

April 13, 2020

THE YIELD GROWTH CORP.

Annual Information Form
For the year ended November 30, 2019



TABLE OF CONTENTS

FORWARD LOOKING STATEMENTS	2
DEFINITIONS AND OTHER INFORMATION	4
Currency	4
Glossary of Defined Terms	4
Market and Industry Data	4
CORPORATE STRUCTURE OF THE COMPANY	7
Name, Address and Incorporation	7
Intercorporate Relationships	7
GENERAL DEVELOPMENT OF THE BUSINESS	8
Overview	8
Three Year History	8
DESCRIPTION OF THE BUSINESS	10
General	10
Risk Factors	31
DIVIDENDS AND DISTRIBUTIONS	40
DESCRIPTION OF CAPITAL STOCK	40
MARKET FOR SECURITIES	43
Markets	43
Trading Price and Volume of the Shares	44
Prior Sales	44
ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTIONS ON TRANSFER	45
Application of Escrow Provisions	45
DIRECTORS AND EXECUTIVE OFFICERS	45
Cease Trade Orders, Bankruptcies, Penalties or Sanctions	47
Conflicts of Interest	48
LEGAL PROCEEDINGS AND REGULATORY ACTIONS	48
INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS	49
TRANSFER AGENTS AND REGISTRARS	50
MATERIAL CONTRACTS	50
INTERESTS OF EXPERTS	52
ADDITIONAL INFORMATION	52

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; the impact of the COVID-19 pandemic on the global economy and the Company's business in particular, 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.

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.

Glossary of 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.

AIF	means this Annual Information Form for the year ended November 30, 2019.
Antler Retail	means Kingdom Brands Inc. (formerly named Antler Retail Inc.)
Ayurveda	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.
Base Shelf Prospectus	means a short form base shelf prospectus filed with securities regulators by the Company on July 18, 2019 qualifying the issuance of up to \$10,000,000 of securities.
BCBCA	means the <i>Business Corporations Act</i> , R.S.B.C. 2002, c. 57 including the regulations thereunder, as amended.
Board	means our board of directors.
Cannabis or cannabis	means a plant used to produce hemp fiber and as a psychotropic drug.
Cannacopia	means Cannacopia Therapeutics Inc.
CBD	means Cannabidiol.
CEO	means Chief Executive Officer.
CFO	means Chief Financial Officer.
Company	means The Yield Growth Corp.
CSE	means the Canadian Securities Exchange.
Escrow Agreement	means the Company's escrowed securities as reference in the Final Prospectus filed on SEDAR on November 19, 2018.
FDA	Means the United States Food and Drug Administration.
FSE	means the Frankfurt Stock Exchange.
IFRS	means International Financial Reporting Standards as issued by the International Accounting Standards Board.
INCI	means the International Nomenclature Cosmetic Ingredient.
Jack n Jane	means our wholly-owned subsidiary, Jack n Jane Essentials Inc.
Kingdom Brands	means Kingdom Brands Inc. (formerly named Antler Retail Inc.).
Kingdom Brands Management	means Kingdom Brands Management Inc. (formerly named Antler Retail Holdings Inc.), a California company.
Licensed Producer	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> .
NeonMind	means our majority-owned subsidiary, NeonMind Biosciences Inc. (formerly named Flourish Mushroom Labs Inc.).
NNHPD	means Health Canada's Natural and Non-prescription Health Products Directorate.
OLCC	means the Oregon Liquor Control Commission.

OMG3	means Organic Medical Growth OMG3 Inc.
Options	means the stock options of the Company.
PCT	means the Patent Cooperation Treaty.
PIPA	means the <i>Personal Information Protection Act</i> , S.B.C. 2003, c. 63 including the regulations thereunder, as amended.
Share or Common Share	means a common share in the capital of the Company.
Stock Option Plan	means the stock option plan adopted by the Board of Directors as described under " <i>Option and other Rights to Purchase Securities</i> ".
THC	means a compound that is the physiologically active component in cannabis derived from hemp plant or produced synthetically.
Thrive	means our wholly-owned subsidiary, Thrive Activations Inc.
TLS	means Translational Life Sciences Inc. , a private biotechnology company focused on developing proprietary formulations that contain restricted substances such as psilocybin and cannabis to serve unmet medical needs in the market. The company also offers services to design and oversee clinical trials of restricted substances for third parties.
Transfer Agent	means Computershare Investor Services Inc.
UJ Beverages	means our wholly owned subsidiary, UJ Beverages Inc.
UJ Topicals	means our wholly-owned subsidiary, Wright & Well Essentials Inc. (formerly named UJ Topicals Inc.).
Urban Juve Provisions	means our wholly owned subsidiary, Urban Juve Provisions Inc.
Urban Juve Products	means our line of products owned by Urban Juve Provisions and summarized in our section of this AIF called "Description of Business".
US or U.S.	means the United States of America.
W & W Manufacturing	means our wholly-owned subsidiary, W&W Manufacturing Inc. (formerly known as Mad Wallaby Distribution Inc.).
Warrants	means the Share purchase warrants of the Company
Wright & Well	means our wholly-owned subsidiary, Wright & Well Essentials Inc. (formerly known as UJ Topicals Inc.).
"we", "our", "us", "Yield Growth", or "the Company"	means the consolidated entity of Yield Growth and our wholly-owned subsidiaries, unless the context requires otherwise.
Yield Botanicals	means our wholly-owned subsidiary, Yield Botanicals Inc.

CORPORATE STRUCTURE OF THE COMPANY

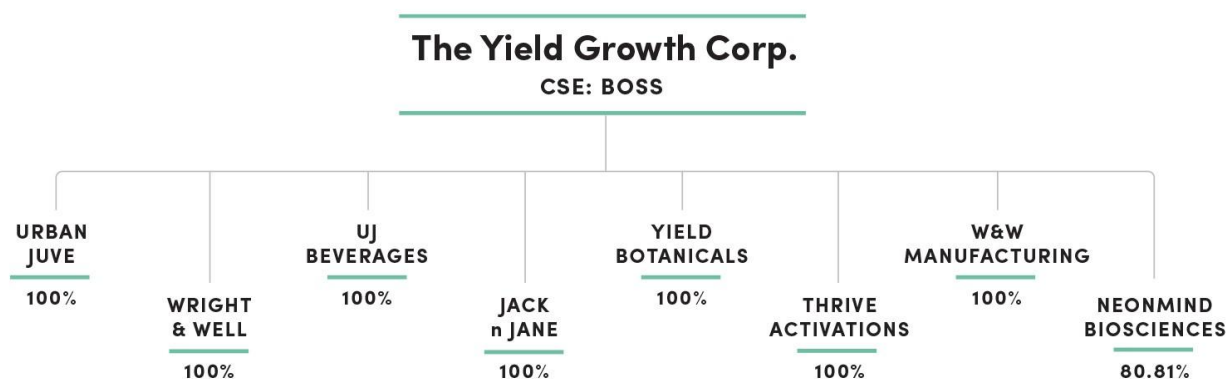
Name, Address and Incorporation

The Yield Growth Corp. (“Yield Growth”, 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 listed for 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 6 wholly owned subsidiaries incorporated in British Columbia: Urban Juve, Wright & Well, UJ Beverages, Yield Botanicals, Thrive and Jack n Jane. We also have one wholly owned subsidiary incorporated in California, United States: W & W Manufacturing. We have one majority owned subsidiary, NeonMind Biosciences, which is incorporated in British Columbia and of which we own approximately 81%.



