

*No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This prospectus supplement, together with the short form base shelf prospectus dated July 18, 2019 to which it relates, as amended or supplemented, and each document incorporated or deemed to be incorporated by reference herein and therein, constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities.*

*Information has been incorporated by reference in this prospectus supplement from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Corporate Secretary of The Yield Growth Corp. at Suite 200, 1238 Homer Street, Vancouver, British Columbia, Canada V6B 2Y5, telephone: 604 617-7979 and are also available electronically at [www.sedar.com](http://www.sedar.com).*

## PROSPECTUS SUPPLEMENT

New Issue

February 20, 2020

# THE YIELD GROWTH CORP.

The Yield Growth Corp.

1,363,300 Units

This prospectus supplement (the "Prospectus Supplement") qualifies the distribution (the "Distribution") of 1,363,300 units (the "Units") of The Yield Growth Corp. ("Yield Growth", the "Company", "us" or "we"), with each Unit being comprised of one common share of the Company (each, a "Common Share") and one share purchase warrant of the Company (each, a "Warrant"). The Units will be issued only to those holders of 1,363,300 special warrants issued by the Company on February 14, 2020 upon the deemed exercise thereof for no additional consideration (the "Special Warrants"). Each Warrant is exercisable into one common share of the Company (each, a "Warrant Share") at an exercise price of \$0.26 (the "Exercise Price") per Warrant Share at any time prior to 4:00 p.m. (Vancouver Time) on June 14, 2021. The Units will not be certificated and will immediately separate into Common Shares and Warrants upon issuance.

In addition, this Prospectus Supplement qualifies the Distribution of such indeterminate number of additional Securities that may be issuable by reason of the anti-dilution provisions contained in the warrant certificates governing the Warrants (each, a "Warrant Certificate").

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

Investing in the Common Shares involves significant risks. Investors should carefully consider the risk factors described under "Risk Factors" on page 20 of the accompanying short form base shelf prospectus dated July 18, 2019 (the "Prospectus").

The enforcement by investors of civil liabilities under the United States federal securities laws may be affected adversely by the fact that we are incorporated or organized under the laws of a foreign country, that some or all of our officers and directors may be residents of a foreign country, that

some or all of the underwriters or experts named in this Prospectus Supplement may be residents of a foreign country and that all or a substantial portion of the assets of the Company and said persons may be located outside the United States.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION ("SEC") NOR HAS THE SECURITIES COMMISSION OF ANY STATE OF THE UNITED STATES OR ANY CANADIAN SECURITIES REGULATOR APPROVED OR DISAPPROVED THESE SECURITIES OR PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

Investors should be aware that the acquisition, holding or disposition of the Securities described herein may have tax consequences. You should consult your own tax advisor with respect to your own particular circumstances.

The financial information of the Company contained in the documents incorporated by reference herein are presented in Canadian dollars. In this Prospectus, references to "\$" and "C\$" are to Canadian dollars and references to US\$ are United States dollars.

Our head office and registered office is located at Suite 200, 1238 Homer Street, Vancouver, British Columbia, Canada V6B 2Y5.

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## IMPORTANT NOTICE ABOUT INFORMATION IN THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this Prospectus Supplement, which describes the specific terms of the Securities the Company is offering and also adds to and updates information contained in the accompanying Prospectus and the documents incorporated by reference into this Prospectus Supplement and the Prospectus. The second part, the Prospectus, gives more general information, some of which may not apply to the Company's Units and Common Shares and Warrants comprising the Units being offered hereunder. Defined terms or abbreviations used in this Prospectus Supplement that are not defined herein have the meanings ascribed thereto in the Prospectus. This Prospectus Supplement is deemed to be incorporated by reference into the accompanying Prospectus solely for the purpose of the Distribution. If information in this Prospectus Supplement is inconsistent with the accompanying Prospectus or the information incorporated by reference, you should rely on this Prospectus Supplement. You should read both this Prospectus Supplement and the accompanying Prospectus together.

Unless otherwise noted or the context otherwise indicates, "Yield Growth", the "Company", "us" or "we" refer to The Yield Growth Corp. and its subsidiaries.

