdictions in which it has been legalized. We continue to monitor legalization and decriminalization efforts in Australia, the United States, South America and across Europe.

### **Intellectual Property Protection**

Protection of our intellectual property is paramount to the success of our business. We have taken the following measures to protect our intellectual property:

#### *Patents*

We have filed the following U.S. provisional patent applications for our products and manufacturing methods:

No.	Patent Serial Number	Filing date	Title	Description & Status
1	62/657,334	4/13/2018	Cannabis root extract, method of manufacture, method of use	Patent covering the method of obtaining cannabis root oil from cannabis root, and the cannabis root oil obtained from said method.  <i>Status: Pending</i>
2	62/658,109	4/16/2018	Topical formulation for treatment of inflammation	Patent covering a formulation including cannabis root oil and THC for topical treatment of inflammation.  <i>Status: Pending</i>
3	62/658,127	4/16/2018	Topical formulation for pain management	Patent covering a formulation including cannabis root oil, THC and CBC for fibromyalgia/MS pain.  <i>Status: Pending</i>
4	62/658,336	4/16/2018	Female sexual lubricant	Female sexual lubricant containing ashwagandha oil, cannabis root oil, and or THC.  <i>Status: Pending</i>
5	62/658,839	4/17/2018	Topical formulation for management of chronic intense pain	Patent covering a formulation including cannabis root oil, THC and CBD for high levels of pain.  <i>Status: Pending</i>
6	62/675,404	5/23/2018	Formulations for treatment of endometriosis	Patent covering a formulation including cannabis root oil, CBD and/or THC for painful periods/menstrual cramps.  <i>Status: Pending</i>
7	62/682,269	6/8/2018	Suppository formulation	Patent covering a formulation including cannabis root oil, CBC and/or THC for treatment of cancer and the reduction of side effects from conventional cancer therapies.  <i>Status: Pending</i>

8	62/681,925	6/7/2018	Formulation for treatment of vaginal yeast infection, bacteriosis and vaginitis	Patent covering a formulation including cannabis root oil, CBD and/or THC for use in treatment of female infections and bacteriosis.  <i>Status: Pending</i>
9	62/677,402	5/29/2018	Formulation for treatment of effects of menopause	Patent covering a formulation including cannabis root oil, CBD and/or THC for treatment of pre-menopausal and menopausal symptoms such as hot flashes, shivering, sweating, skin reddening, mood changes, vaginal dryness, and trouble sleeping.  <i>Status: Pending</i>
10	62/672,853	5/17/2018	Skin moisturizer formulations	Patent covering a formulation including cannabis root oil, CBD and/or THC for moisturizing skin.  <i>Status: Pending</i>
11	62/695,514	7/9/2018	Anti-aging serum	Patent covering a formulation including CBD and/or THC for reducing signs of aging skin.  <i>Status: Pending</i>
12	PCT/CA2019/050461	4/16/2019	Cannabis Root Extract, Method of Manufacture, Method of Use	Patent Co-operation Treaty

We have filed the following trademark applications:

Trademark	Country	Application Number	Date
The Yield Growth Corp	Canada	1892270	June 4, 2018
Yield Growth	Canada	1892273	June 4, 2018
Yield Growth Co	Canada	1892274	June 4, 2018
URBAN JUVE	Canada	1907580	July 4, 2018
URBAN JUVE	United States	88/026,939	July 5, 2018
URBAN JUVE	European Union	0188001254	December 17, 2018
	Australia	18001254	April 23, 2019
	Hong Kong	304903731	April 25, 2019
	China	35459547	December 21, 2018
	Japan	2019-063387	April 26, 2019
	Taiwan	108025812	April 26, 2019
Mad Wallaby	Canada	1945934	February 13, 2019
	United States	88/298,824	February 12, 2019
Wright & Well	Canada	1945938	February 13, 2019
	United States	88/300,000	February 13, 2019

### Web Domains

We have use and control over the following domain names:

- [Urban Juveness.ca](http://UrbanJuveness.ca)
- [Urban Juvewellness.ca](http://UrbanJuvewellness.ca)
- [Urban Juvewellness.com](http://UrbanJuvewellness.com)
- [Findyourjuve.com](http://Findyourjuve.com)
- [Thriveactivations.com](http://Thriveactivations.com)
- [Thriveactivations.ca](http://Thriveactivations.ca)
- [Thriveactivations.co](http://Thriveactivations.co)
- [Theyieldgrowth.co](http://Theyieldgrowth.co)
- [Yieldgrowco.com](http://Yieldgrowco.com)
- [Yieldgrowth.com](http://Yieldgrowth.com)
- [Yieldgrowth.ca](http://Yieldgrowth.ca)
- [Yieldgrowthco.ca](http://Yieldgrowthco.ca)
- [Yieldgrowth.co](http://Yieldgrowth.co)
- [Urbanjuve.ca](http://Urbanjuve.ca)
- [Urbanjuve.com](http://Urbanjuve.com)
- [Wrightandwell.com](http://Wrightandwell.com)
- [Madwallaby.com](http://Madwallaby.com)

### RISK FACTORS

***An investment in our Shares should be considered highly speculative due to the nature of our business and the present stage of development. An investment in our Shares should only be made by knowledgeable and sophisticated investors who are willing to risk and can afford the loss of their entire investment. Potential investors should consult with their professional advisors to assess an investment in us. In evaluating us and our business, investors should carefully consider, in addition to other information contained in this AIF, the risk factors below. These risk factors are not a definitive list of all risk factors associated with an investment in us or in connection with our operations.***

#### **Risks Related to Investors in Our Securities**

##### Speculative Nature of Investment Risk

An investment in our Shares carries a high degree of risk and should be considered as a speculative investment by purchasers. We have limited history of earnings, limited cash reserves, a limited operating history, have not paid dividends, and are unlikely to pay dividends in the immediate or near future. We are in the development and planning phases of our business and have not started commercialization of all of



our planned products and services. Operations are not yet sufficiently established such that we can mitigate the risks associated with planned activities.

#### Liquidity and Future Financing Risk

We are in the development stage and have not generated a significant amount of revenue. We will likely operate at a loss until business becomes established and we may require additional financing in order to fund future operations and expansion plans, including developing new products, enhancing existing products, enhancing our operating infrastructure and acquiring complementary businesses and technologies. Our ability to secure any required financing to sustain operations will depend in part upon prevailing capital market conditions, as well as business success. There can be no assurance that we will be successful in our efforts to secure any additional financing or additional financing on terms satisfactory to management. If additional financing is raised by issuing Shares in authorized capital, control may change, and shareholders may suffer additional dilution.

#### Market Risk for Securities

Volatility in the price of our Shares could cause investors to lose all or part of their investment because they may not be able to sell their Shares at or above the price they paid. Factors that could cause fluctuations in the market price of our Shares include the following:

- price and volume fluctuations in the overall stock market from time to time;
- sales of Shares by our shareholders;
- any changes in the financial projections that we may provide to the public, or our failure to meet those projections;
- announcements by us or our competitors of new products or services;
- the public's reaction to our press releases, other public announcements and filings with the securities commissions;
- rumors and market speculation involving us or other companies in our industry;
- actual or anticipated changes in our operating results or fluctuations in our operating results;
- actual or anticipated developments in our business, our competitors' businesses or the competitive landscape generally;
- litigation involving us, our industry or both, or investigations by regulators into our operations or those of our competitors;
- developments or disputes concerning our intellectual property or other proprietary rights;
- announced or completed acquisitions of businesses or technologies by us or our competitors;
- new laws or regulations or new interpretations of existing laws or regulations applicable to our business;
- changes in accounting standards, policies, guidelines, interpretations or principles;
- any significant change in our management; and
- general economic conditions and slow or negative growth of our markets.

#### No Prospect of Dividends

We do not currently anticipate that any dividends will be paid on the Shares for the foreseeable future. As such, investors may not realize a return on their investment. See "*Dividends or Distributions*".