GENERAL DEVELOPMENT OF THE BUSINESS

Overview

Yield Growth is a phytoceutical company. We develop and acquire intellectual property and other assets related to plant-based products and therapeutics, and develop, test, manufacture, market, sell and distribute plant-based products.

Three Year History

The following is a discussion of the relevant 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 plant-based

wellness, edible and beauty formulas designed to be infused with cannabis, which created our initial product catalogue and formed the basis of our current business.

- In November 2018, we completed manufacturing of our first product, Urban Juve lip balm.
- On December 14, 2018, we completed our initial public offering and our shares were listed for trading acquieron the Canadian Securities Exchange under the symbol "BOSS".
- On December 22, 2018, our subsidiary Wright & Well entered into agreements with Nova Paths LLC to manufacture and distribute its CBD and THC 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.
- In January 2019, we completed FDA 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 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 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.
- In April 2019, we entered into a consumer marketing and sales alliance with IPSY, an online beauty community of more than three million monthly members. The parties agreed that Urban Juve lip balm would be featured in the ipsy Glam Bag being sent to targeted consumers.
- On April 23, 2019, we were successful in our application to obtain an INCI name "Cannabis Sativa Root Extract" for our novel ingredient, hemp root oil.
- On May 30, 2019, Urban Juve entered into a definitive agreement to license 56 product formulas for CBD and THC infusion to Kingdom Brands Management.
- In June 2019, our cannabis product line Wright & Well was given packaging approval for nine Wright & Well cannabis topicals and tinctures to be distributed in Oregon, USA, by the OLCC. This approval represented the final approval before the products could be sold through cannabis retailers in Oregon.
- ByOn July 5, 2019, Urban Juve launched three new products called "Hemp Daily Ritual Kits" that combine several Urban Juve products in one package. The three boxes were curated for different skin types, and each contains five formulations for the face and body.
- On July 11, 2019, we entered a definitive agreement with Melorganics Hellas for distribution of Urban Juve Products in Greece and Cyprus.
- The Company filed Base Shelf Prospectus on July 18, 2019 qualifying the issuance of up to \$10,000,000 of common shares or debt securities or any combination thereof. As of the date of this AIF, we have issued 25,663,288 shares and 25,663,288 warrants under the Base Shelf Prospectus with aggregate proceeds of \$6,670,109.
- On July 18, 2019, we appointed Tamara Melck as Chief Operating Officer. Ms. Melck has proven expertise in scaling operations. Among her career achievements, she was instrumental in the growth of Canadian fashion retailer Aritzia as its Vice President, Corporate Operations and Executive Vice President, People & Culture. Melck was with Aritzia from 2001 to 2017.
- On August 19, 2019, Urban Juve's Ultra Hydrating Lip Balm with Hemp Oil could now be sold in the European market upon Urban Juve's Responsible Person In Europe, Biorius, having issued a compliance certificate for the product in accordance with EU regulations.
- On August 29, 2019, Urban Juve entered into an exclusive distribution agreement with OMG3 for the exclusive distribution of Urban Juve Products in Colombia and Brazil for a 5-year term.

- On September 3, 2019, Urban Juve's Balance Face Moisturizer with Hemp Oil had received a Compliance Certificate for registration in the European Union.
- On September 20, 2019, NeonMind entered into an agreement to purchase nine recipes which include edible mushrooms as a key ingredient.
- On September 30, 2019, five more Urban Juve Products had each received a Compliance Certificate completing registration of the products in the European Union, bringing the total number of European registered products to eight hemp oil infused products.
- On October 10, 2019, NeonMind completed the acquisition of a catalogue of mushroom formulas as the foundation of a mushroom edibles business.
- On October 22, 2019, we appointed Karla Cheon as Vice President, Marketing Ms. Cheon was previously Marketing Director, Interactive and Director, eCommerce Marketing and Online Experience of Canadian fashion retailer Aritzia.
- On November 5, 2019, we entered into a definitive agreement to license 126 formulas based on ancient Ayurvedic medicine to our majority owned subsidiary NeonMind for use in products infused with functional or magic mushrooms for a 50 year term for \$3 million, payable to us in stock and cash.
- On November 5, 2019, we closed the definitive agreement to license 126 product formulas to NeonMind. NeonMind made the first payment of \$1.8M due under the agreement with the issuance of 90M Common shares to us at a deemed value of \$0.02 per share.
- On November 14, 2019, we made our first export of Urban Juve Products to Europe, pursuant to our distribution agreement with Melorganics. Urban Juve, agreed to expand the exclusive distribution territory granted to Melorganics to include Bulgaria, Romania, and Serbia, in addition to Greece and
- On November 21, 2019, we entered into an addendum agreement to add the territories of Costa Rica, El Salvador, Ecuador, Argentina, Panama, and Peru to our existing distribution agreement with OMG3 for the exclusive distribution of Urban Juve Products in Colombia and Brazil for a term of 5 years.

Subsequent to the financial year ended November 30, 2019:

- On December 10, 2019, NeonMind filed for a U.S. patent to use serotonin agonists from psychedelic mushrooms for weight loss.
- On December 12, 2019, we completed the production of 5 SKU's of Wright & Well CBD and THC products in Oregon and started to distribute them among the dispensaries in the State of Oregon through a licensed partner.
- On February 6, 2020, NeonMind completed an acquisition of approximately 18% of the outstanding shares of TLS.
- On March 5, 2020, we shipped our first products to OMG3 in Colombia.
- On March 31, 2020 and April 3, 2020, Health Canada's NNHPD granted approvals for Urban Juve's liquid hand sanitizer and Urban Juve's gel sanitizer to be manufactured in Canada.

DESCRIPTION OF THE BUSINESS

General

We develop and acquire intellectual property and other assets related to plant-based products and therapeutics, and develop, test, manufacture, market, sell and distribute plant-based products. We have over 200 proprietary product formulas at various stages of commercialization. Our products are sold

through e-commerce worldwide and retail stores in three countries with distribution agreements in place for 12 more countries. We conduct research into plant-based therapeutics, including protection against infectious diseases, and we have 14 patents filed in what the Global Wellness Institute reports is a \$4.2 trillion-dollar global wellness market. We own the plant-based skin care brand Urban Juve, which is currently launching a line of hand care products, and we own cannabis wellness brands Wright & Well and Jack n Jane. Our majority owned subsidiary NeonMind is launching a line of medicinal mushroom products and developing a business in the emerging market of psychedelic medicine. Our management team has deep experience with global brands including Johnson & Johnson, Procter & Gamble, Skechers, and Aritzia. Yield Growth earns revenue through multiple streams including licensing, services and product sales.

