

A copy of this preliminary prospectus has been filed with the securities regulatory authorities in each of Alberta, Ontario and British Columbia but has not yet become final for the purpose of the sale of securities. Information contained in this preliminary prospectus may not be complete and may have to be amended. The securities may not be sold until a receipt for the prospectus is obtained from the securities regulatory authorities.

This prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. The securities offered hereby have not been and will not be registered under the United States Securities Act of 1933, as amended (the "1933 Act"), or any applicable state securities laws. Accordingly, the securities offered hereby may not be offered or sold within the United States in the absence of an exemption from the registration requirements of the 1933 Act and applicable state securities laws. This prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby within the United States. See "Plan of Distribution".

INITIAL PUBLIC OFFERING

April 23, 2018

PRELIMINARY PROSPECTUS MEDXTRACTOR CORP.

(the "Corporation")

Suite 730, 1015 - 4th Street SW

Calgary, Alberta T2R 1J4

Telephone: (403) 612-5655

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MINIMUM OFFERING: \$1,000,000 (10,000,000 COMMON SHARES)

MAXIMUM OFFERING: \$2,000,000 (20,000,000 COMMON SHARES)

PRICE: \$0.10 PER COMMON SHARE

This prospectus (the "**Prospectus**") qualifies for distribution in Alberta, Ontario and British Columbia a minimum (the "**Minimum Offering**") of 10,000,000 common shares (the "**Shares**") and a maximum (the "**Maximum Offering**") of 20,000,000 Shares in the capital of the Corporation at a price of \$0.10 (the "**Offering Price**") per Share (the "**Offering**"). This Offering is being made to investors resident in Alberta, Ontario and British Columbia.

The Common Shares will be sold by PI Financial Corp. (the "**Agent**") on a commercially reasonable efforts basis pursuant to an agency agreement between the Corporation and the Agent dated ●, 2018 (the "**Agency Agreement**"). See "*Plan of Distribution*".

	Number of Shares	Gross Proceeds	Agent's Commission ⁽²⁾⁽³⁾	Net Proceeds ⁽⁴⁾
Per Share	1	\$0.10 ⁽¹⁾	\$0.01	\$0.09
Minimum Offering	10,000,000	\$1,000,000	\$100,000	\$900,000
Maximum Offering	20,000,000	\$2,000,000	\$200,000	\$1,800,000

(1) The Offering Price of the Shares was determined by negotiation between the Corporation and the Agent, in accordance with the policies of the Canadian Securities Exchange ("CSE").

(2) The Agent will receive an Agent's commission (the "**Agent's Commission**") equal to 10% of the proceeds from the sale of Shares pursuant to this Offering. The Agent will also be paid a corporate finance fee equal to \$25,000, plus applicable taxes (the "**Corporate Finance Fee**"), of which \$13,125, including GST, has been paid to the Agent and is non-refundable, with the remaining balance payable to the Agent on the Closing Date. The Corporation will also reimburse the Agent for all reasonable expenses, including legal expenses, estimated at \$15,000, of which a retainer in the amount of \$11,000 (excluding GST) has been paid to the Agent.

(3) The Corporation will also grant non-transferable Agent's Warrants to the Agent entitling the Agent to purchase that number of Common Shares equal to 10% of the number of Shares sold pursuant to the Offering. The Agent's Warrants may be exercised at a price equal to \$0.10 per Common Share for a period of two (2) years from the Listing Date (as defined herein). See "Plan of Distribution". This Prospectus qualifies the distribution of the Agent's Warrants.

(4) Before deducting the expenses of the Offering, estimated at \$100,000 (not including the Agent's Commission).

(5) The Corporation has granted to the Agent the option (the "**Over-Allotment Option**") to purchase up to an additional 3,000,000 Common Shares, representing 15% of the Maximum Offering, at the discretion of the Agent at a price equal to \$0.10 per Common Share, on the same terms and conditions as the Offering. The Over-Allotment Option is exercisable, in whole or in part, at any time up to 30 days following the Closing Date to cover over-allotments, if any. If the Agent exercises the Over-Allotment Option in full, the total offering price to the public, the Agent's Commission and net proceeds to the Corporation (before deducting expenses of the Offering) will be approximately \$2,300,000, \$230,000 and \$2,070,000, respectively. This Prospectus also qualifies the grant of the Over-Allotment Option and the distribution of any Common Shares issued pursuant to the exercise of the Over-Allotment Option. A purchaser who acquires Common Shares forming part of the Agent's over-allocation position acquires those Common Shares under this Prospectus, regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases of Common Shares. Unless the context otherwise requires, references herein to the "Offering" and the "Common Shares" include the Common Shares issuable pursuant to the exercise of the Over-Allotment Option. See "Plan of Distribution".