### **Risks Relating to the Company's Business and Operations**

#### History of Operating Losses

We have a history of operating losses and may not achieve or sustain profitability. We cannot guarantee investors that we will become profitable, and even if we achieve profitability, given the competitive and

evolving nature of the industry in which we operate, we may not be able to sustain or increase profitability and our failure to do so could adversely affect our business, including our ability to raise additional funds.

#### Going-Concern Risk

Our financial statements have been prepared on a going concern basis under which an entity is considered to be able to realize our assets and satisfy our liabilities in the ordinary course of business. Our 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 we will be successful in completing equity or debt financing or in achieving profitability. The 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 we be unable to continue as a going concern.

#### Competition

We face competition in the markets in which we operate and intend to operate in the near future. Some of our competitors may be better positioned to develop superior product features and technological innovations, and able to better adapt to changing market conditions than us. Our ability to compete depends on, among other things, consistent high product quality, short lead-time, timely delivery, competitive pricing, range of product offerings and superior customer service and support. Increased competition in the markets in which we operate may force us to reduce our product prices or may result in increased costs and may have a material adverse effect on our business and operating results. Any decrease in the quality of our products or level of service to customers, or any forced decrease in product pricing may adversely affect our business and operating results.

#### Limited Operating History and No Established Financing Sources

Although we believe our management team has extensive knowledge of the wellness product industry and closely monitors changes in legislation with regards to recreational cannabis laws worldwide, we operate in an evolving industry that may not develop as expected. Furthermore, we were incorporated in 2014 and have a limited operating history and established financing sources. We are subject to all of the business risks and uncertainties associated with any new business. Our financial condition and results of operations will depend on many factors, including our ability to bring our products to commercial production, marketing success and continued legality of our products.

#### Response to Technological Developments

Our future success will depend in part on our ability to modify or enhance our products to meet consumer needs, add functionality and address technological developments. Technological advances in the handheld device industry may lead to changes in our customers' requirements, and to remain competitive, we will need to continuously develop new or upgraded products that address these evolving technologies. Mobile devices are continually evolving, and we may lose customers if we are not able to continue to meet our customers' mobile and multi-screen experience expectations. The variety of technical and other configurations across different mobile platforms increases the challenges associated with evolving technology. If we are unsuccessful in identifying new product opportunities or in developing or marketing new products in a timely or cost-effective manner, or if our product developments do not achieve the necessary market penetration or price levels to be profitable, our business and operating results could be adversely affected.

### Success of Quality Control Systems

The quality and safety of our products are critical to the success of our business and operations. As such, it is imperative that our and our service providers' quality control systems operate effectively and successfully. Quality control systems can be negatively impacted by the design of the quality control systems, the quality training program, and adherence by employees to quality control guidelines.

### Reliance on Third-Party Suppliers and Manufacturers

We intend to maintain a full supply chain for the production of our products. Loss of our manufacturers and suppliers would have a material adverse effect on our business and operational results. For example, hemp oil is a key component in our products, and we have identified limited sources for this ingredient.

### Product Recalls

Product manufacturers and distributors are sometimes required to recall or initiate returns of their products for various reasons, including product defects such as contaminations, unintended harmful side effects or interactions with other products, packaging safety and inadequate or inaccurate labeling disclosure. If any of our products are recalled, we could incur unexpected expense relating to the recall and any legal proceedings that might arise in connection with the recall. We may lose significant revenue due to loss of sales and may not be able to compensate for or replace that revenue.

### Product Development

If the Company cannot successfully develop, manufacture and distribute its products, or if the Company experiences difficulties in the development process, such as capacity constraints, quality control problems or other disruptions, the Company may not be able to develop market-ready commercial products at acceptable costs, which would adversely affect the Company's ability to effectively enter the market. A failure by the Company to achieve a low-cost structure through economies of scale or improvements in cultivation and manufacturing processes would have a material adverse effect on the Company's commercialization plans and the Company's business, prospects, results of operations and financial condition.

### Product Liability

Our cosmetic products will be produced for sale both directly and indirectly to end consumers, and therefore we face an inherent risk of exposure to product liability claims, regulatory action and litigation of our products are alleged to have caused significant loss or injury. Previously unknown adverse reactions resulting from human use of our products alone or in combination with other medications or substances could occur. We may be subject to various product liability claims, including, among others, that our products caused injury or illness, include inadequate instructions for use or include inadequate warnings concerning possible side effects or interactions with other substances. A product liability claims or regulatory action against us could result in increased costs to produce the Urban Juve Products and could have a material adverse effect on our business and operational results.

### Target Market Size

Because the cannabis industry is in a nascent stage with uncertain boundaries, there is a lack of information about comparable companies available for potential investors to review in deciding about whether to invest in the Company and, few, if any, established companies whose business model the Company can follow or upon whose success the Company can build. Accordingly, investors will have to rely on their own estimates in deciding about whether to invest in the Company. There can be no assurance that the Company's estimates are accurate or that the market size is sufficiently large for its business to grow as projected, which may negatively impact its financial results. Furthermore, the size of the wellness and cosmetic consumer goods products market is large, we are an unestablished player and it will be difficult to acquire significant market share at the outset with regards to the sale of the Urban Juve Products.

### Effectiveness and Efficiency of Advertising and Promotional Expenditures

Our future growth and profitability will depend on the effectiveness and efficiency of advertising and promotional expenditures, including our ability to (i) create greater awareness of our products; (ii) determine the appropriate creative message and media mix for future advertising expenditures; and (iii) effectively manage advertising and promotional costs in order to maintain acceptable operating margins. There can be no assurance that advertising and promotional expenditures will result in revenues in the future or will generate awareness of our technologies or services. In addition, no assurance can be given that we will be able to manage our advertising and promotional expenditures on a cost-effective basis.

### Promoting Our Brand

We believe that maintaining and promoting our brand is critical to expanding our customer base. Maintaining and promoting our brand will depend largely on our ability to continue to provide quality, reliable and innovative products, which we may not do successfully. We may introduce new products or services that our customers do not like, which may negatively affect our brand and reputation. Maintaining and enhancing our brand may require us to make substantial investments, and these investments may not achieve the desired goals. If we fail to successfully promote and maintain our brand or if we incur excessive expenses in this effort, our business and financial results from operations could be materially adversely affected.

### Changing Consumer Preferences

As a result of changing consumer preferences, many holistic, cannabis or other innovative products attain financial success for a limited period of time. Even if our products find retail success, there can be no assurance that any of our products will continue to see extended financial success. Our success will be dependent upon our ability to develop new and improved product lines. Even if we are successful in introducing new products or developing our current products, a failure to continue to update them with compelling content could cause a decline in our products' popularity that could reduce our revenues and harm our business, operating results and financial condition. Our failure to introduce new features and product lines and to achieve and sustain market acceptance could result in us being unable to meet consumer preferences and generate revenue which would have a material adverse effect on our profitability and financial results from operations.

### Key Personnel Risk

Our success and future growth will depend, to a significant degree, on the continued efforts of our directors and officers to develop the business and manage operations and on their ability to attract and retain key technical, scientific, sales and marketing staff or consultants. The loss of any key person or the inability to attract and retain new key persons could have a material adverse effect on our business. Competition for qualified technical, scientific, sales and marketing staff, as well as officers and directors can be intense, and no assurance can be provided that we will be able to attract or retain key personnel in the future. Our

inability to retain and attract the necessary personnel could materially adversely affect our business and financial results from operations.

#### Fluctuations in Foreign Currency Exchange Rates

We are subject to foreign currency risk. The strengthening or weakening of the Canadian or US dollar versus other currencies will impact the translation of our net revenues generated in these foreign currencies into Canadian and US dollars. We import certain ingredients in our products from foreign countries, and so may become forced to pay higher rates for our ingredients as a result of the weakening of the Canadian or US dollar.