Plant-Based Bioscience

Our intellectual property includes a catalogue of more than 200 product formulations. Many of our formulas, and our extraction processes, are protected by 15 U.S. patent applications. We have conducted research into plant-based medicines to create products designed to relieve pain. Our unique and proprietary ingredient, hemp root oil, is used in many of our products. We have also commenced research into plant-based therapeutics to fight infectious disease to inform its product roadmap. Through NeonMind, we are conducting research into therapeutic uses of psychedelic mushrooms.

Our Products and Services – Wellness Products

Currently we own 100% of the following brands:

U R B A N
J U V E™



This is our flagship brand, a 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 as well as product sets. In the Spring of 2020, we brought to market a refined and more sophisticated packaging collection, which has already received positive consumer feedback, but enables global distribution as Urban Juve's labeling now meets U.S., Canada and European standards and requirements.









We have acquired the rights to and have developed the Urban Juve Products through our wholly owned subsidiary, Urban Juve. 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.

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 Cooperation 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:




URBAN
JUVE™

PRODUCT DETAILS

PRODUCT NAME	PRODUCT DESCRIPTION	KEY INGREDIENTS	STATUS - PHASE 1
 <p>Total Refresh Face Mist with Hemp Oil and Rose Flower Water</p>	<p>100 mL (3.38 fl. oz.)</p> <p>This nourishing, toning formula delivers a burst of hydration while refreshing and calming tired skin.</p>	Cannabis sativa hemp root extract, witch hazel, rosewater	<p>AVAILABLE</p> <p>Online & In-Store</p>
 <p>Skin Calming Face Mist with Hemp Oil and Tea Tree Water</p>	<p>100 mL (3.38 fl. oz.)</p> <p>This gentle formula calms reactive skin while firming, toning and hydrating.</p>	Cannabis sativa hemp root extract, witch hazel, tea tree water	<p>AVAILABLE</p> <p>Online & In-Store</p>
 <p>Skin Balancing Face Mist with Hemp Oil and Bergamot Oil</p>	<p>100 mL (3.38 fl. oz.)</p> <p>This light, refreshing formula helps to tone skin, regulate natural oil production and prevent breakouts.</p>	Cannabis sativa hemp root extract, peppermint water, aloe leaf juice	<p>AVAILABLE</p> <p>Online & In-Store</p>
 <p>VITALIZE Terpene-Rich Face Moisturizer with Hemp & Pomegranate Oils</p>	<p>50 mL (1.69 fl. oz.)</p> <p>This natural, ultra-nourishing formula seals in moisture and helps your skin renew itself.</p>	Cannabis sativa hemp seed oil, chamomile flower water, pomegranate seed oil	<p>AVAILABLE</p> <p>Online & In-Store</p>
 <p>BALANCE Terpene-Rich Face Moisturizer with Hemp & Avocado Oils</p>	<p>50 mL (1.69 fl. oz.)</p> <p>This soothing moisturizer reduces puffiness and redness while gently hydrating.</p>	Cannabis sativa hemp seed oil, rose flower water, apricot oil	<p>AVAILABLE</p> <p>Online & In-Store</p>
 <p>ALIGN Terpene-Rich Face Moisturizer with Hemp Oil and Helichrysum Flower Water</p>	<p>50 mL (1.69 fl. oz.)</p> <p>This quick-absorbing moisturizer helps regulate natural oil production, leaving skin light and glowing.</p>	Cannabis sativa hemp seed oil, helichrysum flower water, sweet almond oil	<p>AVAILABLE</p> <p>Online & In-Store</p>
 <p>Skin Awakening Serum with Hemp Oil and Hyaluronic Acid</p>	<p>30 mL (1.01 fl. oz.)</p> <p>This potent serum smooths fine lines while helping to prevent the signs of aging. For all skin types.</p>	Cannabis sativa hemp root extract, plant-based hyaluronic acid, sea buckthorn oil, carrot seed oil	<p>AVAILABLE</p> <p>Online & In-Store</p>
 <p>Ultra-Hydrating Lip Balm with Hemp Oil</p>	<p>Net wt. 4g (0.14 fl. oz.)</p> <p>This all-season balm relieves and moisturizes, making chapped lips both smoother and softer.</p>	Cannabis sativa hemp root extract, hemp seed oil, beeswax, peppermint essential oil	<p>AVAILABLE</p> <p>Online & In-Store</p>

URBAN
JUVE™

PRODUCT DETAILS

PRODUCT NAME	PRODUCT DESCRIPTION	KEY INGREDIENTS	STATUS - PHASE 1
 <p>Hydrating Body Oil with Hemp & Avocado Oils</p>	<p>100 mL (3.38 fl. oz.)</p> <p>This deeply conditioning formula is your ticket to ultra-luxurious, head-to-toe hydration—powered by our signature hemp oil.</p>	<p>Cannabis sativa hemp seed oil, avocado oil, ginger and cardamom essential oils</p>	<p>AVAILABLE Online & In-Store</p>
 <p>Nurturing Body Oil with Hemp & Sandalwood Oils</p>	<p>100 mL (3.38 fl. oz.)</p> <p>This ultra-nurturing formula is perfect for a quiet, restorative moment—and you've earned one.</p>	<p>Cannabis sativa hemp seed oil, safflower seed oil, turmeric essential oil</p>	<p>AVAILABLE Online & In-Store</p>
 <p>Energizing Body Oil with Hemp & Bergamot Oils</p>	<p>100 mL (3.38 fl. oz.)</p> <p>This energizing formula is designed to help you rally for whatever the day has in store.</p>	<p>Cannabis sativa hemp seed oil, olive oil, holy basil and bergamot essential oils</p>	<p>AVAILABLE Online & In-Store</p>

We have completed stability testing to establish either a one year or two-year shelf life with certain packaging for approximately 50 products. These products include deodorant, body exfoliants, facial masks, sexual lubricant, sports spray, sunscreen, body oils, lip products, cleansers, facial oils, eye cream, essential oil roll-ons, perfumes, colognes, hair pomade, beard oil, shaving creams, pain balm, pain gel, mists, moisturizers, hand cream and foot cream.

Urban Juve is currently planning to launch in 2020 several hand sanitizer products, a gel and a liquid spray. Both have received manufacturing approval from Health Canada as natural health products.

WRIGHT & WELL

Wright & Well Essentials Inc.