You should rely only on the information contained in or incorporated by reference in this Prospectus Supplement and the Prospectus. We have not authorized anyone to provide investors with additional or different information. The information contained on *yieldgrowth.com* is not included in or incorporated by reference into this Prospectus Supplement or the Prospectus and prospective investors should not rely on such information when deciding whether or not to invest in the Securities. Any graphs, tables or other information demonstrating our historical performance or of any other entity contained in this Prospectus Supplement or the Prospectus or the information incorporated by reference in this Prospectus Supplement or the Prospectus are intended only to illustrate past performance and are not necessarily indicative of our future performance or that of any other entity. The Company is not making an offer to sell the Units in any jurisdiction where the offer or sale is not permitted. You should not assume that the information appearing in this Prospectus Supplement, the Prospectus or any documents incorporated by reference into the Prospectus, is accurate as of any date other than the date on the front of those documents, as the Company's business, operating results, financial condition and prospects may have changed since that date. You should rely only on the information contained in this Prospectus Supplement or incorporated by reference into the Prospectus.

This Prospectus Supplement and the information incorporated herein by reference include certain trade names and trademarks which are protected under applicable intellectual property laws and are our property. Solely for convenience, our trademarks and trade names referred to in this Prospectus Supplement may appear without the ® or ™ symbol, but such references are not intended to indicate, in any way, that we will not assert, to the fullest extent possible under applicable law, our rights to these trademarks and trade names.

## FORWARD-LOOKING INFORMATION

This Prospectus Supplement, the Prospectus and the documents incorporated by reference herein and therein contain certain "forward-looking information" and "forward-looking statements" (collectively, "forward-looking statements") which are based upon the Company's current internal expectations, estimates, projections, assumptions and beliefs. Such statements can be identified by the use of forward-looking terminology such as "expect", "likely", "may", "will", "should", "intend", or "anticipate", "potential", "proposed", "estimate" and other similar words, including negative and grammatical variations thereof, or statements that certain events or conditions "may" or "will" happen, or by discussions of strategy. Forward-looking statements include estimates, plans, expectations, opinions, forecasts, projections, targets, guidance or other statements that are not statements of fact. Such forward-looking statements are made as of the date of this Prospectus Supplement, the Prospectus or the documents incorporated by reference herein, as of the date of each such document.

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 contained in or incorporated by reference in this Prospectus Supplement or the Prospectus are based on the assumptions described in this Prospectus Supplement or the Prospectus. Although management believes the expectations reflected in such forward-looking statements are reasonable, forward-looking statements are based on the opinions, assumptions and estimates of management, at the date the statements are made, and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. 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 Company may never pay any dividends. 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" on page 20 of the Prospectus.

Forward-looking statements contained in or incorporated by reference in this Prospectus Supplement or the Prospectus are based on the assumptions described in this Prospectus Supplement or the Prospectus. Although management believes the expectations reflected in such forward-looking statements are reasonable, forward-looking statements are based on the opinions, assumptions and estimates of management at the date the statements are made, and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. These factors include, but are not limited to: the limited operating history of the Company's cannabis business; risks related to the Company's cannabis business and the cannabis industry generally; the laws, regulations and guidelines generally applicable to the cannabis industry in Canada and other countries may change in ways that impact the Company's ability to continue its business as currently conducted or proposed to be conducted; adverse changes or developments affecting any of the Company's facilities may have an adverse impact on the Company; the Company may not be able to complete the expansion and conversion of its facilities on its anticipated timelines; the Company may not be able to cultivate the expected ratio of dried cannabis per square foot of facility space; the Company may encounter delays in having its expanded facilities inspected by Health Canada; the growth capital expenditures necessary to expand and convert the Company's facilities may be higher than expected; the competitive environment in the cannabis industry could change as a result of the rapid growth and consolidation of the industry generally; the Company may not be able to secure adequate financing; risks related to environmental regulation of the Company's operations; the risk of litigation related to intellectual property rights, product liability claims and other lawsuits and regulatory actions; and the expected growth in the amount of medical and adult-use recreational cannabis sold by the Company.

These factors are not intended to represent a complete list of the factors that could affect the Company; however, these factors should be considered carefully by prospective purchasers of the Securities. More detailed assessment of the risks that could cause actual events or results to materially differ from our current expectations can be found and under the heading "Risk Factors" on page 20 of the Prospectus.

A number of factors could cause actual events, performance or results to differ materially from what is projected in forward-looking statements. The purpose of forward-looking statements is to provide the reader with a description of management's expectations, and such forward-looking statements may not be appropriate for any other purpose. You should not place undue reliance on forward-looking statements contained in this Prospectus Supplement, the Prospectus or in any document incorporated by reference herein. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, it can give no assurance that such expectations will prove to have been correct. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable law. The forward-looking statements contained in this Prospectus Supplement, the Prospectus and the documents incorporated by reference herein are expressly qualified in their entirety by this cautionary statement.