This Offering is being made to investors resident in the Selling Jurisdictions (as defined herein) and is subject to achieving the Minimum Offering. In the event such subscriptions are not attained within 90 days of the issuance of the final receipt for this Prospectus or, if an amendment to the final Prospectus has been filed and a receipt has been issued for such amendment, within 90 days of the issuance of a receipt for an amendment to the final Prospectus and, in any event, not later

than 180 days after the issuance of a receipt for the final Prospectus, all subscription funds will be returned to the Subscribers without interest or deduction, unless the Subscribers have otherwise instructed the Agent. See “Plan of Distribution”.

There is no market through which these securities may be sold and purchasers may not be able to resell securities purchased under this Prospectus. This may affect the pricing of the securities in the secondary market, the transparency and availability of trading prices, the liquidity of the securities and the extent of issuer regulation. The securities offered hereunder must be considered highly speculative due to the nature of the Corporation’s business. The medical and recreational cannabis industries are highly speculative and are new industries which are rapidly expanding and may not be successful. Purchasers must rely on the ability, expertise, judgment, discretion, integrity and good faith of the management of the Corporation. There is no guarantee that the Corporation will be able to secure financing to meet its future needs on reasonable terms. For these reasons, the Offering is suitable only for those purchasers who are able to make long term investments and who are able to risk a loss of their entire investment. Potential purchasers should read this entire Prospectus and consult their professional advisors before investing - see “Risk Factors”.

As at the date of this Prospectus, the Corporation does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, Aequitas NEO Exchange Inc., a U.S. marketplace, or a marketplace outside Canada and the United States of America. However, the Corporation has applied to list the securities offered under this Prospectus on the CSE. Listing will be subject to the Corporation fulfilling all the listing requirements of the CSE.

The Agent’s position is as follows:

Agent’s Position	Maximum Number of Securities Available	Exercise Period or Acquisition Date	Exercise Price or Acquisition Price
Agent’s Warrants	2,000,000 Common Shares	Two (2) years from the Listing Date	\$0.10
Over-Allotment Option	3,000,000 Common Shares	Any time until 30 days following the Closing Date	\$0.10
Total securities issuable to the Agent:	5,000,000 Common Shares		

The Agent, as exclusive agent of the Corporation for the purposes of this Offering, hereby conditionally offers the Shares on a commercially reasonable efforts basis, subject to prior sale, if, as and when issued by the Corporation and accepted by the Agent in accordance with the Agency Agreement referred to under “Plan of Distribution”, and subject to the approval of certain legal matters on behalf of the Corporation by Heighington Law, Calgary, Alberta, and on behalf of the Agent by Burstall Winger Zammit LLP, Calgary, Alberta.

Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is expected that the Closing will occur on or about ●, 2018, or such later date as the Corporation and the Agent may agree, but in any event, not later than ●, 2018. On the Closing Date, should the Agent elect for book entry delivery, the Shares will be available for delivery in book entry form through CDS Clearing and Depository Services Inc. (“CDS”) or its nominee and will be deposited with CDS. If delivered in book entry form, purchasers of Shares will receive only a customer confirmation from the registered dealer that is a CDS participant and from or through which the Shares were purchased.

Investors should rely only on the information contained in this Prospectus. The Corporation has not authorized anyone to provide investors with different information. The Corporation is not offering the Common Shares in any jurisdiction in which the offer is not lawfully permitted. Investors should not assume that the information contained in this Prospectus is accurate as of any date other than the date of this Prospectus. Subject to the Corporation’s obligations under applicable securities laws, the information contained in this Prospectus is accurate only as of the date of this Prospectus regardless of the time of delivery of this Prospectus or of any sale of the Common Shares.

No person is authorized to provide any information or to make any representations in connection with this Offering other than as contained in this Prospectus.

PI FINANCIAL CORP.
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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Except for statements of historical fact relating to the Corporation, certain statements in this Prospectus may constitute forward-looking information, future oriented financial information, or financial outlooks (collectively, “**forward-looking information**”) within the meaning of Canadian securities laws. Forward looking information may relate to this Prospectus, the Corporation’s future outlook and anticipated events or results and, in some cases, can be identified by terminology such as “may”, “will”, “could”, “should”, “expect”, “plan”, “anticipate”, “believe”, “intend”, “estimate”, “projects”, “predict”, “potential”, “targeted”, “possible”, “continue” or other similar expressions concerning matters that are not historical facts.