Wright & Well is a cannabis wellness brand that launched in Oregon, United States in December 2019. Its products are intended to help relieve pain and anxiety and are sold through Nova Path's distribution network of retail cannabis stores. The initial five products to market include two CBD tinctures, an analgesic topical gel with CBD and THC, a pain balm with CBD and THC, and a massage oil with CBD and THC.






Wright & Well branded products serve the growing number of wellness-minded people in Oregon's legal cannabis market, 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 balm, topical gel and massage oil contain our proprietary hemp root oil.

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



PRODUCT DETAILS

PRODUCT NAME	PRODUCT DESCRIPTION	KEY INGREDIENTS	STATUS - PHASE 1
 MARIJUANA INFUSED MASSAGE OIL Purple Hindu Kush Oil & CBD Isolate	BE LOVED – 100 mL (3.38 fl. oz.) Soothe yourself & feel renewed.	Purple Hindu Kush Oil & CBD Isolate 2:1 CBD/THC	IN STORES
 MARIJUANA INFUSED BALM Purple Hindu Kush Oil & CBD Isolate	BE FREE – 50 mL (1.69 fl. oz.) Push forward & feel spirited.	Purple Hindu Kush Oil & CBD Isolate 1:1 CBD/THC	IN STORES
 MARIJUANA INFUSED GEL Purple Hindu Kush & CBD Isolate	BE RELIEVED – 50 mL (1.69 fl. oz.) Release tension & feel relaxed.	Purple Hindu Kush & CBD Isolate 1:1 CBD/THC	IN STORES
 HEMP CBD TINCTURE	BE BETTER – 25 mL (0.85 fl. oz.) Reclaim movement & feel able.	Hemp CBD	IN STORES
 HEMP CBD TINCTURE - EXTRA STRENGTH	BE BETTER – 10 mL (0.34 fl. oz.) Reclaim movement & feel able.	Hemp CBD	IN STORES

NeonMind

NeonMind is developing functional mushroom coffees - formulas created to boost immunity and brain health. It is also reviewing its product catalogue to select the next products to commercialize. Our Ayurvedic coffees are planned for launch in 2020 and contain immune-boosting medicinal mushrooms: reishi, chaga, lion's mane and turkey tail. NeonMind is also developing intellectual property regarding potential therapeutic uses for psilocybin mushrooms.

Jack n Jane

We have developed a cannabis brand for distribution in Canada: Jack n Jane. Our roadmap in Canada includes topical products designed for people who use cannabis products to alleviate pain, products to enhance intimacy, skin care products, edibles and beverages. Yield Growth's team has conducted research into top-selling products in more established markets, such as California, and created a two-year product launch plan which includes edible gummies, chocolate and mints, infused teas and botanical beverages, gel, balm, massage oil, tinctures, and skin care products with CBD such as face oil and face serum. We do not hold a cannabis license in Canada. Our plan is to partner with one or more licensed cannabis producers in Canada to launch our products. We recently signed a non-binding letter of intent with a licensed cannabis producer in Canada for manufacturing and national distribution of Jack n Jane's product line and we are currently negotiating a definitive agreement.

UJ Beverages

We acquired the rights to a line of eight beverages which we have started 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 two of the beverages and have had preliminary discussions with beverage manufacturers to complete stability testing and manufacture of the drinks. These beverages can also be infused with cannabinoids such as CBD and THC in jurisdictions where it is legal to do so.

Marketing and Distribution

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

- Urban Juve is improving its ecommerce website to meet changing online shopping behaviour, including exploring product subscriptions, adding payment methods, and giving more depth to its product descriptions pages with richer content, all with the goal to increase traffic and sales conversions;
- We will continue to seek out high value partnerships such as with leading online distributors to offer our products to consumers via e-commerce, such as IPSY Shopper and Amazon;
- Urban Juve distributes its products through retail outlets that offer goods and services in health and wellness, food, pharmacy, beauty, recreation and luxury goods, and with the addition of an experienced sales team, we will continue to expand this network;
- Urban Juve leverages a mix of paid and incentivized media including, optimized and sponsored content, social ads, affiliate marketing and influencers to market and promote our products;
- We create proprietary, engaging, optimized content to market and promote our products; and
- We assembled an internal team of proven marketing and creative professionals in order to produce high-quality, cost-effective marketing materials in an efficient way.

Retail

We currently have two employees engaged to sign up retailers to sell Urban Juve Products in Canada. We have one major Canadian retailer with over 500 locations who is currently negotiating an initial Urban Juve product order. We support sales efforts at retail with a range of marketing support inclusive of in store displays, retail-friendly packaging, point of sales signage and in store events. We place particular importance on product knowledge and its necessity for sales at the retail level, thus we also invest in online and in-person product education training, as well as sales incentives.

Subsequent to the financial year ended November 30, 2019:

IPSY

Founded in 2011, IPSY is an online beauty community of 3 million+ monthly members. Urban Juve's ultra-hydrating lip balms were included in their January 2020 Glam Bag to 200,000 paid subscribers across Canada and the U.S., as well as featuring products from Urban Juve's skincare collection on their website for happy recipients to seek out more products from our brand.

The campaign was aimed to inspire those who received our lip balm to review, recommend and re-purchase. Urban Juve received over 35,000 reviews with an average rating of 4-5 stars out of 5, outperforming the lip balm category by nearly 8%. Through IPSY owned channels and their content creators, a further 2.5 million brand impressions were made throughout January and February 2020, in addition to 17,000 unique visits to Urban Juve's product landing page on IPSY.com.

Revenue Streams

Our key revenue drivers are:

- **Product Sales:** We have hundreds of high-quality product formulas at various stages of commercialization. We have a few carefully crafted brands including Urban Juve, Wright & Well, Jack n Jane, and NeonMind.
 - Most of our wellness products under the brand name of Urban Juve were launched in 2019 and are currently distributed through retail stores and sold online through our own ecommerce website.
 - Our topical products infused with cannabinoid, CBD, TCH or both, under the brand name of Wright & Well were launched in the beginning of 2020 and are being distributed among dispensaries in Oregon USA through a licensing partner.
 - We are preparing to launch topical and edible products infused with cannabinoid under the brand name of Jack n Jane in Canada in the dispensary channel through a licensing partner.
 - We are preparing to launch a mushroom infused product line under the brand name of NeonMind.
- **Licensing:** We have developed an extensive catalogue of product formulas including topicals, edibles and beverages. These formulas all include high quality ingredients from natural sources containing no chemicals. Many of these formulas have gone through research and development and stability testing and are ready to be commercialized. Furthermore, many of these formulas are capable of being infused with cannabinoid, CBD, THC or both. For certain products and certain geographical regions we build partnerships with licensing arrangements. We can use licensing and distribution arrangements with companies who are Licensed Producers or who hold cannabis

licences to infuse our product formulas with cannabis and distribute them in certain territories, which we have done for Wright & Well cannabis line in Oregon, U.S. We also distribute our non cannabis products through other territories via distribution agreements with companies with operations in territories outside of Canada and the United States.