#### DOCUMENTS INCORPORATED BY REFERENCE

This Prospectus Supplement is deemed to be incorporated by reference into the Prospectus as of the date hereof and only for the purposes of the Distribution. Other documents are also incorporated or deemed to be incorporated by reference into the Prospectus and reference should be made to the Prospectus for full details. See "Where You Can Find More Information" in the Prospectus.

Information has been incorporated by reference in this Prospectus Supplement from documents filed with securities commissions or similar authorities in each of the provinces and territories of Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Corporate Secretary of The Yield Growth Corp. at Suite 200, 1238 Homer Street, Vancouver, British Columbia, Canada V6B 2Y5, telephone: 604.617.7979 and are also available electronically at [www.sedar.com](http://www.sedar.com).

Under the short form prospectus system adopted by the securities commissions and other regulatory authorities in each of the provinces and territories of Canada, we are permitted to incorporate by reference the information we file with securities commissions in Canada, which means that we can disclose important information to you by referring you to those documents. Our following documents, filed with the various securities commissions or similar authorities in each of the provinces and territories of Canada, are specifically incorporated by reference into and form an integral part of this Prospectus Supplement:

- (a) our annual information form dated May 14, 2019 for the year ended November 30, 2018 (the "AIF");
- (b) our audited annual consolidated financial statements for the fiscal year ended November 30, 2018, together with the notes thereto and the independent auditors' report thereon;
- (c) our management's discussion and analysis for the fiscal year ended November 30, 2018 (the "Annual MD&A");
- (d) our unaudited interim condensed consolidated financial statements for the three and nine months ended August 31, 2019;
- (e) our management's discussion and analysis for the three and nine months ended August 31, 2019 (the "Q3 MD&A");
- (f) our management information circular dated April 3, 2019 prepared in connection with the annual meeting of the shareholders of the Company held on May 9, 2019;
- (g) our material change report dated July 18, 2019 respecting the appointment of Tamara Melck as Chief Operating Officer of the Company;
- (h) our material change report dated December 21, 2018 in respect of the Company's initial public offering of Common Shares which closed on December 13, 2018 (the "IPO") the commencement of trading of the Common Shares on the CSE, and certain board appointments; and
- (i) our material change report dated December 10, 2019 respecting the resignation of Krystal Pineo as a Director of the Company on November 21, 2019.

Any documents of the type referred to in Item 11.1 of Form 44-101F1 of National Instrument 44-101 - *Short Form Prospectus Distributions* to be incorporated by reference in a Prospectus Supplement, including those types of documents referred to above and press releases issued by Yield referencing incorporation by reference into this prospectus supplement, if filed by Yield with the provincial securities commissions or similar authorities in Canada after the date of this Prospectus Supplement and prior to the completion or termination of the Distribution shall be deemed to be incorporated by reference into this Prospectus Supplement for purposes of the Distribution. Documents referenced in any of the documents incorporated by reference in this Prospectus Supplement but not expressly incorporated by reference therein or herein and not otherwise required to be incorporated by reference therein or in this Prospectus Supplement are not incorporated by reference in this Prospectus Supplement. These documents are available through the internet on SEDAR which can be accessed at [www.sedar.com](http://www.sedar.com)

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

#### UPDATED COMPANY INFORMATION

The Company is a majority shareholder of Flourish Mushroom Labs Inc., which is an early stage business dedicated primarily to mushroom-related products.

#### CONSOLIDATED CAPITALISATION

Designation of Security	Number authorized to be issued	Outstanding at August 31, 2019	Outstanding at the date of this Prospectus Supplement	Outstanding after giving effect to the Distribution
Common Shares	Unlimited	95,922,223	114,865,545	114,865,545
Common Shares reserved for issuance upon exercise of Warrants	Unlimited	32,641,121	31,464,741	31,464,741
Common Shares reserved for issuance upon exercise of Options	Maximum 20% of the issued and outstanding Common Shares of the Company	13,368,328	15,083,828	15,083,828
Common Shares issued as part of the Units	Unlimited	Nil	Nil	1,363,300
Common Shares reserved for issuance upon exercise of Warrants of the Units	Unlimited	Nil	Nil	1,363,300
Common Shares reserved for issuance upon exercise of Finder's Warrants	Unlimited	268,160	355,560	355,560
<b>Total Fully Diluted Capitalization</b>		<b>142,199,832</b>	<b>161,769,674</b>	<b>164,496,274</b>