In particular, this Prospectus contains forward-looking statements pertaining to the following:

- Proposed expenditures for the assembly of the Corporation’s SSCO2 cannabis oil extraction device, and general and administrative expenses (see: “Narrative Description of the Business – Operations” and “Use of Proceeds” for further details);
- Expectations generally regarding completion of this Offering and the ability to raise further capital for corporate purposes;
- Expectations that Bill C-45 introduced by the Government of Canada in the House of Common on April 13, 2017 will be enacted into the Cannabis Act in the summer of 2018;
- the Corporation’s intention to grow the business and its operations;
- Expectations with respect to future revenues, anticipated cash needs, production costs and capacity;
- Expectations with respect to the demand for SSCO2 Extractors under the current ACMPR;
- Expectations with respect to competitive conditions of the industry in which the Corporation operates;
- Expectations with respect to the success of the Corporation's patent applications;
- Market reception of cannabis oils produced by the Corporation’s technology for use by medical patients;
- Expectations with respect to the future growth in the medical cannabis products industry, including delivery mechanisms;
- Expectations with respect to the number of patients who will successfully apply to the Minister of Health to grow their own cannabis and related cannabis oil extraction for personal use;
- Treatment under applicable governmental regimes for the regulation of medical cannabis and the proposed recreational cannabis industry (see: “Risk Factors”).

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. Such forward-looking statements are based on a number of material factors and assumptions, including, but not limited in any manner, those disclosed in any other of the Corporation’s public filings, and include the ultimate impact that government regulations may have on the medical and recreational cannabis industry, the availability and final receipt of required approvals, licenses and permits, sufficient working capital, access to adequate services and supplies, economic conditions, foreign currency exchange rates, interest rates, access to capital and debt markets and associated costs of funds, availability of a qualified work force, and the ultimate ability to manufacture and sell the SSCO2 Extractor on economically favourable terms. While the Corporation considers these assumptions to be reasonable based on information currently available to it, they may prove to be incorrect. Actual results may vary from such forward-looking information for a variety of reasons, including but not limited to risks and uncertainties disclosed in this Prospectus. See “Risk Factors”.

The Corporation has no specific policies or procedures for updating forward-looking information. Forward-looking statements are based upon management’s beliefs, estimates and opinions on the date the statements are made and, other than as required by law, the Corporation does not intend, and undertakes no obligation to update any forward-looking information to reflect, among other things, new information or future events.

Investors are cautioned against placing undue reliance on forward-looking statements.

ELIGIBILITY FOR INVESTMENT

In the opinion of Heighington Law, counsel for the Corporation, provided that the Shares are listed on a designated stock exchange (which includes the CSE) at a particular time and subject to the provisions of any particular plan, the Shares offered hereby will, at that time, be qualified investments under the Income Tax Act (Canada) (the “**Tax Act**”) and the regulations thereto in effect on the date hereof for trusts governed by registered retirement savings plans, registered retirement income funds, deferred profit sharing plans, registered education savings plans, registered disability savings plans and tax-free savings accounts (a “**TFSA**”) as defined in the Tax Act (collectively, the “**Plans**”).

Notwithstanding that the Shares may, at a particular time, be qualified investments for a trust governed by a TFSA, a holder of the Corporation’s Shares will be subject to a tax penalty if the Shares held in a TFSA are a “prohibited investment” under the Tax Act. The Shares generally will not be a “prohibited investment” unless the holder of the TFSA does not deal at arm’s length with the Corporation, or the holder has a “significant interest” (within the meaning of the Tax Act) in the Corporation, or a corporation, partnership or trust with which the Corporation does not deal at arm’s length for the purposes of the Tax Act. Prospective purchasers of Common Shares who intend to invest through a Plan should consult their own tax advisors with respect to whether the Common Shares would be a prohibited investment having regard to their particular circumstances.

GLOSSARY

“**ACMPR**” means *Access to Cannabis for Medical Purposes Regulations* as regulated under the *Controlled Drugs and Substances Act* (Canada).

“**Agency Agreement**” means the agency agreement dated ●, 2018 between the Agent and the Corporation.

“**Agent**” means PI Financial Corp.

“**Agent’s Commission**” has the meaning ascribed to it on the face page of this Prospectus.

“**Agent’s Warrants**” means the share purchase warrants granted to the Agent as described under the heading “Plan of Distribution”.

“**Asset Purchase Agreement**” means the asset purchase agreement dated February 22, 2018 between the Corporation and James M. Durward, a director and officer of the Corporation, regarding the purchase by the Corporation of certain intellectual property from Mr. Durward relating to cannabis oil extraction technology in consideration for the issuance of 5,000,000 Common Shares of the Corporation at an issue price of \$0.02 per Common Share for an aggregate purchase price of \$100,000 (Cdn.).

“**Audit Committee**” means a committee established by and among the Board of the Corporation for the purpose of overseeing the accounting and financial reporting processes of the Corporation and audits of the financial statements of the Corporation.

“**Board**” means the Corporation’s board of directors.

“**Closing Date**” means such date that the Corporation and the Agent mutually determine to close the sale of the Shares of the Corporation offered pursuant to this Prospectus, in compliance with the regulatory requirements governing distribution of securities.

“**Common Share**” means a common share without par value in the capital of the Corporation.

“**Corporation**” means MedXtractor Corp., a corporate entity formed under the laws of the Province of Alberta.