- **Executive and Incubating Services:** We provide business growth support services for certain companies in which we have a financial interest, leveraging our team of experienced professionals. The depth and breadth of the services provided can vary depending on our customer needs, but include accounting and corporate services and administration. We incubate start-up businesses and develop them into growing businesses ready for broader investments.

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.

We have expanded our research and development inspired by Ayurvedic principles to expand the product lines for mushroom, Urban Juve, Jack n Jane and Wright & Well.

We also completed a study of a compound in hemp root oil under research and development with full analysis. We have initiated research and development into plant-based topical products that can fight against or prevent infectious disease. The research will include a study of certain plant-based compounds for anti-microbial activity against pathogens for potential antiviral treatments.

Executive and Incubating Services

We provide technology services, corporate finance advisory services, and other business incubation services to start-up businesses in Vancouver, British Columbia. While most of such services are provided through our subsidiary Thrive, we provide such services under corporate and other subsidiaries as well if there is better alignment in resources and expertise. We only offer these services to companies in which we have a financial interest. Currently we offer these services to Kingdom Brands Inc. and Translational Life Sciences Inc.

From June 2018 to early 2020, Thrive was engaged by HeyBryan Media Inc., which owns FastTask Inc., to build a crowdsourcing application and 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, Calgary and Vancouver and can be downloaded at the App Store or Google Play. HeyBryan is a related party to Yield Growth as our CEO Penny White is a controlling shareholder of HeyBryan.

On July 25, 2018, Thrive entered into an operating agreement with Kingdom Brands, a company that creates, develops, sells and licenses lifestyle brands, apparel, and wellness products for the wellness markets in the US and Canada. It owns Kingdom Brands Management Inc. (formerly, Antler Retail Holdings Inc.), a California company, who is launching a men's line of wellness products using formulas licensed from us. We provide administrative and design services to Kingdom Brands for hourly fees based on our cost plus 25%. Kingdom Brands is a related party to Yield Growth. Yield Growth through its subsidiary Urban Juve, owns approximately 14% percent of Kingdom as of April 13, 2020. Our directors, Yucai (Rick) Huang and Penny White were previously directors and officers of Kingdom and each personally hold shares and options in Kingdom. Penny White's husband is a director and the President and CEO of Kingdom Brands.

On March 30, 2020, our subsidiary NeonMind entered into an operating agreement with TLS to provide accounting, marketing, paralegal and administrative services to TLS. Fees are to be charged on a cost plus 25% basis to be detailed out with individual Statements of Work. Our subsidiary NeonMind made an investment into TLS and NeonMind owns approximately 18% percent of TLS as of April 13, 2020.

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 Youth To The People, Farmacy, Biossance, and Glow Recipe 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, Empower BodyCare, Apothecanna, and Mary's Medicinals 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.

Employees

As of the date of this AIF, we have approximately 19 employees and two key consultants involved in our day to day operations.

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.

Our botanicals, extracts and oils are harvested in organic environments for the freshness and nutrient rich qualities. We source our raw material only from companies committed to evaluating the environmental, social and societal practices.

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 our operations may lead to suspension or expulsion from a particular market or jurisdiction; 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 our catalogue of formulas and 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. The amendments to the *Cannabis Regulations* came into force on October 17, 2019 permitting the sale of edible cannabis (including beverages), cannabis extracts and cannabis topicals pursuant to the *Cannabis Act* and the *Cannabis Regulations*, as amended.

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/ 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, CBD and THC 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 cramps. <i>Status: Pending</i>
7	62/682,269	6/8/2018	Suppository formulation	Patent covering a formulation including cannabis root oil, CBD 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 infection	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 menopausal symptoms such as hot flashes, shivering, sweating, mood changes 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
13	62/943,337	12/04/2019	Method For Weight Loss	Patent filed by NeonMind describing and claiming methods of promoting weight loss by administering psilocin or psilocybin. <i>Status: Pending</i>
14	62/975,682	02/12/2020	Method for Producing an Extract of Fungi and Fungal Extract Made Therefrom	Patent filed by NeonMind describing and claiming methods for manufacturing an extract containing psilocybin from certain mushrooms. <i>Status: Pending</i>

We have filed trademark applications and obtained trademark registrations for our brands in numerous countries as follows:

Trademark	Country	Application or Registration Number	Date of Application or Registration
THE YIELD GROWTH CORP	Canada	Appl. 1892270	April 06, 2018
YIELD GROWTH	Canada	Appl. 1892273	April 06, 2018
YIELD GROWTH CO	Canada	Appl. 1892274	April 06, 2018
URBAN JUVE	Canada	Appl. 1907580	July 04, 2018
URBAN JUVE & Design	Canada	Appl. 1980079	Aug 12, 2019
URBAN JUVE	United States	Appl. 88/026,939	July 5, 2018

URBAN JUVE	European Union	Reg. 0188001254	Reg. Aug 21, 2019
URBAN JUVE	Australia	Reg. 2004971	Reg. Dec 2, 2019
URBAN JUVE	Japan	Appl. 2019-063387	April 26, 2019
URBAN JUVE	Hong Kong	Appl. 304903731	April 25, 2019
URBAN JUVE	Hong Kong	Appl. 304903740	April 25, 2019
URBAN JUVE	Taiwan	Reg. 02031070	Reg. Dec 16, 2019
URBAN JUVE	Taiwan	Reg. 02031071	Reg. Dec 16, 2019
URBAN JUVE	China	Reg. 35459547	Reg. Sept 7, 2019
URBAN JUVE	China	Reg. 35459544	Reg. Aug 14, 2019
URBAN JUVE	China	Reg. 35459546	Reg. Aug 14, 2019
URBAN JUVE	China	Reg. 35459542	Reg. Aug 14, 2019
URBAN JUVE	China	Reg. 35459543	Reg. Aug 14, 2019
URBAN JUVE	China	Reg. 35459545	Reg. Sept 7, 2019
URBAN JUVE (Chinese characters)	China	Reg. 35459550	Reg. Aug 7, 2019
URBAN JUVE (Chinese characters)	China	Reg. 35459549	Reg. Aug 7, 2019