#### Risks Related to our Prices

As the market for our products matures, or as new or existing competitors introduce new products or services that compete with ours, we may experience pricing pressure and be unable to renew our agreements with existing customers or attract new customers at prices that are consistent with our pricing model and operating budget. If this were to occur, it is possible that we would have to change our pricing model or reduce our prices, which could harm our revenue, gross margin, and operating results.

#### Requirement to Generate Cash Flow for Financial Obligations

We currently have negative operating cash flows. Our ability to generate sufficient cash flow from operations to make scheduled payments to our contractors, service providers and merchants will depend on future financial performance, which will be affected by a range of economic, competitive, regulatory, legislative, and business factors, many of which are outside of our control. If we do not generate sufficient cash flow from operations to satisfy our contractual obligations, we may have to undertake alternative financing plans. Our inability to generate sufficient cash flow from operations or undertake alternative financing plans would have an adverse effect on our business, financial condition and results or operations, as well as our ability to satisfy our contractual obligations. Any failure to meet our financial obligations could result in termination of key contracts, which could harm our ability to provide our products.

#### Uninsured or Uninsurable Risk

We may become subject to liability for risks which are uninsurable or against which we may opt out of insuring due to the high cost of insurance premiums or other factors. The payment of any such liabilities would reduce the funds available for usual business activities. Payment of liabilities for which insurance is not carried may have a material adverse effect on our financial position and operations.

#### Conflicts of Interest Risk

Certain of our directors and officers are, and may continue to be, involved in other business ventures in the mobile technology, hemp and holistic health industries through their direct and indirect participation in corporations, partnerships, joint ventures, etc. that may become potential competitors to us. Situations may arise in connection with potential acquisitions or opportunities where the other interests of these directors and officers conflict with or diverge from our interests. In accordance with the *BCBCA*, directors who have a material interest in any person who is a party to a material contract, or a proposed material contract are required, subject to certain exceptions, to disclose that interest and generally abstain from voting on any resolution to approve the contract. In addition, the directors and officers are required to act honestly and in good faith with a view to our best interests. However, in conflict of interest situations, directors and officers may owe the same duty to another company and will need to balance their competing interests with their duties to us. Circumstances (including with respect to future corporate opportunities) may arise that may be resolved in a manner that is unfavorable to us.

## **Regulatory Risks**

### Travel Risks

We see the United States as a lucrative market for the license of our Urban Juve Products. With renewed uncertainty with regards to travel to the United States if one is affiliated with the Cannabis industry, we may have to postpone or cancel plans to meet with potential licensee partners in the United States until we obtain further clarity on how the federal US laws will be applied at border crossings.

On October 9, 2018, U.S. Customs and Border Protection (CBP) issued a Statement of Clarification providing that Canadians who work in Canada's legal cannabis industry may enter the United States for non-work related reasons without negative consequences. CBP's clarification further stated that "if a traveler is found to be coming to the U.S. for reasons related to the marijuana industry, they may be deemed inadmissible."

As a result, our personnel who may travel to the US for business purposes relating to the marijuana industry are at risk for being denied entry to the US, either temporarily or permanently. This means that caution must be taken by our personnel when travelling to the US. Virtual meetings or conference calls with potential licensee partners will likely replace in-person meetings and site visits, which may negatively impact our ability to form effective partnerships in the US. We will also likely choose not to attend cannabis industry-related trade shows in the US, which may negatively impact our ability to grow our brand and industry-related contacts in the US.

### Regulatory Approval and Permits

We may be required to obtain and maintain certain permits, licenses and approvals in the jurisdictions where our products are licensed, although we do not currently anticipate that such approvals will be necessary. There can be no assurance that we will be able to obtain or maintain any necessary licenses, permits or approvals, and any material delay or inability to receive these items is likely to delay and/or inhibit our ability to conduct our business, and would have an adverse effect on our business, financial condition and results of operations.

Achievement of the Company's business objectives are contingent, in part, upon compliance with the regulatory requirements, including those imposed by Health Canada, enacted by these government authorities and obtaining all regulatory approvals, where necessary, for the sale of its products. We cannot predict the time required to secure all appropriate regulatory approvals for its products, or the extent of testing and documentation that may be required by government authorities. Any delays in obtaining, or failure to obtain regulatory approvals would significantly delay the development of markets and products and could have a material adverse effect on the Company's business, results of operation and financial condition.

### Potential Changes in Laws and Regulations

The Canadian regulatory regime with regards to recreational Cannabis is still not yet finalized. Changes to laws and regulations at both the federal and provincial level could have a significant impact on our ability to market and sell the Urban Juve Products, and with regards to our next phase infusion of the Urban Juve Products with Cannabis. If legislation changes such action could have a materially adverse effect on; (a) our ability to obtain lawfully sourced raw materials; and, (b) the manufacturing, marketing, distribution and sale of our products in one or multiple jurisdictions, up to and including a complete interruption of our business. Further, regulatory regimes regarding recreational Cannabis use outside of Canada remain ambiguous, especially with regards to enforcement or clashes between federal and state laws (notably in the United States). We cannot predict the nature of any future federal or provincial regulations, interpretations or applications, nor can we determine what effect additional governmental regulations or administrative policies and procedures, when and if promulgated, could have on our business.

## **Intellectual Property Risks**

### Risks Related to Potential Inability to Protect Intellectual Property

Our success is heavily dependent upon our intellectual property and technology. We license certain of our technology from third parties and there can be no assurance that we will be able to continue licensing these rights on a continuous basis. We rely upon copyrights, trade secrets, unpatented proprietary know-how and continuing technology innovation to protect the technology that we consider important to the development of our business. We rely on various methods to protect our proprietary rights, including confidentiality agreements with our consultants, service providers and management that contain terms and conditions prohibiting unauthorized use and disclosure of our confidential information. However, despite our efforts to protect our intellectual property rights, unauthorized parties may attempt to copy or replicate our technology. There can be no assurances that the steps taken by us to protect our technology will be adequate to prevent misappropriation or independent third-party development of our technology. It is likely that other companies can duplicate a production process similar to ours. To the extent that any of the above could occur, our revenue could be negatively affected, and in the future, we may have to litigate to enforce our intellectual property rights, which could result in substantial costs and divert our management's attention and our resources.

### Risks Related to Potential Intellectual Property Claims

Companies in the retail and wholesale consumer product industries frequently own trademarks and trade secrets and often enter into litigation based on allegations of infringement or other violations of intellectual property rights. We may be subject to intellectual property rights claims in the future and our products may not be able to withstand any third-party claims or rights against their use. Any intellectual property claims, with or without merit, could be time consuming, expensive to litigate or settle and could divert management resources and attention. An adverse determination also could prevent us from offering our products and services to others and may require that we procure substitute products or services for these members.

With respect to any intellectual property rights claim, we may have to pay damages or stop using intellectual property found to be in violation of a third party's rights. We may have to seek a license for the intellectual property, which may not be available on reasonable terms and may significantly increase our operating expenses. The technology also may not be available for license to us at all. As a result, we may also be required to pursue alternative options, which could require significant effort and expense. If we cannot license or obtain an alternative for the infringing aspects of our business, we may be forced to limit our product and service offerings and may be unable to compete effectively. Any of these results could harm our brand and prevent us from generating sufficient revenue or achieving profitability.

### Patent Approval

The Company currently has several U.S. provisional patent applications filed. There is no guarantee that the patents will be issued or that the patent rights will be enforceable. Provisional patents can be utilized as priority documents for the filing of patents in Patent Co-operation Treaty countries, and including Canada, the United States, Europe, Eurasia, China, and Japan, for up to one year from the date of first filing, however, patent applications must be examined by regional patent offices before getting registered. These offices may refuse or delay the issuance the patent or will issue the patent with narrow claims for a variety of reasons, including improper inventorship. As a result, the Company could experience delays in its ability to distribute and commercialize its products, all of which would have a material adverse effect on the Company's business, results of operations and financial condition.