“**Corporate Finance Fee**” has the meaning ascribed to it on the face page of this Prospectus.

“**CO2 Extractor**” has the meaning ascribed to it on page 9 of this Prospectus.

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

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

“**Escrow Agreement**” means the escrow agreement dated March 30, 2018 among the Corporation, the Escrow Agent and certain shareholders of the Corporation.

“**Escrowed Securities**” means the Common Shares deposited with the Escrow Agent.

“**Listing Date**” means the date the Common Shares commence trading on the CSE.

“**Minimum Offering**” has the meaning ascribed to it on the face page of this Prospectus.

“**Maximum Offering**” has the meaning ascribed to it on the face page of this Prospectus.

“**Offering**” has the meaning ascribed to it on the face page of this Prospectus.

“**Offering Price**” has the meaning ascribed to it on the face page of this Prospectus.

“**Over-Allotment Option**” has the meaning ascribed to it on the face page of this Prospectus.

“Principals” means all persons or companies that, on the completion of the Offering, fall into one of the following categories:

- (i) directors and senior officers of the Corporation, as listed in this Prospectus;
- (ii) promoters of the Corporation during the two years preceding this Offering;
- (iii) those who own and/or control more than 10% of the Corporation’s voting securities immediately after completion of this Offering if they also have appointed or have the right to appoint a director or senior officer of the Corporation or of a material operating subsidiary of the Corporation;
- (iv) those who own and/or control more than 20% of the Corporation’s voting securities immediately after completion of this Offering; and
- (v) associates and affiliates of any of the above;

being, in the case of the Corporation, James M. Durward, David D. Heighington, G. Steven Price and Dusan Kuzma.

“Prospectus” has the meaning ascribed to it on the face page of this Prospectus.

“Shares” has the meaning ascribed to it on the face page of this Prospectus.

“Selling Jurisdictions” means Alberta, Ontario and British Columbia in which the Prospectus has been filed and in which the Offering may be offered for sale.

“Stock Option Agreements” mean the stock option agreements dated for reference March 14, 2018 between the Corporation and certain directors and officers of the Corporation.

“Stock Option Plan” means a stock option plan dated January 25, 2018 providing for the granting of incentive stock options to the Corporation’s directors, officers, employees and consultants in accordance with the policies of the CSE.

“Subscriber” means a subscriber for the Shares offered under this Offering.

PROSPECTUS SUMMARY

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

The Corporation

The Corporation is engaged in the business of manufacturing and selling a range of proprietary sub/supercritical small-scale carbon dioxide-based extractors (“**CO2 Extractors**”) that are used to extract essential oils and compounds from a variety of botanical materials. Pursuant to the terms of the Asset Purchase Agreement, the Corporation recently acquired certain technology and know-how for the CO2 Extractors, including U.S. and Canadian patent applications that have been filed and are currently pending. The Corporation currently manufactures CO2 Extractors of 2oz, 5oz and 16oz capacities. Management of the Corporation believes that demand for its SSCO2 Extractors will initially be from individual authorized growers of cannabis for medical purposes under the current ACMPR.

Management of the Corporation believes the cannabis industry is trending away from traditional smoking inhalation and trending toward consumption via non-combustible methods such as edibles, sprays, tinctures and vaporizers. Cannabis oils can be used as feedstock for these new ingestion methods. Furthermore, management of the Corporation believes that its small-scale CO2 Extractors will allow individual patients who are licensed to grow their own cannabis to create their own low-cost supply of high-purity cannabis oil as an affordable treatment option to that of oils with less potency and sold at higher prices.

Management of the Corporation believes that if Bill C-45, introduced by the Government of Canada in the House of Commons on April 13, 2017, is enacted into the Cannabis Act, as expected in the summer of 2018, then demand for its CO2 Extractors may increase significantly.

The Corporation intends to become a global supplier of small-scale CO2 Extractors to the authorized individual market for medical cannabis and a leading supplier to the Canadian recreational cannabis market should the Cannabis Act be approved by the Government of Canada in 2018. See “Narrative Description of the Business”.

The Offering

Offering

The Offering consists of a minimum of 10,000,000 Shares and a maximum of 20,000,000 Shares for minimum gross proceeds of \$1,000,000 and a maximum of \$2,000,000. See “Plan of Distribution”.

Additional Distribution

The Corporation is also qualifying the distribution of the Agent’s Warrants and the grant of the Over-Allotment Option and the distribution of any Common Shares issued pursuant to the exercise of the Over-Allotment Option. See “Plan of Distribution”.