URBAN JUVE (Chinese characters)	China	Reg. 35459548	Reg. Aug 7, 2019
URBAN JUVE	Colombia	Appl. SD2019/0086127	Oct. 8, 2019
URBAN JUVE	Brazil	Appl. 918322430	Sept. 27, 2019
URBAN JUVE	Brazil	Appl. 918322553	Sept. 27, 2019
MAD WALLABY	Canada	Appl. 1945934	Feb.13, 2019
WRIGHT & WELL	Canada	Appl. 1945938	Feb. 13, 2019
WRIGHT & WELL	United States	Appl. 88300000	Feb. 13, 2019
WRIGHT & WELL	UK	Reg. 3438068	Jan. 17, 2020
WRIGHT & WELL	European Union	Reg. 018141597	Feb. 22, 2020
JACK N JANE	Canada	Appl. 1983160	Aug. 30, 2019
JACK N JANE	United States	Appl. 88682065	Nov. 6, 2019
JACK N JANE	European Union	Appl. 018200080	Feb. 25, 2020
JACK N JANE	United Kingdom	Appl. 3469880	Feb. 25, 2020
NEONMIND	Canada	Appl. 2013729	Feb. 25, 2020
NEONMIND	United States	Appl. 88811632	Feb. 26, 2020

Web Domains

We have use and control over the following domain names:

Yield Growth		
yieldgrowco.com	yieldgrowth.ca	yieldgrowth.co
yieldgrowth.com	yieldgrowthco.ca	theyieldgrowth.co

Urban Juve Provisions		
findyourjuve.com	juve.ca	juveness.ca
juvewellness.ca	juvewellness.com	ujqr.ca
ujtopicals.com	urbanjuve.ca	urbanjuve.co.uk
urbanjuve.com		

Wright & Well		
wandwcbd.com	wrightandwell.ca	wrightandwell.com
wrightandwellaid.com	wrightandwellbeing.com	wrightandwellcbd.ca
wrightandwellcbd.co	wrightandwellcbd.com	wrightandwellease.com
wrightandwelllife.com	wrightandwellplus.com	wrightandwellthc.ca
wrightandwellthc.com	wrightnwell.com	wrightnwell.info

wrightnwell.net	wrightnwell.org
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Thrive	
thriveactivations.ca	thriveactivations.com

NeonMind		
neon-mind.com	neonmind.ca	neonmind.com
neonmindbioscience.com	neonmindbiosciences.com	

W & W Manufacturing	
madwallaby.ca	madwallaby.com

Jack n Jane	
jackandjane.ca	jacknjane.ca

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 a 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.

We envisage product distribution delays and unpredictable impacts on consumer spending as a result of the pandemic. We rely on third-party suppliers and manufacturers in China which may in turn result in disruptions or delays to our supply chain. These may include disruptions from the temporary closure of third-party supplier and manufacturer facilities, interruptions in product supply or restrictions on the export or shipment of our products. Any disruption of our suppliers and their contract manufacturers will likely impact our sales and operating results. The outbreak of COVID-19 may also impact customer demand, the availability of key components sourced from China, logistics flows and the availability of other resources to support critical operations in the Asia Pacific region.

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. In response to market conditions created by COVID-19, we have reduced the salaries of all employees including our management team by 20% which could result in the loss of key personnel. 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.

Risks Relating to COVID-19

COVID-19 may negatively impact our ability to secure financing, our personnel, operations, supply chain, and demand for our products. We have been monitoring the COVID-19 outbreak and the potential impact on our operations since mid-February and, as such, have put measures in place and introduced additional precautionary steps to manage and respond to the risks associated with COVID-19 to ensure the safety of our employees and surrounding communities where we work while continuing to operate. All personnel travel has been restricted to absolute minimum requirements and employees in the corporate office have been encouraged to work remotely. To date, we have not experienced any incidents related to COVID-19 at our corporate office and continue to operate. We are proceeding with our projects as previously planned. However, due to market uncertainty regarding the outbreak, capital growth projections have been curtailed resulting in a revised Human Capital strategy to retain skilled core staff.

Regulatory Risks

Travel Risks

We see the United States as a lucrative market for the license of our Urban Juve Products. There is uncertainty regarding travel to the United States if one is affiliated with the Cannabis industry. Therefore, we may have to postpone or cancel plans to meet with potential licensee partners and customers 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

Changes to recreational Cannabis 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 of 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 120,096,470 are issued and outstanding as at April 13, 2020, 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.

Each Common Share entitles its holder to notice of and to one vote at all meetings of the Company's shareholders. Each Share is also entitled to receive dividends if, as and when declared by the Company's Board of Directors. Holders of the Shares are entitled to participate in any distribution of the Company's net assets upon liquidation, dissolution or winding-up of the Company on an equal basis per Share.

Dividend Policy

We have not declared nor paid any dividends to date on the Common Shares. We intend to retain our earnings, if any, to finance the growth and development of our business. Accordingly, we do not currently expect to pay any dividends on our Shares in the near future.

Warrants

The following table summarizes the common share purchase warrants outstanding in our authorized capital as of April 13, 2020 (the "**Warrants**"):

Date of Issuance	Number of Warrants	Exercise Price (\$)	Expiry Date
July 9, 2018 to August 3, 2018	1,267,000	\$1.00	July 9, 2020 to August 3, 2020
November 1, 2018	5,460,000 ⁽¹⁾	\$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
April 12, 2019	178,532	\$0.70	April 12, 2020
May 7, 2019	37,633	\$0.62	May 7, 2020
May 31, 2019	484,288	\$0.57	May 31, 2020
June 7, 2019	91,219	\$0.40	June 7, 2020
July 10, 2019	52,628	\$0.40	July 10, 2020
August 21, 2019	6,183,093	\$0.35	August 7, 2021

September 11, 2019	1,774,232	\$0.35	August 30, 2021
September 25, 2019	1,400,000	\$0.37	September 13, 2021
October 17, 2019	2,090,500	\$0.30	October 7, 2021
November 14, 2019	1,833,404	\$0.33	October 30, 2020
November 14, 2019	20,500	\$0.30	October 30, 2020
November 27, 2019	1,810,000	\$0.27	November 19, 2020
February 10, 2019	949,500	\$0.25	June 19, 2020
December 31, 2019	1,000,000	\$0.27	December 20, 2020
January 3, 2020	1,731,291	\$0.265	December 20, 2020
February 14, 2020	226,071	\$0.29	February 6, 2021
March 18, 2020	1,255,500	\$0.26	June 14, 2020
February 25, 2020	100,800	\$0.26	June 14, 2020
March 16, 2020	3,840,625	\$0.20	December 6, 2020
Total	36,661,666		

(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

Special Warrants

The following table summarizes the special warrants outstanding in our authorized capital as of April 13, 2020:

Date of Issuance	Number of Special Warrants	Expiry Date
April 2, 2020	5,000,000	April 2, 2021

Pursuant to a Prospectus Supplement filed on April 8, 2020, the special warrants shall convert into units of the Company (the “Units”), each Unit consisting of one fully paid and non-assessable Share and one Share purchase warrant.

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 24,019,294 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 April 13, 2020, there are 15,783,328 outstanding options to purchase Shares under the Stock Option Plan.