## **Economic Risks**

### Global Economy Risk

The ongoing economic slowdown and downturn of global capital markets has generally made the raising of capital by equity or debt financing more difficult. We will be dependent upon the capital markets to raise additional financing in the future while establishing a user base. Access to financing has been negatively impacted by the ongoing global economic downturn. As such, we are subject to liquidity risks in meeting development and future operating cost requirements in instances where cash positions are unable to be maintained or appropriate financing is unavailable. These factors may impact our ability to raise equity or obtain loans and other credit facilities in the future and on terms favorable to us and our management. If uncertain market conditions persist, the ability to raise capital could be jeopardized and thus have an adverse impact on operations and on the trading price of our Shares on the Exchange.

### Trends, Risks and Uncertainties

We have sought to identify what we believe to be the most significant risks to our business, but we cannot predict whether, or to what extent, any of such risks may be realized nor can we guarantee that we have identified all possible risks that might arise. Investors should carefully consider all of such risk factors before making an investment decision with respect to our Shares.

## **DIVIDENDS AND DISTRIBUTIONS**

We have not paid dividends since our incorporation. While there are no restrictions in our articles or pursuant to any agreement or understanding which could prevent us from paying dividends or distributions, we have limited cash flow and anticipate using all available cash resources to fund working capital and grow our business. As such, there are no plans to pay dividends in the foreseeable future. Any decisions to pay dividends in cash or otherwise in the future will be made by the Board on the basis of our earnings, financial requirements and other conditions existing at the time a determination is made.

## **DESCRIPTION OF CAPITAL STOCK**

Our authorized capital consists of an unlimited number of Shares, of which 88,285,305 are issued and outstanding as at May 14, 2019, as fully paid and non-assessable.

For further information please see the Management Information Circular filed on SEDAR on April 11, 2019.

### **Shares**

Holders of the Shares are entitled to vote at all meetings of the holders of our Shares and, subject to the rights of holders of any shares ranking in priority to or on a parity with the Shares, to participate ratably in any distribution of our property or assets upon liquidation or wind-up.



## Warrants

The following table summarizes the common share purchase warrants outstanding in our authorized capital as of May 14, 2019 (the "Warrants"):

Date of Issuance	Number of Warrants	Exercise Price (\$)	Expiry Date
Various Private Placements	15,900,828	\$3.00	December 13, 2020
December 8, 2017	437,200	\$0.80	December 12, 2020
April 20, 2018	280,000	\$0.75	October 20, 2019
July 9, 2018 to August 3, 2018	1,367,000	\$1.00	July 9, 2020 to August 3, 2020
November 1, 2018	5,460,000 <sup>(1)</sup>	\$0.50	October 30, 2023
December 13, 2018	4,481,500	\$1.10	December 13, 2020
December 13, 2018	193,350	\$0.50	December 13, 2020
January 3, 2019	200,000	\$0.34	January 3, 2024
January 29, 2019	26,250	\$0.50	July 29, 2019
February 5, 2018	200,000	\$0.60	February 5, 2020
February 6, 2019	1,000,000	\$0.50	August 6, 2019
February 20, 2019	191,134	\$0.80	August 20, 2019
February 28, 2019	125,714	\$0.80	August 28, 2019
April 12, 2019	178,532	\$0.70	August 13, 2019
April 29, 2019	93,850	\$0.70	October 29, 2019
May 7, 2019	37,633	\$0.62	November 7, 2019
<b>Total</b>	<b>30,172,991</b>		

(1) The Shares underlying these warrants are subject to an escrow agreement as follows:

On the date the issuer's securities are listed on a Canadian exchange (the "listing date")	1/10 of the securities
6 months after the listing date	1/6 of the remaining escrow securities
12 months after the listing date	1/5 of the remaining escrow securities
18 months after the listing date	1/4 of the remaining escrow securities
24 months after the listing date	1/3 of the remaining escrow securities
30 months after the listing date	1/2 of the remaining escrow securities
36 months after the listing date	the remaining escrow securities

## Options

The Board has approved a Stock Option Plan, designed for our selected employees, officers, directors, consultants and contractors, to incentivize such individuals to contribute toward our long-term goals, and to encourage such individuals to acquire Shares as long-term investments. Our Stock Option Plan is a rolling 20% stock option plan that is administered by the Board and authorizes the issuance of up to 17,657,061 stock options or such additional amount as may be approved from time to time by the shareholders of the Company. The terms of any award are determined by the Board, provided that no options may be granted at less than the fair market value of Shares as of the date of the grant. As of May 14, 2019, there are 12,338,328 outstanding options to purchase Shares under the Stock Option Plan.

Date of Issuance	Number of Options Outstanding	Exercise Price (\$)	Expiry Date
October 16, 2017	350,000	\$0.10 <sup>(1)</sup>	October 16, 2022
November 22, 2017	70,000	\$0.10	November 22, 2022
January 8, 2018	900,000	\$0.15	January 8, 2023
January 30, 2018	200,000	\$0.40	January 30, 2023
February 13, 2018	400,000	\$0.40	February 13, 2023
February 16, 2018	1,000,000	\$0.40	February 16, 2023
February 17, 2018	200,000	\$0.40	February 17, 2023
February 26, 2018	100,000	\$0.40	February 26, 2023
February 28, 2018	1,200,000	\$0.40	February 28, 2023
March 8, 2018	200,000	\$0.40	March 8, 2023
March 21, 2018	150,000	\$0.40	March 21, 2023
March 22, 2018	40,000	\$0.40	March 22, 2023
April 15, 2018	300,000	\$0.50	April 15, 2023
April 25, 2018	100,000	\$0.50	April 25, 2023
April 30, 2018	300,000	\$0.40	April 30, 2023

June 21, 2018	25,000	\$0.50	June 21, 2023
July 9, 2018	30,000	\$0.50	July 9, 2023
August 15, 2018	18,500	\$0.25	August 15, 2023
October 31, 2018	10,000	\$0.50	October 31, 2023
December 17, 2018	1,890,000	\$0.23	December 17, 2023
January 8, 2019	290,000	\$0.51	January 8, 2024
January 31, 2019	1,085,000	\$0.62	January 31, 2024
February 21, 2019	1,510,000	\$0.78	February 21, 2024
March 5, 2019	300,000	\$0.73	March 5, 2024
April 2, 2019	508,000	\$0.62	April 2, 2024
April 15, 2019	356,800	\$0.70	April 15, 2024
April 29, 2019	600,000	\$0.69	April 29, 2024
May 7, 2019	80,000	\$0.62	May 7, 2024
May 13, 2019	125,028	\$0.57	May 13, 2024
<b>TOTAL</b>	<b>12,338,328</b>		

<sup>(1)</sup> These options were re-priced from \$0.05 per share to \$0.10 per share on November 15, 2018.

## MARKET FOR SECURITIES

### Markets

The Common Shares began trading on the CSE on December 14, 2018 under the symbol "BOSS". On January 22, 2019, the Shares also became eligible to trade on the Frankfurt Stock Exchange under the trading symbol "YG3". On February 1, 2019, the Shares also became eligible to trade on the OTC under the trading symbol "BOSQF".

### Trading Price and Volume of the Shares

The following sets forth the high and low market prices and the volume of the Shares on the CSE, during the periods indicated, stated in Canadian dollars.

Month / Year	CSE Trading		
	High \$	Low \$	Volume
December 2018	0.375	0.165	14,108,127
January 2019	0.64	0.24	42,273,638
February 2019	0.94	0.65	37,950,459
March 2019	0.78	0.61	13,554,772
April 2019	0.73	0.61	8,007,591
May 2019 <sup>(1)</sup>	0.65	0.52	4,142,069

<sup>(1)</sup> Information for May 1 to May 14, 2019 only

### Prior Sales

For information on our prior sales please see our Final Prospectus filed November 21, 2018 and the Management Information Circular filed on SEDAR on April 11, 2019.

### ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTIONS ON TRANSFER

For further information please see the Final Prospectus filed on SEDAR on November 21, 2018.