Use of Proceeds

The net proceeds from the Offering after deducting the Agent’s Commission will be \$900,000 if the Minimum Offering is sold and \$1,800,000 if the Maximum Offering is sold. As at February 28, 2018, the Corporation had working capital surplus of approximately \$224,000 which, when added to the net proceeds of the Offering, will provide the Corporation with available funds of approximately \$1,124,000, if the Minimum Offering is sold, or \$2,024,000 if the Maximum Offering is sold. The available funds will be used as set out below:

Expenditure	Minimum Offering	Maximum Offering
To pay the estimated costs of this Offering (including legal, audit, printing expenses and corporate finance fee to the Agent):	\$100,000	\$100,000
To provide funding sufficient to meet administrative costs for 12 months:	\$130,200	\$130,200
To pay the estimated cost of inventory:	\$100,000	\$200,000
To pay general operating expenses:	\$395,000	\$395,000
To provide unallocated working capital:	\$398,800	\$1,198,800
TOTAL:	\$1,124,000	\$2,024,000

If the Over-Allotment Option is exercised in full the Corporation will receive an additional \$150,000 in the event of the Minimum Offering and \$300,000 in the event of the Maximum Offering. For a more detailed discussion on the proposed expenditures see “Use of Proceeds”.

Proceeds of Sale of Securities

Prior to giving effect to the Offering, the proceeds received from the sale of Common Shares to date total \$250,001. There were no commissions paid in respect of the issuance of such securities.

The Corporation intends to spend the funds available to it as stated in this Prospectus. There may be circumstances, however, where, for sound business reasons, a reallocation of funds may be necessary. See “Use of Proceeds”.

Risk Factors

Possessing and selling cannabis for non-medical purposes is still illegal everywhere in Canada. As of the date of this Prospectus cannabis is classified as a Schedule II illegal drug in Canada under the *Controlled Drugs and Substances Act*, unless otherwise regulated for production and distribution for medical purposes under the current ACMPR. If Bill C-45, which was introduced by the Government of Canada in the House of Common on April 13, 2017, is not enacted into the Cannabis Act, then demand for the Corporation’s CO2 Extractors may decrease significantly.

An investment in the Shares of the Corporation should be considered highly speculative and investors may incur a loss of their investment. The Corporation has no history of earnings and there is no past sales record to indicate acceptance of the Corporation’s products. The Corporation and its assets may become subject to uninsurable risks. The Corporation’s activities may require permits or licenses which may not be granted to the Corporation. If the Cannabis Act does not become law in the summer of 2018, then the demand for the Corporation’s CO2 Extractors may decrease and which could adversely impact operations.

The Corporation competes with other companies with greater financial resources and technical facilities.

The Corporation is currently largely dependent on the performance of its directors and there is no assurance the Corporation can maintain their services. See “Risk Factors”.

Summary of Financial Information

The following selected financial information is subject to the detailed information contained in the financial statements of the Corporation and notes thereto appearing elsewhere in the Prospectus. The selected financial information is derived from the audited financial statements for the period from incorporation on January 24, 2018 to February 28, 2018. The Corporation has established December 31 as its financial year end. See “Selected Financial Information and Management Discussion and Analysis”.

	Period from incorporation on January 24, 2018 to February 28, 2018 (audited)
Total revenues	Nil
General and administrative expenses	\$25,320
Net Loss	(\$25,320)
Basic and diluted loss per common share	(\$0.002)
Total assets	\$328,218
Long-term financial liabilities	Nil
Cash dividends per share	Nil

Management, Directors & Officers

- James M. Durward: *President, Chief Executive Officer, Corporate Secretary, Director and Promoter*
- David D. Heighington: *Chief Financial Officer and Director*
- G. Steven Price: *Director*
- Dusan Kuzma: *Director*

See “Directors and Officers”.

Currency

Unless otherwise indicated, all currency amounts herein are stated in Canadian Dollars.

CORPORATE STRUCTURE

The Corporation was incorporated pursuant to the *Business Corporations Act* (Alberta) on January 24, 2018. The Corporation's Articles of Incorporation were amended on March 15, 2018 to remove certain restrictions applicable to private issuers.

The Corporation's head office is located at Suite 730, 1015 - 4th Street SW, Calgary, Alberta T2R 1J4 and the registered office is located at Suite 730, 1015 - 4th Street SW, Calgary, Alberta T2R 1J4.

The Corporation has no subsidiaries.

GENERAL DEVELOPMENT OF THE BUSINESS

Business and History of the Corporation

The Corporation was recently incorporated. Pursuant to the terms the Asset Purchase Agreement, the Corporation acquired certain intellectual property and know-how, including patents-pending applications in the United States and Canada, for its CO2 Extractors. As a result of the acquisition, the Corporation is engaged in the business of manufacturing and selling a range of proprietary sub/supercritical small-scale carbon dioxide-based CO2 Extractors that are used to extract essential oils and compounds from a variety of botanical materials.

The Corporation currently manufactures CO2 Extractors of 2oz, 5oz and 16oz capacities. Management of the Corporation believes that demand for its CO2 Extractors will initially be primarily from smaller authorized growers of cannabis for medical purposes under the current ACMPR.