Date of Issuance	Number of Options Outstanding	Exercise Price (\$)	Expiry Date
October 16, 2017	230,000	\$0.10 ⁽¹⁾	October 16, 2022
November 22, 2017	50,000	\$0.10	November 22, 2022
January 8, 2018	750,000	\$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 28, 2018	800,000	\$0.40	February 28, 2023
March 8, 20018	200,000	\$0.40	March 8, 2023
March 22, 2018	40,000	\$0.40	March 22, 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	16,500	\$0.25	August 15, 2023
December 17, 2018	1,140,000	\$0.23	December 17, 2023
January 8, 2019	240,000	\$0.51	January 8, 2024
January 31, 2019	1,080,000	\$0.62	January 31, 2024

February 21, 2019	1,110,000	\$0.78	February 21, 2024
March 5, 2019	200,000	\$0.73	March 5, 2024
April 2, 2019	508,000	\$0.62	April 2, 2024
April 16, 2019	356,800	\$0.70	April 16, 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
May 22, 2019	1,000,000	\$0.58	May 22, 2024
June 24, 2019	70,000	\$0.31	June 24, 2024
July 17, 2019	620,000	\$0.38	July 17, 2024
September 12, 2019	40,000	\$0.27	September 12, 2024
October 10, 2019	100,000	\$0.25	October 10, 2024
October 21, 2019	600,000	\$0.34	October 21, 2024
November 28, 2019	312,000	\$0.28	November 28, 2024
December 9, 2019	150,000	\$0.245	December 9, 2024
January 2, 2020	1,300,000	\$0.195	January 2, 2025
January 13, 2020	400,000	\$0.28	January 13, 2025
January 15, 2020	200,000	\$0.285	January 15, 2025
February 5, 2020	100,000	\$0.28	February 5, 2025
March 2, 2020	1,210,000	\$0.21	March 2, 2025
March 12, 2020	200,000	\$.205	March 12, 2025
TOTAL	15,783,828		

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

MARKET FOR SECURITIES

Markets

The Shares were listed on the CSE on December 13, 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
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	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	0.65	0.435	9,508,019
June, 2019	0.42	0.26	14,185,854
July, 2019	0.415	0.295	9,907,227
August, 2019	0.42	0.285	10,226,460
September, 2019	0.3	0.25	11,205,503
October, 2019	0.40	0.23	10,552,196
November, 2019	0.31	0.25	5,317,864

Prior Sales

Options

As at November 30, 2019, the Company had 13,597,828 outstanding stock options to purchase common shares of the Company. The Company's stock options are subject to certain vesting conditions, and each fully vested stock option may be exercised for one common share of the Company at its respective exercise price. The Company issued 9,706,828 stock options during the financial year ended November 30, 2019. Please refer to the Description of Capital Stock section on page 38 for more information.

Warrants

As at November 30, 2019, the Company had 39,795,907 common share purchase warrants outstanding that the Company issued during the financial year ended November 30, 2019. The Company issued 23,626,730 share purchase warrants during the financial year ended November 30, 2019. Please refer to the Description of Capital Stock section on page 38 for more information.

Special Warrants

During the financial year ended November 30, 2019, the Company undertook a number of special warrant private placements, resulting in the issuance of 25,663,288 warrants for gross proceeds of \$6,670,109. The special warrants entitled the holders to acquire one common share and one share purchase warrant. The warrants had different exercise prices and terms, which are set out in the Description of Capital Stock section on page 38.

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 and the Base Shelf Prospectus filed on SEDAR on July 18, 2019.

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 April 13, 2020.

Name, ⁽¹⁾ 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 ⁽¹⁾ Ownership on an Undiluted Basis ⁽¹⁾	Total ⁽¹⁾ Ownership on a Fully-diluted Basis
Penny White, Director and Chief Executive Officer, ⁽¹⁾ British Columbia, Canada	Yield Growth President & CEO, (2017 - present) Director and Officer of Glance Technologies Inc. (2014 - 2018)	November 28, 2016	18,797,700 (15.65%)	462,000 Options 404,000 Warrants	16.37%	11.07%
Spiros Margaritis, Director, Switzerland	Venture Capitalist and Advisor, Margaritis Ventures (2010 - present)	January 8, 2018	165,000 (<1%)	1,712,000 Options	1.56%	1.06%

<p>Yucai Huang, Director and Chief Financial Officer, British Columbia, Canada</p>	<p>Yield Growth CFO (2018 - present) Director of Datable Technology Corporation (TSXV: DAC) (2015 - present) Formerly: Chief Financial Officer of Hanwei Energy Corp. (TSE: HE) (2007 – 2018)</p>	<p>February 16, 2018</p>	<p>20,000⁽¹⁾ (<1%)</p>	<p>1,734,000 Options 20,000 Warrants</p>	<p>1.48%</p>	<p><1%</p>
<p>Amy Frankel - Corporate Secretary, Vice President - People, General Counsel, British Columbia, Canada</p>	<p>Yield Growth VP, People, Corporate Secretary and General Counsel (2018 - present) Co-General Counsel of Aritzia LP (2010 – 2018)</p>	<p>April 30, 2018</p>	<p>20,000 (<1%)</p>	<p>682,000 Options 20,000 Warrants</p>	<p><1%</p>	<p><1%</p>
<p>Tamara Melck – Chief Operating Officer, British Columbia, Canada</p>	<p>Yield Growth COO (2019 - present) Sabbatical (2017 - 2019) Executive VP, People & Culture, Aritzia LP (2014 - 2017) VP, Corporate Operations, Aritzia LP (2009 - 2014)</p>	<p>July 17, 2019</p>	<p>Nil</p>	<p>652,000 Options</p>	<p><1%</p>	<p><1%</p>
<p>Karla Cheon – Vice President of Marketing, British Columbia, Canada</p>	<p>Yield Growth VP, Marketing, (2019 - present) Director, Communications, Aritzia LP (2015 - 2019) Director, eCommer Online Experience & Marketing, Aritzia LP (2011-2014)</p>	<p>October 21, 2019</p>	<p>Nil</p>	<p>552,000 Options</p>	<p><1%</p>	<p><1%</p>

Thomas Bond ⁽²⁾ , Ontario, Canada	Yield Growth, Director and Chairman (2018 - 2020) COO/CFO M.A.C. Cosmetics from 1993 until its sale to Estee Lauder in 1999	December 17, 2018 Resigned January 13, 2020	59,214 (<1%)	1,842,000 ^[SEP] Options ^[SEP]	<1%	<1%
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(1) Based on 120,096,470 issued and outstanding Shares as at the date of this AIF.

(2) Member of the Advisory Board.

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 April 13, 2020, the Company's current directors and executive officers as a group beneficially own, directly or indirectly, or exercise control or direction over an aggregate of 19,042,700 Shares, representing 15.85% 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.