### Application of Escrow Provisions

Depending on the holder of the Shares, Options and/or Warrants, it is possible that any particular holder, or any particular Share, Option or Warrant, will fall into one or more of the NP Escrowed Securities and/or the SSRR Escrowed Securities. If a holder of Shares, Options and/or Warrants is subject to one or more of these escrow regimes, the Share, Option and/or Warrant will not be released from escrow until the release schedule for all regimes have been met. Given this overlap, on any particular release date, despite a Share, Option and/or Warrant being released from a particular escrow regime, such Share, Option and/or Warrant may still be in escrow under another regime.

### DIRECTORS AND EXECUTIVE OFFICERS

The following table sets out the names and country and state or province of residence of the directors and executive officers of the Company, their present position(s) and offices with the Company, their principal occupations during the last five years and their holdings of Shares, as applicable, as at May 14, 2019.

Name, Position Held in Company Province and Country of Residence	Principal Occupation, Business or Employment for Last Five Years	Date of Appointment	Number and Percentage of Shares Beneficially Owned or Controlled	Number of Convertible or Exchangeable Securities Beneficially owned or Controlled	Total Ownership on an Undiluted Basis <sup>(1)</sup>	Total Ownership on a Fully-diluted Basis
Penny Green, Director and Chief Executive Officer, British Columbia, Canada	Formerly: Director and Chief Operating Officer, President and Officer of Glance Technologies Inc. (2014 - 2018) and Director of Highbury Energy Inc. (2007 – 2016)	November 28, 2016	20,570,000 (23%)	410,000 Options 2,704,000 Warrants	27%	18%
Krystal Pineo, Director, member of the Audit and Governance Committee, British Columbia, Canada	Director and President of KP Capital Inc. (a private equity firm) since 2017; Dental Hygienist, AARM Dental since 2009	May 17, 2017	3,610,000 <sup>(2)</sup> (4%)	510,000 Options 50,000 Warrants	4.7%	3.2%
Spiros Margaris, Director, member of the Audit and Governance Committee, Switzerland	Venture Capitalist and Advisor, Margaris Ventures (formerly known as MARGARIS ADVISORY) since 2010	January 8, 2018	15,000 (<1%)	1,410,000 Options	1.6%	1.1%
Thomas Bond, Director and Chairman, member of the Audit and Governance Committee, Ontario, Canada	COO/ CFO M.A.C Cosmetics from 1993 until its sale to Estee Lauder in 1999.	December 17, 2018	59,214 (<1%)	1,110,000 Options 35,714 Warrants	1.4%	<1%
Yucai Huang, Officer - Chief Financial Officer, British Columbia, Canada	Currently: Director of Datable Technology Corporation (TSXV: DAC) since 2015  Formerly:	February 16, 2018	20,000 (<1%)	1,182,000 Options 20,000 Warrants	1.4%	<1%

	Chief Financial Officer of Hanwei Energy Corp. (TSE: HE) (2007 – 2018) Director of Poydras Gaming Finance Corp (2012-2014)					
Amy Frankel Officer - Vice President Licensing and General Counsel, British Columbia, Canada	Co-General Counsel of Aritzia LP (2010 – 2018)	April 30, 2018	20,000 (<1%)	410,000 Options 20,000 Warrants	<1%	<1%

(1) Based on 88,285,305 issued and outstanding Shares as at the date of this AIF.

(2) Held by KP Capital Inc., a company owned by Ms. Pineo, a director of the Company.

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

As at May 14, 2019, the Company's directors and executive officers as a group beneficially own, directly or indirectly, or exercise control or direction over an aggregate of 24,294,414 Shares, representing 27.5% of the issued and outstanding Shares.

### **Cease Trade Orders, Bankruptcies, Penalties or Sanctions**

To the knowledge of management, no director or executive officer of the Company is, as of the date of this AIF, or was, within the 10 years before the date hereof, a director, chief executive officer or chief financial officer of any company that was the subject of a cease trade order, an order similar to a cease trade order or an order that denied the company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days, that was issued: (i) while such person was acting in that capacity; or (ii) after such person was acting in such capacity and which resulted from an event that occurred while that person was acting in such capacity.

To the knowledge of management, no director or executive officer of the Company, or shareholder holding a sufficient number of securities to affect materially the control of the Company is, as of the date of this AIF, or has been, within 10 years before the date hereof, a director or executive officer of any company that, while such 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.

To the knowledge of management, no director or executive officer of the Company, or shareholder holding a sufficient number of securities to affect materially the control of the Company has, within the 10 years before the date of this AIF, 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.

To the knowledge of management, no director or executive officer of the Company, or shareholder holding a sufficient number of securities to affect materially the control of the Company has been subject to 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 has been subject to 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.

### **Conflicts of Interest**

To the best of the Company's knowledge, there are no existing or potential conflicts of interest among the Company, its directors, officers, or other members of management of the Company except that certain of the directors, officers and other members of management serve as directors, officers and members of management of other public companies and therefore it is possible that a conflict may arise between their duties as a director, officer or member of management of such other companies and their duties as a director, officer or member of management of the Company.

The directors and officers of the Company are aware of the existence of laws governing accountability of directors and officers for corporate opportunity and requiring disclosure by directors and officers of conflicts of interest and the Company will rely upon such laws in respect of any directors' or officers' conflicts of interest or in respect of any breaches of duty to any of its directors and officers. All such conflicts must be disclosed by such directors or officers in accordance with British Columbia corporate law.

**The Company intends to adopt a Code of Ethics and Business Conduct that applies to all directors, officers, employees and consultants of the Company and its subsidiaries**

### **PROMOTERS**

For further information please see the Management Information Circular filed on SEDAR on April 11, 2019.

Each of Penny Green and Krystal Pineo took the initiative in founding the Company and arranging for its organization and, accordingly, may be considered to be the promoters of the Company within the meaning of applicable securities legislation in British Columbia. The following table sets out their shareholdings in the Company.

<b>Name of Promoter</b>	<b>Shares Beneficially Owned, or Controlled or Directed, Directly or Indirectly<sup>(3)</sup></b>	<b>% of Total Outstanding Class of Shares</b>
Penny Green	20,570,200	(23%)
Krystal Pineo	3,610,000 <sup>(3)</sup>	(4%)

Penny has, pursuant to the Stock Option Plan, been granted incentive stock options to purchase 10,000 shares at \$0.51 and 400,000 shares at \$0.78.

Krystal has, pursuant to the Stock Option Plan, been granted incentive stock options to purchase: 100,000 shares at \$0.40, 10,000 shares at \$0.51 and 400,000 at \$0.78.

Penny and Krystal also act as directors and executive officers of the Company and are compensated for their services as such. See section entitled "*Director and Executive Compensation, Excluding Compensation Securities*" in the Company's final long form AIF dated November 19, 2018 which is available on SEDAR at [www.sedar.com](http://www.sedar.com), which section is incorporated by reference into this AIF.

## LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Since our inception, there have been no legal proceedings to which the Company is or was a party or of which any of its property is or was the subject of that involves claims for damages, and the Company is unaware of any such proceedings being contemplated.

Since incorporation, there have not been any penalties or sanctions imposed against the Company by a court relating to provincial and territorial securities legislation or by a securities regulatory authority, nor have there been any other penalties or sanctions imposed by a court or regulatory body against the Company, and the Company has not entered into any settlement agreements before a court relating to provincial and territorial securities legislation or with a securities regulatory authority.

## INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

For further information please see the Management Information Circular filed on SEDAR on April 11, 2019.

Except as disclosed below, or in the Information Circular or elsewhere in this AIF, none of our directors, executive officers or principal shareholders, or associate or affiliate of any of the foregoing, has had any material interest, direct or indirect, in any transaction within the preceding three years or in any proposed transaction that has materially affected or will materially affect us.

On March 1, 2017, the Company entered into a consulting agreement with KP Capital Inc. for KP Capital Inc. to provide investors relations services to the Company. The Company agreed to pay a consulting fee of \$7,800 per month for these services. This agreement was amended on May 15, 2017 with the consulting fee lowered to \$3,800 per month, effective June 1, 2017. This agreement was terminated as of December 31, 2017. Krystal Pineo, a director of the Company, is a significant shareholder and a director of KP Capital Inc.