See "Narrative Description of the Business".

NARRATIVE DESCRIPTION OF THE BUSINESS

The principal business carried on and intended to be carried on by the Corporation is the manufacture and world-wide sale of carbon-dioxide-based extractors for use in extraction of essential oils and other botanical compounds from botanical material. The process involves using pressurized high-density carbon dioxide as a solvent to selectively dissolve and otherwise disassociate and flush compounds from prepared raw material. CO2 is what is known as a "non-polar" solvent meaning that it will preferentially dissolve non-polar compounds. The cannabinoids THC and CBD, the most sought-after cannabinoids, or "target compounds", are non-polar compounds. Typically the raw material is first dried, ground and decarboxylated prior to extraction. Simply speaking, decarboxylation uses heat to convert inactive THC-A and CBD-A to active THC and CBD and this conversion increases the efficiency of the CO2-based extraction. Once the pressurized high-density CO2 dissolves the target compounds, the extract-laden CO2 is transferred to an increased volume collection chamber where it rapidly expands and loses its density. The loss of density causes the dissolved compounds to fall out of solution and accumulate inside in the collection. After the compounds have fallen out of solution, the extract-barren CO2 is recaptured for repeated use. The process is CO2 neutral, so no new CO2 is added to the atmosphere. Unlike competing extraction technology involving butane or propane, CO2 extraction is non-explosive, inflammable, and does not leave residual solvent in the extract.

Management of the Corporation believes these features to be important for the medical user. The initial target market is the small (i.e. less than 800 plants per indoor crop cycle) medical cannabis grower seeking high-potency, high-purity oil. Management of the Corporation believes CO2 Extractors are considered the state-of-the-art for cannabis oil extraction and that cannabis oil is one of the fastest growing segments of the overall cannabis market.

Trends

Management of the Corporation believes the market is trending towards cannabis oils and concentrates and away from traditional smoking. This trend is primarily due to the flexibility of cannabis oil as a product feedstock for vaporizers, edibles, tincture, ointments sprays and suppositories. This trend is expected to positively impact demand for the Corporation's CO2 extraction products. Furthermore, management believes that the momentum toward worldwide cannabis legalization will continue and that this could result in significant increase in the demand for the Corporation's extraction products.

Management of the Corporation believes that if Bill C-45, introduced by the Government of Canada in the House of Commons on April 13, 2017, is enacted into the Cannabis Act, as expected in the summer of 2018, then demand for its CO2 Extractors may increase significantly.

The Corporation intends to become a global supplier of small-scale CO2 Extractors to the authorized individual market for medical cannabis and a leading supplier to the Canadian recreational cannabis market should the Cannabis Act be approved in 2018.

Operations

The Corporation purchases the components from a variety of suppliers in Canada and a smaller portion from the United States and China. The extraction vessels are manufactured by third-party machine shops in Calgary, Alberta and the Corporation manufactures some of the parts directly. The Corporation has multiple sources for all necessary components, parts, and vessels and all raw materials are readily available.

The Corporation assembles the parts and vessels to form the products, specifically the CO2 Extractors. The Corporation presently has a small inventory of 2oz, 5oz and 16oz extractors that are ready for sale. The Corporation intends to maintain an inventory of at least 100 Extractors at all times. The lead-time to manufacture and assemble an extractor is approximately three weeks. Currently, inventory acquisition, assembly and logistics are performed by the Corporation's President, James M. Durward. After giving effect to the Offering, the Corporation intends to hire qualified personnel to attend to the manufacturing, assembly, logistics and support of the CO2 Extractors and other products that the Corporation may offer in the normal course of business.

Locations

The Corporation currently operates from two locations in Calgary, Alberta. One location is a small industrial space where assembly and testing of the extractors are conducted. The Corporation also has a head office where logistics, sales, and marketing tasks are performed. Both locations are currently provided to the Corporation from existing shareholders at no cost and with no formal terms or commitments. It is expected that once the Offering is completed the Corporation will secure a commercial lease for industrial space, at current market rates, to manufacture and sell the CO2 Extractors.

Employees

The Corporation currently has one full-time employee, James M. Durward, who is also a director and officer of the Corporation. The Corporation plans to hire additional employees and technical staff after completion of the Offering.

Target Markets

The Corporation will initially target small-scale (i.e. less than 400 plants per crop cycle) medical cannabis growers in Canada and the United States. Health Canada publishes cannabis statistics at <https://www.canada.ca/en/health-canada/services/drugs-health-products/medical-use-marijuana/licensed-producers/market-data.html>. These statistics show 10,916 licensed small growers as of September, 2017. According to <https://www.mpp.org/issues/medical-marijuana/state-by-state-medical-marijuana-laws/medical-marijuana-patient-numbers>, there were 2,254,782 state-legal patients in the United States as of February, 2018.