The above table sets out the consolidated capitalization of the company as of August 31, 2019, both before and after giving effect to the Distribution. Other than the Securities distributed pursuant to the Company's prospectus supplements dated September 6, 2019, and September 20, 2019, October 11, 2019, November 8, 2019, November 22, 2019, December 10, 2019, December 30, 2019, January 9, 2020 and February 11, 2020 and as set out herein under "Prior Sales", there has not been any material change in the share and loan capital of the company, on a consolidated basis, since our unaudited interim condensed consolidated financial statements for the three and nine months ended August 31, 2019 (the "Interim Financial Statements"). The table above should be read in conjunction with the Interim Financial Statements and the related management's discussion and analysis thereof, incorporated in each case by reference in this Prospectus Supplement.

## DESCRIPTION OF SECURITIES OFFERED UNDER THIS PROSPECTUS SUPPLEMENT

### Common Shares

For a description of the Company's Common Shares, refer to page 6 of the Prospectus.

### Warrants

The Warrants issued under the Distribution will be governed by the Warrant Certificate to be issued by the Company to the Investor. The following description is subject to the detailed provisions of the Warrant Certificate. Reference should be made to the Warrant Certificate for the full text of attributes of the Warrants.

The Units will not be certificated and the Common Shares and the Warrants comprising the Units will separate immediately upon the issuance of the Units. Each Warrant will entitle the holder to acquire one Warrant Share at an exercise price of \$0.26 until 4:00 p.m. (Vancouver Time) on June 14, 2020, after which time the Warrants will be void and of no value.

The Warrants will be issued only in certificated form and may be exercised by the holder thereof by such holder submitting the subscription form attached to the Warrant Certificate to the Company.

The Warrant Certificate will provide that the share ratio and exercise price of the Warrants will be subject to adjustment, as applicable, in the event of: (i) a subdivision, consolidation or distribution of Common Shares (or securities exchangeable therefor) to substantially all of the holders of Common Shares of the Company; (ii) an issuance of rights, options or warrants (a "Rights Offering") to substantially all of the holders of the Common Shares of the Company; (iii) a distribution to substantially all of the holders of Common Shares of the Company (a) securities of any class, (b) rights, options or warrants (other than pursuant to a Rights Offering), (c) evidence of indebtedness, (d) any property or other assets; and (iv) a capital reorganization or a consolidation, amalgamation, arrangement or merger of the Company with or into another entity.

No adjustment of the Exercise Price will be required unless such adjustment would require an increase or decrease of at least 1% in the Exercise Price.

The Warrant Certificate will also provide that, during the period in which the Warrants are exercisable, it will give notice to holders of its intention to fix a record date for any of the foregoing adjustments not less than 14 days prior to such record date.

There is no market through which the Warrants may be sold and purchasers may not be able to resell securities distributed under this Prospectus Supplement. This may affect pricing of the Warrants in the secondary market, the transparency and availability of trading prices, the liquidity of the Warrants, and the extent of issuer regulation. See "Risk Factors" on page 20 of the Prospectus.

Prior to the exercise of their Warrants, holders of Warrants will not have any of the rights of holders of Common Shares issuable upon exercise of the Warrants.

#### PLAN OF DISTRIBUTION

The Units to which this Prospectus Supplement relates will be distributed directly by the Company to the holders of the Special Warrants, in accordance with the terms of the certificates thereof. No securities will be issued to any person other than the holders of the Special Warrants.

No underwriting discounts or commissions will be paid with respect to these distributions.

The Common Shares of the Company are listed on the CSE, and the Company has applied to list on the CSE the Common Shares comprising the Units and the Common Shares issuable upon the exercise of the Warrants. Listing of the Common Shares will be subject to the Company fulfilling all of the listing requirements of the CSE.

The Warrants will not be listed for trading on any securities exchange.

The exercise price of the Warrants was determined by the board of directors based on the market price of the Common Shares of the Company.