On May 29, 2017, as amended and restated on May 31, 2017, the Company entered into the GP License, whereby the Company acquired a license to the GP Technology. Ms. Green was a director, officer and significant shareholder of Glance Technologies Inc., which is the sole shareholder of GP, at the time of this transaction. The GP License was amended pursuant to a Release and Settlement Agreement dated November 2, 2018. See "*Material Contracts*".

On February 9, 2018, the Company entered into the Loop Agreements whereby Yield Growth sublicensed the GP Technology to Loop for \$2,000,000 for a one-year renewable license, payable in 8,000,000 common shares of Loop, valued at \$0.25 per share. Of that, 4,000,000 shares have been issued to GP as a sublicense royalty owing under the Licensing Agreement.

On June 25, 2018, Thrive entered into an Operating Agreement with FastTask Inc. in the ordinary course of business for Thrive to provide technology advisory, marketing, business development, media engagement and other services to FastTask Inc. Fast Task Technologies Inc. entered into a share purchase agreement with FastTask Inc. dated August 27, 2018 and on September 28, 2018, Fast Task Technologies Inc. acquired all of the issued and outstanding shares of FastTask Inc. and HeyBryan Inc. Penny Green is a director, officer and significant shareholder of Fast Task Technologies Inc. FastTask Inc. is a wholly owned subsidiary of Hey Bryan Media Inc. (formerly Fasttask Technologies Inc.) ("HeyBryan"). Penny Greens owns approximately 29% of the commons shares of HeyBryan.

On July 23, 2018, Thrive entered into an Operating Agreement with Antler Retail Inc. in the ordinary course of business for Thrive to provide technology advisory, marketing, business development, media engagement and other services to Antler Retail Inc. Penny Green is a director and significant shareholder of Antler Retail Inc. Penny Green hold approximately 22% of the common shares of Antler Retail Inc.



On August 3, 2018, the Company entered into an agreement with Penny Green whereby Ms. Green, the Company's President and CEO, agreed to advance up to \$500,000 to the Company upon request of the Company. Under this agreement, Ms. Green has agreed not to demand repayment in cash until twelve months after the Company has completed the Offering or, at the Company's discretion, until the Company has obtained sufficient equity funding to support its business plan for at least twelve months after the Offering. Ms. Green may convert the outstanding principal, in part or in full, at any time into Units. Interest on the principal of the loan will accrue at 5% per annum. See "*Description of the Business*", "*NP 46-201 Escrow*", "*Directors and Executive Officers*" and "*Material Contracts*".

### TRANSFER AGENTS AND REGISTRARS

The transfer agent and registrar for the Shares is Computershare Investor Services Inc. at its offices in Vancouver, British Columbia, Canada. The transfer agent and registrar for the US Shares is Equity Stock Transfer at its offices in New York, NY, USA.

### MATERIAL CONTRACTS

For further information please see the Management Information Circular filed on SEDAR April 11, 2019. Our material contracts, excluding those made in the ordinary course of our business, are as follows:

Name of Contract	Parties	Date	Nature of Contract and Consideration
GP License	Yield Growth and GP	May 29, 2017 as amended and restated on May 31, 2017 and November 2, 2018	<p>GP granted Yield Growth a worldwide, non-exclusive, sublicensable license to use the GP Technology. The License Agreement has an initial term of one year and will automatically renew for up to fifty additional one-year terms upon Yield Growth's payment of the annual renewal fee of \$10,000. The License Agreement can be terminated by Yield Growth providing written notice at least 90 days prior to renewal.</p> <p>As consideration for the license, Yield Growth agreed to pay GP a fee of \$2,500 per day for the initial term of one year, for an aggregate fee of \$912,500, which was paid as follows: \$100,000 cash on May 31, 2017; \$200,000 cash on June 20, 2017; and 4,900,000 Shares (post-split) at a deemed price of \$0.25 per share on November 28, 2017.</p> <p>Yield Growth also paid Glance \$100,000 in cash on May 31, 2017 as payment for initial design services relating to the base development of the Wellness App.</p> <p>In conjunction with each cash payment on May 31, 2017 and June 20, 2017 Yield Growth issued to GP 8,000,000 Shares (post-split), for an aggregate of 16,000,000 additional Shares (post-split), at a price of \$0.05 per share.</p> <p>Yield Growth can sublicense the GP Technology, and Yield Growth must pay a royalty equal to 50% to GP of all sublicense revenue.</p> <p>On November 2, 2018, Yield Growth and Glance entered into a Release and Settlement Agreement ("<b>Glance Settlement Agreement</b>") with respect to the GP License. whereby the parties agreed to mutually amend the GP License such that it is a bare license without the right to sublicense expiring in May 2021. In addition, (i) Glance agreed to surrender 11.9 million Shares of Yield Growth for cancellation thereby reducing its shareholdings in Yield Growth to 9 million, (ii) Yield Growth issued Glance Warrants to purchase 6 million Shares of Yield Growth at the price per unit</p>

			<p>of \$0.50 for a 5 year term, (iii) Glance entered into a standard escrow agreement for the shares and warrants of Yield Growth and agreed to certain additional trading restrictions including not to sell more than 20,000 Shares of Yield Growth in any one day, and (iv) Glance entered into a Voting Agreement requiring Glance to support and vote in favour of board candidates nominated by the incumbent board of Yield Growth. As further consideration for the Glance Settlement Agreement, Glance and Yield Growth agreed to release each other with respect to the License Agreement.</p> <p>As a condition precedent to the Glance Settlement Agreement, Glance agreed to enter into a release and settlement agreement with Loop Insights, Yield's sublicensee under the related Loop Sublicense Agreement, whereby Glance will surrender to Loop Insights the 4 million common shares of Loop Insights that were transferred from Yield to Glance pursuant to the terms of the GP License.</p>
Urban Juve International Rights Agreement	Urban Juve Provisions Inc. (formerly Indulgence Edibles Inc.) and Cannacopia Therapeutics Inc.	September 2, 2017	<p>Under the Urban Juve International Rights Agreement, Urban Juve acquired rights to all Urban Juve Therapeutic Products and the Urban Juve Commercial Products produced outside of Canada.</p> <p>Cannacopia appointed Urban Juve as the exclusive distributor for every territory except Canada for a term of 20 years, renewable for another 20-year term.</p> <p>Urban Juve was granted the right to use Cannacopia's know-how and enter into partnerships in order to be able to add cannabis properties to the products.</p> <p>Urban Juve also retained Cannacopia to provide consulting and advisory services for a term of two years with regards to the development and distribution of the Urban Juve Therapeutic Products.</p> <p>As consideration, Urban Juve agreed to pay Cannacopia a fee of \$180,000 payable as 1,800,000 Shares at a fair market value of \$0.10 per share, \$6,000 in cash on the date of the agreement, and \$30,000 in cash upon Yield Growth completing an initial public offering of its Shares.</p> <p>Urban Juve agreed to pay Cannacopia \$5,000 per month for the consulting services, such fee to rise to \$10,000 per month upon Urban Juve achieving \$40,000 in monthly net revenues on the sale of products</p> <p>A royalty fee of 10% of net revenues on the sale of the Urban Juve Therapeutic Products or Urban Juve Commercial Products outside of Canada is payable to Cannacopia.</p>