PROMOTER

Penny White may be considered a promoter of the Company within the last two most recently completed financial years within the meaning of Canadian securities legislation in that she took the initiative in substantially organizing the business of the Company within the last two years. Ms. White beneficially owns, controls or directs, directly or indirectly 18,797,700 Common Shares, which amounts to approximately 16% of the issued and outstanding Common Shares.

Ms. White has, pursuant to the Stock Option Plan, been granted incentive stock options to purchase 10,000 shares at \$0.51, 400,000 shares at \$0.78, 12,000 shares at \$0.28 and 40,000 shares at \$0.21. Pursuant to a Director Agreement with NeonMind dated February 3, 2020, Ms. White has the right to receive 5,000,000 options to purchase shares in NeonMind at \$0.02 per share which shall vest to her upon the earlier of \$1 million in financing being completed by NeonMind, or a preliminary prospectus being filed by NeonMind. Ms. White is currently the CEO and President of NeonMind and is overseeing efforts to raise money and achieve a stock exchange listing for NeonMind. Yield Growth currently owns 126,251,000 shares in NeonMind, which is equal to approximately 81% of the outstanding stock of NeonMind. Penny White is a significant shareholder and former director of HeyBryan Media Inc., which paid for incubation services from Yield Growth subsidiary Thrive. Penny White is a shareholder and former director of Kingdom Brands Inc., which paid for incubation services from Thrive and has entered into licensing and other agreements with Yield Growth. Ms. White also acts as a director and executive officer of the Company and its subsidiaries and is compensated for her 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, 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.

During the years ended November 30, 2019, and 2018, compensation of key management personnel and related parties were as follows:

	November 30, 2019	November 30, 2018
Consulting fees	\$ 350,675	\$ 1,084,287
Wages	718,966	249,424
Office and administration	–	4,500
Share-based compensation	1,306,909	1,865,827
	\$ 2,376,550	\$ 3,204,038

As at November 30, 2019, we owed \$17,189 (2018 - \$22,925) to the Chief Financial Officer (“CFO”) of the Company and a company controlled by the CFO of the Company, which is included in accounts payable and accrued liabilities, and is unsecured, non-interest bearing, and due on demand.

As at November 30, 2019, we owed \$3,227 (2018 - \$580), of which \$2,647 (November 30, 2018 - \$nil) is included in accounts payable and accrued liabilities, to a former director, Krystal Pineo, and a company controlled by the former director of the Company, KP Capital Inc., which is unsecured, non-interest bearing, and due on demand.

During the year ended November 30, 2019, we recognized licensing revenue of \$1,492,466 (2018 - \$nil) and consulting revenue of \$3,564 (2018 - \$2,580) from a company where the President and CEO of the Company and a former director of the Company are officers and directors. As at November 30, 2019, we held a deposit of \$42,000 (November 30, 2018 - \$nil) for the purchase of products and a retainer of \$6,525 (November 30, 2018 - \$6,525) from the related company, which are included in deferred revenue.

During the year ended November 30, 2019, we recognized consulting revenue of \$1,014,424 (2018 - \$762,742) from a company with common directors and officers and where the President and CEO of the Company is a significant shareholder. As at November 30, 2019, we were owed \$41,556 (2018 - \$61,739) from the related company, and we held a deposit of \$10,000 (November 30, 2018 - \$10,000) from the related company, which is included in deferred revenue.

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
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 certain product formulas. 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. 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 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>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 for two years and a royalty fee of 10% of net revenues on the sale of the products outside of Canada.</p>
Urban Juve Cosmetic Products Sale	Urban Juve Provisions Inc. (formerly Indulgence Edibles Inc.) and Bhavna Solecki	October 10, 2017	<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 certain products. 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>
Urban Juve Canadian Rights Agreement	Urban Juve Provisions Inc. (formerly Indulgence Edibles Inc.) and Cannacopia	December 30, 2017	<p>Under the Canadian Urban Juve Rights Agreement, Urban Juve acquired rights to certain products produced in Canada. Cannacopia appointed Urban Juve as the exclusive Canadian distributor or 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>

	Therapeutics Inc.		A royalty fee of 10% of net revenues on the sale of the products in Canada is payable to Cannacopia.
Escrow Agreement	Yield Growth, the Transfer Agent, Penny White, 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 " NP Escrowed Securities ") 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
Master Services Agreement	Nova Paths, LLC and UJ Topicals Inc.	December 19, 2018	Nova Paths agreed to manufacture a pain management line for UJ Topicals Inc. consisting of massage oil, pain balm, analgesic pain gel, CBD Oil, 3 types of capsules, and a pain patch. Nova Paths, LLC is entitled to 5% of UJ Topicals Inc.'s wholesale revenue from all of its cannabis products made in Nova Paths, LLC's facility including monthly charges for designated work and storage area. Nova Paths will pay UJ Topicals Inc. 80% of the net proceeds from the sale of cannabis products. The agreement has an initial term of twelve months and is automatically renewable thereafter.
License Agreement	Urban Juve Provisions Inc. and Antler Retail Holdings Inc. (now called Kingdom Brands Management Inc.)	May 28, 2019	Kingdom Brands Management purchased a non-exclusive, indefinite license to use a white-label version of certain of Urban Juve's product formulations to manufacture or have manufactured CBD and THC infused edibles, teas, and cosmetic and wellness products and to sell the products through legal recreational cannabis channels in the United States. In consideration of the license, Kingdom Brands Management paid Urban Juve a one-time, nonrefundable fee of \$1,000,000 CAD plus applicable taxes. This fee, excluding taxes, was paid as 5 million common shares of Kingdom Brands Management's affiliate, Kingdom Brands at \$0.20 per share. The term of the agreement is coterminous with the license.
Licensing Agreement	The Yield Growth Corp. and Flourish Mushroom Labs Inc. (name changed to NeonMind Biosciences Inc.)	November 4, 2019	NeonMind entered into an agreement to purchase non-exclusive license from Yield Growth to use its product formulations to manufacture or have manufactured products infused with or including as an ingredient functional mushrooms or psilocin or psilocybin or any combination thereof and to sell the products worldwide, excluding Canada. In consideration of the license granted, NeonMind paid Yield Growth a one-time, non refundable fee of \$3,000,000 CAD as follows: The sum of \$1,200,000, which was payable within 24 months of the effective date; provided that if NeonMind lists on a Canadian stock exchange via initial public offering or reverse takeover under the symbol "MUSH" (which symbol licensee has already reserved) within 12 months of the effective date, \$200,000 will be deducted from the fee owing and payable, or within 6 months of the effective date, \$400,000 shall be deducted from the fee owing and payable; and the sum of \$1 800,000, which shall be payable as 90 million common shares of NeonMind at a deemed value of \$0.02 per share. The shares will be held in escrow pursuant to NP 46-201.

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.

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Company'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 June 25, 2020.

Additional financial information is provided in the Company's audited consolidated financial statements for the year ended November 30, 2019.