The Corporation plans to initially market and sell its CO2 Extractor using the following marketing plan.

1. Using Google ad-words to drive traffic to the Corporation's website - www.medextractor.com.
2. Via print advertisements in relevant trade magazines.
3. Participating in relevant trade shows.
4. Developing channel relationships with established sellers of grow-related equipment.

The website is currently being upgraded to accommodate all types of online commerce transactions and will be fully ecommerce-enabled. Management of the Corporation is currently designing an ad-word campaign which may go live prior to or upon completion of the Offering. Magazine advertisements are expected to begin once the Corporation has completed Offering. The Corporation also plans to attend Canadian trade shows in 2018. There are no channel relationships at this time and there is no assurance that any such relationships will be developed.

Competition

Due to capacity and price differentials, management does not believe that the Corporation competes with large extractor manufacturers, who generally target larger commercial growers. The Corporation intends to target small individual growers, which management believes are different markets to those targeted by large companies.

The Corporation's CO2 Extractors are all less than 1lb capacity and the highest price is approximately \$5,995, while competitor's larger extractors generally begin at 5lb capacity and cost approximately \$50,000 and go up to more than 100lbs and over \$1M dollars. The vast price differential is largely due to the equipment and infrastructure required to manage the thermodynamics associated with capacity increases. Management of the Corporation believes the only existing CO2-based competitor is a United States-based company that builds and sells a 1oz capacity extractor that starts at US\$4,000. Their extractor does not recapture and recycle CO2, a feature which management of the Corporation believes is fundamentally important.

Management of the Corporation believes that hydrocarbon-based extractors, which use acetone, butane, propane, and hexane, represent the main source of competition. There are numerous manufacturers of hydrocarbon-based extractors with capacity-based pricing ranging from hundreds of dollars to tens-of-thousands of dollars.

While CO2 extracts are recognized as the purest form, CO2 extractors are relatively expensive "per capacity unit" when compared to other types of extractors such as butane or alcohol, which until now, has kept CO2 extractors beyond the reach of the individual medical cannabis grower.

The Corporation's only direct competitor currently sells a 1oz extractor at US\$4,000. The Corporation's 2oz capacity SSCO2 Extractor sells for approximately CDN\$2,495.

Why CO2

1. Hydrocarbon solvents such as butane and propane are extremely volatile. There are numerous documented cases of explosions causing extreme property damage and injury. As a result, many jurisdictions have banned butane extraction. In addition, Hydrocarbon solvents, whether burned or simply released into the atmosphere, are not environmentally friendly.
2. CO2 extraction does not introduce new CO2 into the process and uses existing CO2, which is environmentally neutral. CO2 is also virtually inert and non-flammable and it leaves zero residue in the extract. Management believes the CO2 extraction process provides the purest raw oils available.
3. The Corporation's ultra-low pricing model reduces the cost barrier for CO2 extractor purchases for individual consumers and presents a strong economic case for the individual licensed grower.

Service and Warranty

The Corporation's products are technical in nature and include a detailed operating manual for each capacity of CO2 Extractor manufactured by the Corporation. The Corporation offers 90 days of technical support at no cost to purchasers and thereafter extended warranty coverage may be purchased for approximately \$360 per year.

With the exception of o-rings, which are not under warranty, and electrical components, which have a 90-day warranty, the warranty for the CO2 is one year from the date of purchase. Subject to restocking charges, customers can return purchases within 30 days of the purchase date. The warranty is similar to that offered by competitors but the product return feature is not unique to the Corporation. The ability to return the product is expected to enhance the saleability of the CO2 Extractors.

Patents and Trademarks

The Corporation has two patents-pending applications filed in the United States and Canada, which were acquired by the Corporation under the Asset Purchase Agreement. Both patents-pending relate to the same underlying technology. In the event the patents are granted, the term will be for 20 years in the United States and Canada. The Corporation intends to file an international patent application but has not finalized the details at this time. The Corporation has no trademarks at the moment.

The United States Patent and Trademark Office approved the transfer of the patent application originally submitted by Critical CO2 Ltd., a private company wholly owned and controlled by James Durward, a director and officer of the Corporation, to the Corporation on April 3, 2018.

Disclosure Statement Re. Canadian Securities Administrators Notice 51-352 – Issuers with U.S. Marijuana-Related Activities

The Corporation is indirectly involved in the U.S. marijuana industry in that its CO2 extractors can be used by U.S. citizens to extract cannabinoids from marijuana within the U.S. To management's knowledge, there have been no cannabis-related prosecutions of manufacturers or sellers of CO2-based cannabis extraction equipment. Management believes that, at present, there are no cannabis-related laws, federal or state, preventing use of the Corporation's extractors for the extraction of cannabis. However, federal and/or state laws could change at any time and such change(s) could render the Corporation's extractors unsaleable in the U.S., particularly as the Corporation expects most of its sales revenue to be derived from the U.S. market. The loss of such sales could cause the Corporation to fail and investors could lose all of their investment.