#### PRIOR SALES

In the 12 months prior to the date of this Prospectus Supplement, the Company has issued the following securities:

Date of Grant/Issuance	Price Per Security (\$)	Number of Securities Issued
<i>Common Shares:</i>		
February 21, 2019	\$0.50	75,000 <sup>1</sup>
February 21, 2019	\$0.50	21,400 <sup>2</sup>
February 22, 2019	\$0.50	4,500 <sup>3</sup>
February 26, 2019	\$0.50	131,750 <sup>4</sup>
March 5, 2019	\$0.50	40,000 <sup>5</sup>
March 5, 2019	\$0.50	50,000 <sup>6</sup>
March 6, 2019	\$0.10	100,000 <sup>7</sup>

<sup>1</sup> Issued pursuant to an option exercise at a price of \$0.50 per common share.

<sup>2</sup> Issued pursuant to a warrant exercise at a price of \$0.50 per common share.

<sup>3</sup> Issued pursuant to a warrant exercise at a price of \$0.50 per common share.

<sup>4</sup> Issued pursuant to a warrant exercise at a price of \$0.50 per common share.

<sup>5</sup> Issued pursuant to a warrant exercise at a price of \$0.50 per common share.

<sup>6</sup> Issued pursuant to an option exercise at a price of \$0.50 per common share.

<sup>7</sup> Issued pursuant to an option exercise at a price of \$0.10 per common share.

March 12, 2019	\$0.10	12,500 <sup>8</sup>
March 12, 2019	\$0.50	42,500 <sup>9</sup>
March 15, 2019	\$0.10	37,500 <sup>10</sup>
March 15, 2019	\$0.50	82,500 <sup>11</sup>
March 15, 2019	\$0.50	40,000 <sup>12</sup>
March 21, 2019	\$0.50	100,000 <sup>13</sup>
April 3, 2019	\$0.50	60,000 <sup>14</sup>
April 11, 2019	\$0.50	60,000 <sup>15</sup>
April 18, 2019	\$0.50	100,000 <sup>16</sup>
April 29, 2019	\$0.50	100,000 <sup>17</sup>
May 6, 2019	\$0.50	50,000 <sup>18</sup>
May 9, 2019	\$0.50	40,000 <sup>19</sup>
May 28, 2019	\$0.50	1,000,000 <sup>20</sup>
September 16, 2019	\$0.15	50,000 <sup>21</sup>
September 20, 2019	\$0.15	100,000 <sup>22</sup>
October 3, 2019	\$0.27	120,000 <sup>23</sup>
October 7, 2019	\$0.15	20,000 <sup>24</sup>
January 10, 2020	\$0.10	50,000 <sup>25</sup>
January 20, 2020	\$0.195	666,666 <sup>26</sup>

<sup>8</sup> Issued pursuant to an option exercise at a price of \$0.10 per common share.

<sup>9</sup> Issued pursuant to an option exercise at a price of \$0.50 per common share.

<sup>10</sup> Issued pursuant to an option exercise at a price of \$0.10 per common share.

<sup>11</sup> Issued pursuant to an option exercise at a price of \$0.50 per common share.

<sup>12</sup> Issued pursuant to a warrant exercise at a price of \$0.50 per common share.

<sup>13</sup> Issued pursuant to a warrant exercise at a price of \$0.50 per common share.

<sup>14</sup> Issued pursuant to a warrant exercise at a price of \$0.50 per common share.

<sup>15</sup> Issued pursuant to a warrant exercise at a price of \$0.50 per common share.

<sup>16</sup> Issued pursuant to a warrant exercise at a price of \$0.50 per common share.

<sup>17</sup> Issued pursuant to a warrant exercise at a price of \$0.50 per common share.

<sup>18</sup> Issued pursuant to an option exercise at a price of \$0.50 per common share.

<sup>19</sup> Issued pursuant to an option exercise at a price of \$0.50 per common share.

<sup>20</sup> Issued pursuant to a warrant exercise at a price of \$0.50 per common share.

<sup>21</sup> Issued pursuant to an option exercise at a price of \$0.15 per common share.

<sup>22</sup> Issued pursuant to an option exercise at a price of \$0.15 per common share.

<sup>23</sup> Issued pursuant to the mushroom formula agreement dated September 20, 2019 at a deemed price of \$0.27 per common share.

<sup>24</sup> Issued pursuant to an option exercise at a price of \$0.15 per common share.

<sup>25</sup> Issued pursuant to an option exercise at a price of \$0.10 per common share.

<sup>26</sup> Issued pursuant to a warrant exercise at a price of \$0.195 per common share.