<p>Urban Juve Cosmetic Products Sale</p>	<p>Urban Juve Provisions Inc. (formerly Indulgence Edibles Inc.) and Bhavna Solecki</p>	<p>October 10, 2017</p>	<p>Under the Urban Juve Cosmetic Product Sale, Bhavna Solecki sold Urban Juve the recipes, know-how, formulas, and any and all ownership or goodwill of the Urban Juve Cosmetic Products</p> <p>As consideration, Urban Juve agreed to pay Ms. Solecki a fee payable in 400,000 units (post-split) of the Company at a fair market value of \$0.10 per unit, each such unit consisting of one Common Share and one Warrant, with each Warrant entitling Ms. Solecki to purchase one Common Share at a price of \$1.00 per Common Share for a period of 12 months.</p> <p>Concurrent with closing of the Urban Juve Cosmetic Products Sale, the Company and Ms. Solecki entered into an employment agreement under which Ms. Solecki was appointed Director of Product and Content Development of Yield Growth. Pursuant to this employment agreement, Ms. Solecki will manage the development, creation, composition and production of Urban Juve Products. Any products developed by Ms. Solecki under the agreement will be the sole property of the Company.</p> <p>Ms. Solecki's compensation under her employment agreement with the company was \$2,000 per month for October and November 2017, and then \$7,500 per month from December 2017 to present. Ms. Solecki was also granted 400,000 stock options in the Company at an exercise price of \$0.15 for a period of two years.</p>
<p>Subsidiary License Agreement</p>	<p>Yield Growth and GP</p>	<p>December 3, 2017</p>	<p>The GP License with Yield Growth was amended to extend the license granted by GP to Urban Juve and Superdope, which is now Thrive Activations Inc. The amendment includes provisions that will terminate the license granted to each Yield Growth subsidiary if that subsidiary ceases to be wholly owned by Yield Growth. A Yield Growth subsidiary that ceases to be wholly owned is granted the option to pay a \$200,000 fee to GP to maintain the license for a 50-year term with no further royalties due.</p>
<p>Urban Juve Canadian Rights Agreement</p>	<p>Urban Juve Provisions Inc. (formerly Indulgence Edibles Inc.) and Cannacopia Therapeutics Inc.</p>	<p>December 30, 2017</p>	<p>Under the Canadian Urban Juve Rights Agreement, Urban Juve acquired rights to all Urban Juve Therapeutic Products and Urban Juve Commercial Products produced in Canada.</p> <p>Cannacopia appointed Urban Juve as the exclusive Canadian distributor of for a term of 20 years, renewable for another 20-year term.</p> <p>As consideration, Urban Juve agreed to pay Cannacopia a fee of \$50,000 in cash.</p> <p>A royalty fee of 10% of net revenues on the sale of the Urban Juve Therapeutic Products or Urban Juve Commercial Products in Canada is payable to Cannacopia.</p>
<p>Loop Sublicense Agreement</p>	<p>Yield Growth and Loop Insights Inc. (formerly Cannabis Big Data Holdings Inc.)</p>	<p>February 9, 2018 and October 30, 2018</p>	<p>Yield Growth sublicensed the GP Technology to Loop for \$2,000,000 for a one-year renewable license, payable in 8,000,000 common shares of Loop, valued at \$0.25 per share. Of that, 4,000,000 shares have been issued to GP as a sublicense royalty owing under the Loop Sublicense Agreement.</p> <p>The agreement has an initial term of one year and will automatically renew each year unless either party provides written notice to the other party at least 30 days prior to expiry of the then current term. The Loop Sublicense Agreement can be terminated by Yield Growth providing written notice at least 90 days prior to renewal.</p>

			<p>Yield Growth, Urban Juve and Loop Insights entered into a Termination and Release Agreement dated October 30, 2018 ("<b>Loop Settlement Agreement</b>") with respect to the Loop Sublicense Agreement. Pursuant to the Loop Settlement Agreement, the parties agreed to immediately terminate the Loop Sublicense Agreement and Yield Growth agreed to surrender for cancellation its 4,000,000 shares in Loop and to cause Glance to surrender for cancellation the 4,000,000 shares it receives as a sublicense royalty. As additional consideration for the Loop Settlement Agreement, Loop Insights agreed to pay \$250,000 cash to Yield Growth and the parties agreed to terminate the Ancillary Agreement. As a result of terminating the Ancillary Agreement, Yield's nominees to Loop Insight's Board of Directors agreed to resign and Loop Insight's three advisory board appointees to Yield's Board of Directors agreed to the immediate termination of their appointments. As further consideration for the Loop Settlement Agreement, Yield and Urban Juve, on the one hand, and Loop Insights, on the other hand, agreed to mutually release each other with respect to the Loop Sublicense Agreement, the M&amp;D Agreement and the Ancillary Agreement.</p>
<p>Loop Manufacturing and Distribution Agreement</p>	<p>Urban Juve Provisions Inc. and Loop Insights Inc. (formerly Cannabis Big Data Holdings Inc.)</p>	<p>February 9, 2018 and October 30, 2018</p>	<p>Urban Juve granted to Loop the non-exclusive right to manufacture and distribute 21 of Urban Juve's wellness products in North America for \$1,800,000, payable as 7,200,000 common shares of Loop to Yield Growth at \$0.25 per share. This Agreements include a \$200,000 advance order for products, at wholesale prices, payable by Loop in cash to Urban Juve upon delivery of such products by Urban Juve.</p> <p>The agreement has an initial term of one year and will automatically renew each year unless either party provides written notice to the other party at least 30 days prior to expiry of the then current term.</p> <p>The Agreement may be terminated prior to the end of the initial term and more than 30 days prior to the expiry of a subsequent one-year term on mutual consent of the parties to the agreement. Such termination can only be affected after the \$200,000 advance order for products has been completed.</p> <p>Yield Growth, Urban Juve and Loop Insights entered into a Termination and Release Agreement dated October 30, 2018 ("<b>Loop Settlement Agreement</b>") with respect to the Manufacturing and Distribution Agreement. Pursuant to the Loop Settlement Agreement, the parties agreed to immediately terminate the Loop Manufacturing and Distribution Agreement whereby Yield Growth agreed to cancel 5,700,000 of the Loop Shares it received as consideration, thereby reducing its shareholdings in Loop Insights to 1,500,000 Loop Shares.</p>
<p>CROP Agreement</p>	<p>CROP and Urban Juve Provisions Inc.</p>	<p>June 11, 2018</p>	<p>Urban Juve granted to CROP a license to exclusively distribute certain Urban Juve Products in Italy for three years. CROP may also infuse the products with cannabis properties. Urban Juve will also provide start-up plans relating to financial, product knowledge and marketing for CROP's entry into Italy. Urban Juve also granted non-exclusive rights to CROP to sell its products without CBD/THC in California and Washington.</p> <p>Urban Juve received \$1 million for the Italian license and distribution rights as 2,500,000 units of CROP. Each \$0.40 unit consisted of one common share of CROP and one half of one common share purchase warrant and each whole warrant entitled the holder to purchase one additional common share at an</p>

			exercise price of \$0.55 per warrant share for a period of 18 months following the date of issuance.
Escrow Agreement	Yield Growth, the Transfer Agent, Penny Green, Niagara Acquisitions Corp., KP Capital Inc., and Glance Pay Inc.	November 2, 2018	In accordance with NP 46-201, all shares of an issuer owned or controlled by its principals are required to be placed in escrow at the time of the issuer's initial public offering. As of May 3, 2019, the Shares and Options of the Company (the " <b>NP Escrowed Securities</b> ") remain subject to the terms of an escrow agreements dated November 2, 2018 among the Company, the Escrow Agent and the holders of the NP Escrowed Securities

## INTERESTS OF EXPERTS

### Names of Experts

Our auditor is Saturna Group Chartered Professional Accountants LLP. Such auditor is independent in accordance with the auditor's code of professional conduct of the Chartered Professional Accountants of British Columbia.

### Interests of Experts

No person whose profession or business gives authority to a statement made by such person and who is named in this AIF has received or will receive a direct or indirect interest in our property or any of our associates or affiliates. As at the date hereof, other than as disclosed above, none of the aforementioned persons beneficially owns, directly or indirectly, securities of ours or our associates and affiliates. In addition, other than as disclosed above, none of the aforementioned persons nor any director, officer or employee of any of the aforementioned persons, is or is expected to be elected, appointed or employed as, a director, senior officer or employee of us or of any of our associates or affiliates, or as a promoter of ours or an associate or affiliate of ours.