January 22, 2020	\$0.195	500,000 <sup>27</sup>
January 24, 2020	\$0.195	400,000 <sup>28</sup>
January 24, 2020	\$0.10	50,000 <sup>29</sup>
January 29, 2020	\$0.195	136,000 <sup>30</sup>
January 31, 2020	\$0.195	500,000 <sup>31</sup>
February 4, 2020	\$0.195	280,666 <sup>32</sup>
February 10, 2020	\$0.25	313,000 <sup>33</sup>
February 14, 2020	\$0.28	226,071 <sup>34</sup>

*Units:*

February 20, 2019	\$0.70	191,134 <sup>35</sup>
February 28, 2019	\$0.70	125,714 <sup>36</sup>
April 12, 2019	\$0.55	178,532 <sup>37</sup>
April 29, 2019	\$0.65	93,850 <sup>13</sup>
May 7, 2019	\$0.62	5,375 <sup>38</sup>
May 7, 2019	\$0.62	32,258 <sup>14</sup>
May 31, 2019	\$0.743	40,000 <sup>39</sup>
May 31, 2019	\$0.50	414,288 <sup>15</sup>
May 31, 2019	\$0.743	30,000 <sup>40</sup>

<sup>27</sup> Issued pursuant to a warrant exercise at a price of \$0.195 per common share.

<sup>28</sup> Issued pursuant to a warrant exercise at a price of \$0.195 per common share.

<sup>29</sup> Issued pursuant to an option exercise at a price of \$0.10 per common share.

<sup>30</sup> Issued pursuant to a warrant exercise at a price of \$0.195 per common share.

<sup>31</sup> Issued pursuant to a warrant exercise at a price of \$0.195 per common share.

<sup>32</sup> Issued pursuant to a warrant exercise at a price of \$0.195 per common share.

<sup>33</sup> Issued pursuant to a warrant exercise at a price of \$0.25 per common share.

<sup>34</sup> Issued pursuant to a warrant exercise at a price of \$0.28 per common share.

<sup>35</sup> Issued to settle debt for services. These services were originally payable in cash or units. Each unit consisted of one common share and one share purchase warrant. Each warrant is exercisable to purchase one common share of the Company at \$0.80 per share for a period of 6 months from the date of issuance.

<sup>36</sup> Issued to settle debt for services. These services were originally payable in cash or units. Each unit consisted of one common share and one share purchase warrant. Each warrant is exercisable to purchase one common share of the Company at \$0.80 per share for a period of 6 months from the date of issuance.

<sup>37</sup> Issued to settle debts. Each unit consisted of one common share and one share purchase warrant. Each warrant is exercisable to purchase one common share of the Company at \$0.70 per share for a period of 1 year from the date of issuance.

<sup>38</sup> Issued to settle debt for services. These services were originally payable in cash or units. Each unit consisted of one common share and one share purchase warrant. Each warrant is exercisable to purchase one common share of the Company at \$0.62 per share for a period of 1 year from the date of issuance.

<sup>39</sup> Issued to settle debt for services. These services were originally payable in cash or units. Each unit consisted of one common share and one share purchase warrant. Each warrant is exercisable to purchase one common share of the Company at \$0.57 per share for a period of 1 year from the date of issuance.

<sup>40</sup> Issued for the acquisition of edible product formulas. Each unit consisted of one common share and one share purchase warrant. Each warrant is exercisable to purchase one common share of the Company at \$0.57 per share for a period of 1 year from the date of issuance.

June 7, 2019	\$0.36	91,219 <sup>41</sup>
July 11, 2019	\$0.38	52,628 <sup>42</sup>
August 21, 2019	\$0.30	5,914,933 <sup>43</sup>
September 11, 2019	\$0.30	1,707,332 <sup>44</sup>
September 25, 2019	\$0.25	1,400,000 <sup>45</sup>
October 17, 2019	\$0.25	2,090,500 <sup>46</sup>
October 22, 2019	\$0.30	212,560 <sup>47</sup>
November 14, 2019	\$0.30	1,833,404 <sup>48</sup>
November 22, 2019	\$0.30	1,810,000 <sup>49</sup>
December 10, 2019	\$0.25	1,262,500 <sup>50</sup>
December 31, 2019	\$0.25	1,000,000 <sup>51</sup>
January 3, 2020	\$0.265	1,731,291 <sup>52</sup>
January 14, 2020	\$0.195	2,483,332 <sup>53</sup>

*Options to purchase  
Common Shares:*

March 5, 2019	\$0.73	300,000
April 2, 2019	\$0.62	108,000
April 15, 2019	\$0.70	356,800

<sup>41</sup> Issued to settle debt for services. These services were originally payable in cash or units. Each unit consisted of one common share and one share purchase warrant. Each warrant is exercisable to purchase one common share of the Company at \$0.40 per share for a period of 12 months from the date of issuance.

<sup>42</sup> Issued to settle debt for services. These services were originally payable in cash or units. Each unit consisted of one common share and one share purchase warrant. Each warrant is exercisable to purchase one common share of the Company at \$0.40 per share for a period of 12 months from the date of issuance.

<sup>43</sup> Issued pursuant to the conversion of Special Warrants issued on August 7, 2019 as detailed in the prospectus supplement dated August 15, 2019.

<sup>44</sup> Issued pursuant to the conversion of Special Warrants issued on August 30, 2019 as detailed in the prospectus supplement dated September 6, 2019.

<sup>45</sup> Issued pursuant to the conversion of Special Warrants issued on September 13, 2019 as detailed in the prospectus supplement dated September 20, 2019.

<sup>46</sup> Issued pursuant to the conversion of Special Warrants issued on October 7, 2019 as detailed in the prospectus supplement dated October 11, 2019.

<sup>47</sup> Issued pursuant to the exercise of Finder's Unit Warrants at a price of \$0.30 per Finder's Unit Warrant.

<sup>48</sup> Issued pursuant to the conversion of Special Warrants issued on October 30, 2019 as detailed in the prospectus supplement dated November 8, 2019.

<sup>49</sup> Issued pursuant to the conversion of Special Warrants issued on November 19, 2019 as detailed in the prospectus supplement dated November 22, 2019.

<sup>50</sup> Issued pursuant to the conversion of Special Warrants issued on December 6, 2019 as detailed in the prospectus supplement dated December 10, 2019.

<sup>51</sup> Issued pursuant to a non-brokered private placement. Each unit consists of one common share and one share purchase warrant. Each warrant is exercisable to purchase one common share of the Company at \$0.265 per share for a period of one 1 year from the date of the issuance.

<sup>52</sup> Issued pursuant to the conversion of Special Warrants issued on December 20, 2019 as detailed in the prospectus supplement dated December 30, 2019.

<sup>53</sup> Issued pursuant to the conversion of Special Warrants issued on January 3 and January 7, 2020 as detailed in the prospectus supplement dated January 9, 2020.

April 29, 2019	\$0.69	600,000
May 7, 2019	\$0.62	80,000
May 13, 2019	\$0.57	125,028
May 22, 2019	\$0.58	1,000,000
June 24, 2019	\$0.335	70,000
July 17, 2019	\$0.38	620,000
September 4, 2019	\$0.29	48,000
September 12, 2019	\$0.27	40,000
October 10, 2019	\$0.25	148,000
October 21, 2019	\$0.34	600,000
November 28, 2019	\$0.28	336,000
December 9, 2019	\$0.245	198,000
January 2, 2020	\$0.195	1,300,000
January 13, 2020	\$0.28	400,000
January 15, 2020	\$0.285	200,000
February 5, 2020	\$0.28	100,000

*Special Warrants:*

August 7, 2019	\$0.30	5,914,933
August 30, 2019	\$0.30	1,707,332
September 13, 2019	\$0.25	1,400,000
October 7, 2019	\$0.25	2,090,500
October 30, 2019	\$0.30	1,833,404
November 19, 2019	\$0.25	1,810,000
December 6, 2019	\$0.20	1,262,500
December 20, 2019	\$0.25	1,731,291
January 3, 2020	\$0.15	1,816,666
January 7, 2020	\$0.15	666,666
February 6, 2020	\$0.28	226,071

February 14, 2020	\$0.20	1,363,300
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*Finder's Options:*

August 7, 2019	-	268,160
August 30, 2019	-	66,900
October 30, 2019	-	20,500

*Finder's Unit Warrants:*

August 21, 2019	\$0.30	268,160 <sup>54</sup>
September 11, 2019	\$0.30	66,900 <sup>55</sup>
November 14, 2019	\$0.30	20,500 <sup>56</sup>

#### TRADING PRICE AND VOLUME

The Common Shares are listed and posted for trading on the CSE under the symbol "BOSS". The following table sets forth the reported price range and average daily volume of trading of the Common Shares during the 12 months preceding the date of this Prospectus Supplement.