## ADDITIONAL INFORMATION

Additional information relating to the Company may be found on SEDAR at [www.sedar.com](http://www.sedar.com).

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Corporation's securities and securities authorized for issuance under equity compensation plans will be contained in the Company's management proxy circular for its annual general meeting and MD & A Scheduled for May 9, 2019. .

Additional financial information is provided in the Company's audited consolidated financial statements for the year ended November 30, 2018 for the quarter.

**SCHEDULE "A"**

**INTERPRETATION**

**Defined Terms**

The following is a glossary of certain terms used in this AIF. Terms and abbreviations used in our Financial Statements may be defined separately and the terms and abbreviations defined below may not be used therein, except where otherwise indicated. Words below importing the singular, where the context requires, include the plural and vice versa, and words importing any gender include all genders.

<b>AIF</b>	means this Annual Information Form for the year ended November 30, 2018.
<b>Audit Committee</b>	means a committee established by and among the Board for the purpose of overseeing our accounting and financial reporting processes and audits of our financial statements.
<b>Ayurveda</b>	means the traditional Hindu system of medicine, which is based on the idea of balance in bodily systems and uses diet, herbal treatment and yogic breathing.
<b>BCBCA</b>	means the <i>Business Corporations Act</i> , R.S.B.C. 2002, c. 57 including the regulations thereunder, as amended.
<b>Board</b>	means our board of directors.
<b>Cannabis or cannabis</b>	means a plant used to produce hemp fiber and as a psychotropic drug.
<b>Cannacopia</b>	means Cannacopia Therapeutics Inc.
<b>CBD</b>	means Cannabidiol.
<b>CEO</b>	means Chief Executive Officer.
<b>CFO</b>	means Chief Financial Officer.
<b>Share or Common Share</b>	means a common share in the capital of The Yield Growth Corp.
<b>Company</b>	means The Yield Growth Corp.
<b>CROP</b>	means CROP Infrastructure Corp.
<b>CROP Agreement</b>	means the License and Distribution Agreement between Urban Juve and CROP dated June 11, 2018.
<b>CSE</b>	means the Canadian Securities Exchange.
<b>Escrow Agreement</b>	means the Company's escrowed securities as reference in the Final Prospectus filed on SEDAR on November 19, 2018.

<b>FSE</b>	means the Frankfurt Stock Exchange
<b>GP</b>	means Glance Pay Inc., a wholly owned subsidiary of Glance Technologies Inc.
<b>GP License</b>	means the license agreement between the Company and GP dated May 29, 2017, as amended on May 31, 2017.
<b>GP Technology</b>	means the technology licensed by Yield Growth under the GP License in order to make, market and sell a mobile payment app designed for legal marijuana purchase and delivery, using the Glance Pay platform as its base technology.
<b>IFRS</b>	means International Financial Reporting Standards as issued by the International Accounting Standards Board.
<b>Licensed Producer</b>	means an organization that has been issued a license to produce or sell dried marijuana, fresh marijuana, cannabis oil or starting material to eligible persons by Health Canada under the <i>Access to Cannabis for Medical Purposes Regulations</i> .
<b>Loop Agreements</b>	means two agreements: (1) the Loop Sublicense Agreement, and (2) the Loop Manufacturing and Distribution Agreement.
<b>Loop Manufacturing and Distribution Agreement</b>	means the Manufacturing and Distribution Agreement dated February 9, 2018 between Urban Juve and Loop Insights.
<b>Loop or Loop Insights</b>	means Loop Insights Inc. (formerly "Cannabis Big Data Holdings Inc.").
<b>Loop Sublicense Agreement</b>	means the Sublicense Agreement dated February 9, 2018 between Yield Growth and Loop Insights.
<b>Mad Wallaby</b>	means our wholly owned subsidiary Mad Wallaby Distribution Inc. in the State of California. Mad Wallaby establishes legal US retail and e-commerce distribution for beauty, health and wellness brands with products containing hemp ingredients including cannabidiol from hemp (CBD) that have less than 0.3 percent concentrations of THC.
<b>Options</b>	means the stock options of the Company.
<b>Phase 1 Urban Juve Products</b>	means certain of the Urban Juve Products, which will be released separately for our initial retail product launch in Canada, as listed on page 26 of this AIF.
<b>PIPA</b>	means the <i>Personal Information Protection Act</i> , S.B.C. 2003, c. 63 including the regulations thereunder, as amended.
<b>Sativa</b>	means a subspecies of the cannabis plant, <i>Cannabis sativa-sativa</i> , having a long stem and narrow leaves and grown for hemp fiber.

<b>Stock Option Plan</b>	means the stock option plan adopted by the Board of Directors as described under " <i>Option and other Rights to Purchase Securities</i> ".
<b>SPF</b>	means Sun Protection Factor.
<b>Subsidiary License Agreement</b>	means the subsidiary licensing agreement dated December 3, 2017, between Yield Growth and Glance Pay.
<b>THC</b>	means a compound that is the physiologically active component in cannabis derived from hemp plant or produced synthetically.
<b>Thrive</b>	means our wholly owned subsidiary Thrive Activations Inc.
<b>Transfer Agent</b>	means Computershare Investor Services Inc.
<b>UJ Beverages</b>	means our wholly owned subsidiary, UJ Beverages Inc.
<b>UJ Topicals</b>	means our wholly-owned subsidiary, UJ Topicals which was underwent a name change to become Wright & Well Essentials Inc.
<b>Urban Juve Provisions</b>	means our wholly owned subsidiary, Urban Juve Provisions Inc.
<b>Urban Juve App</b>	means a mobile application that intends to allow users to purchase Urban Juve Products and access wellness information.
<b>Urban Juve Canadian Rights Agreement</b>	means the Asset Purchase and Distribution Agreement between Cannacopia and Urban Juve dated December 31, 2017.
<b>Urban Juve Cosmetic Products</b>	means certain of the Urban Juve Products the rights to which were acquired by Urban Juve in connection with the Urban Juve Cosmetic Products Sale.
<b>Urban Juve Commercial Products</b>	means certain of the Urban Juve Products the rights to which were acquired by Urban Juve in connection with the Urban Juve Canadian Rights Agreement and the Urban Juve International Rights Agreement
<b>Urban Juve International Rights Agreement</b>	means the Asset Purchase and Distribution Agreement between Cannacopia and Indulgence Edibles Inc. (former legal name of Urban Juve) dated September 2, 2017.
<b>Urban Juve Cosmetic Products Sale</b>	means the Asset Purchase Agreement between Bhavna Solecki and Indulgence Edibles Inc. (former name of Urban Juve) dated October 10, 2017.
<b>Urban Juve Therapeutic Products</b>	means certain of the Urban Juve Products the rights to which were acquired by Urban Juve in connection with the Urban Juve Canadian Rights Agreement and the Urban Juve International Rights Agreement.
<b>Urban Juve Products</b>	means a line of hemp wellness products, the rights to which were acquired by Urban Juve pursuant to the Cannacopia Agreements, all with the potential to be infused with cannabis properties, comprising the Urban Juve Therapeutic



	Products, the Urban Juve Cosmetic Products, the and the Urban Juve Commercial Products, as summarized on pages 25-27 of this AIF.
<b>US</b>	means the United States of America.
<b>Warrants</b>	means the Share purchase warrants of the Company
<b>white-label</b>	means a product or service produced by one company that other companies rebrand to make it appear as if they had made it.
<b>Wright &amp; Well</b>	means our wholly-owned subsidiary, Wright & Well Essentials Inc, formerly named UJ Topicals Inc.
<b>"we", "our", "us", "Yield Growth", or "the Company"</b>	means the consolidated entity of The Yield Growth Corp. and our wholly-owned subsidiaries, unless the context requires otherwise.
<b>Yield Botanicals</b>	means our wholly-owned subsidiary, Yield Botanicals Inc.