CSE  
(prices in Canadian dollars)

<u>(dates)</u>	<u>Price Range (low - high)</u>	<u>Average Volume</u>
February 1 - February 19, 2020	\$0.245 - \$0.295	298,140
January 2020	\$0.19 - \$0.31	761,717
December 2019	\$0.195 - \$0.255	261,962
November 2019	\$0.25 - \$0.315	253,232
October 2019	\$0.23 - \$0.405	479,645

<sup>54</sup> Issued pursuant to the conversion of Finder's Options issued on August 7, 2019 as detailed in the prospectus supplement dated August 15, 2019.

<sup>55</sup> Issued pursuant to the conversion of Finder's Options issued on August 30, 2019 as detailed in the prospectus supplement dated September 6, 2019.

<sup>56</sup> Issued pursuant to the conversion of Finder's Options issued on October 30, 2019 as detailed in the prospectus supplement dated November 8, 2019

September 2019	\$0.225 - \$0.30	467,000
August 2019	\$0.29 - \$0.46	486,947
July 2019	\$0.305-\$0.41	450,783
June 2019	\$0.255-\$0.435	781,963
May 2019	\$0.485-\$0.62	432,183
April 2019	\$0.61-\$0.71	381,528
March 2019	\$0.61-\$0.75	645,569
February 2019	\$0.68-\$0.81	1,434,977

The closing price of the Common Shares on the CSE on February 19, 2020 was \$0.255.

#### USE OF PROCEEDS

The net proceeds paid to the Company from the sale of the Special Warrants, pursuant to which the Units are being distributed under this Prospectus Supplement upon the deemed exercise thereof, were \$272,660, and will be used to fund the following:

Use of Proceeds	Amount (\$)
Marketing and media	72,660
Production of inventory	85,000
Branding creatives	70,000
Product development	45,000
Total	272,660

From time to time, when the Warrants comprising part of the Units are exercised, the Company will receive proceeds equal to the aggregate exercise price of such Warrants. Assuming that all of the Warrants are exercised prior to the expiry thereof and that no adjustment based on the anti-dilution provisions contained in the Warrant Certificates has taken place, the net proceeds to the Company will be approximately \$354,458. The Company anticipates that the entirety of the net proceeds from the exercise of Warrants will be used to fund working capital requirements.

Although the Company intends to use the net proceeds for the purposes set forth above, we reserve the right to use such net proceeds for other purposes to the extent that circumstances, including unforeseen events and other sound business reasons, make such use necessary or prudent.

## INTEREST OF EXPERTS

As at the date hereof, the partners and associates, as a group, of Stikeman Elliott LLP, own, directly or indirectly, less than 1% of the Common Shares. The Company's auditors, Saturna Group Chartered Professional Accountants LLP, have confirmed that they are independent with respect to the Company within the meaning of the relevant rules and related interpretations prescribed by the relevant professional bodies in Canada and any applicable legislation or regulations. None of the aforementioned persons have received or will receive a direct or indirect interest in any other property of the Company or any associate or affiliate of the Company.

## LEGAL MATTERS

Certain legal matters relating to the Distribution and this Prospectus Supplement will be passed upon on behalf of the Company by Stikeman Elliott LLP.

## AUDITOR, TRANSFER AGENT AND REGISTRAR

Saturna Group Chartered Professional Accountants LLP is our auditor and has confirmed that it is independent of the Company within the meaning of the Code of Professional Conduct of the Chartered Professional Accountants of British Columbia.

Our transfer agent and registrar is Computershare Investor Services Inc. at its principal office in Vancouver, British Columbia.

## PURCHASERS' STATUTORY RIGHTS

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

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

CERTIFICATE OF THE ISSUER

Dated: February 20, 2020

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

(Signed) *Penny White*  
President and Chief Executive Officer

(Signed) *Rick Huang*  
Chief Financial Officer

On behalf of the Board of Directors

(Signed) *Spiros Margaritis*  
Director

## CERTIFICATE OF THE PROMOTER

Dated: February 20, 2020

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

(Signed) *Penny White*

**THE  
YIELD  
GROWTH  
CORP.**

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PROSPECTUS SUPPLEMENT

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FEBRUARY 20, 2020