Marijuana remains illegal under U.S. federal law and the approach to enforcement of U.S. federal laws against marijuana is subject to change. Management is not aware of any State or Federal laws or regulation specifically related to the use of the Corporation's CO2 extractors for the extraction of cannabinoids from marijuana. Furthermore, purchasers of the Corporation's extractors are required to confirm they are of legal age in their jurisdiction, will not use the purchased product(s) for illegal activities, and will comply with local laws and regulations. However, notwithstanding such approach, it could be that federal and/or State laws could be interpreted in a way that results in adverse enforcement action resulting in a direct negative effect on the Corporation's sales in the U.S. and such negative effect could cause the Corporation to fail and investors could lose all of their investment.

The Corporation's marijuana-related activities (i.e., selling extractors that could be used to extract cannabinoids from marijuana) target the medical segment of the overall marijuana market. Unlike in Canada which has federal legislation uniformly governing the cultivation, distribution, sale, and possession of medical cannabis under the ACMPR, investors are cautioned that in the United States, cannabis is largely regulated at the state level. But it should be noted that in spite of the permissive regulatory environment of medical cannabis in many states within the United States, cannabis continues to be categorized as a controlled substance under the US federal Controlled Substances Act and as such, violates federal law in the United States. The United States Congress has passed appropriation bills each of the last three years that have not appropriated funds for prosecution of cannabis offenses of individuals who are in compliance with state medical cannabis laws. American courts have construed these appropriations bills to prevent the federal government from prosecuting individuals when those parties comply with state law. However, because this conduct continues to violate federal law, American courts have observed that should Congress, at any time, choose to appropriate funds to fully prosecute the Controlled Substances Act, any individual or business even those who have fully complied with state law- could be prosecuted for violations of federal law. Violations of federal laws and regulations could result in significant fines, penalties, administrative sanctions, convictions or settlements arising from civil proceedings conducted by either the federal government or private citizens, or criminal charges, including, but not limited to, disgorgement of profits, cessation of business activities, or divestiture. The Corporation is not aware of any non-compliance with U.S. federal law; however, if the Corporation was found to be non-compliant, this could have a material adverse effect on the Corporation, including its reputation and ability to conduct business, its financial position, operating results, profitability or liquidity or the market price of its publicly traded shares. In addition, it is difficult for the Corporation to estimate the time or resources that would be needed for the investigation of such matters or its final resolution.

The Corporation plans to sell extractors into the US and these sales will be subject to US federal and state laws. Given the illegality of marijuana under U.S. federal law the issuer's access to capital could be negatively affected by public and/or private capital not being available to support continuing operations. At present, management believes that both private and public capital is available to the Corporation on terms acceptable to the Corporation but management also believes that this capital availability could change without notice, requiring the Corporation to operate solely on internally-generated funds. In the event that the Corporation has insufficient internally-generated funds the Corporation could fail and you could lose all of your investment. Management is not currently aware of any specific US federal or state initiatives that would lessen the Corporation's capital access.

Management has reviewed US federal and state requirements related to the sale of its extractors and believe that there are no federal laws pertaining to the use of its extractors for extracting marijuana. States typically have regulation related to mechanical aspects of equipment such as the Corporation's extractors with compliance required by the operator of the subject equipment in that operator's jurisdiction. The Corporation sells its extractors F.O.B Alberta and because of this, the compliance requirement transfers, to the buyer, in Alberta. Management believes it is in compliance with Alberta regulation and is not aware of non-compliance with any US federal or state law or regulation.

Business Objectives and Milestones the Corporation Expects to Achieve Using the Available Funds

The following is a summary of the Corporation's proposed business objectives, estimated cost to achieve these objectives, and the estimated target completion date, assuming the completion of Minimum Offering:

1. complete the Offering;
2. obtain a listing of the Common Shares on the CSE;
3. complete the manufacture of 50 CO2 extractors;
4. if the Maximum Offering is completed, complete the manufacture of 100 CO2 units;
5. enhance the website at www.medextractor.com, including ecommerce enablement; and
6. construct and execute a marketing and sales campaign.

The Corporation's business objectives of completing the Offering and listing on the CSE will occur on the Closing Date and the Listing Date, respectively. The cost of covering administrative costs for the first 12 months following listing is estimated at \$130,200. The Corporation's business objective of completing the manufacture of either 50 or 100 SSCO2 Extractor units is currently expected to occur over the course of approximately 4 months following the Closing Date. The cost of this objective is estimated at between \$100,000 and \$200,000.

USE OF PROCEEDS

Funds Available

The estimated net proceeds from the Offering after deducting the Agent's Commission will be \$900,000 if the Minimum Offering is sold and \$1,800,000 if the Maximum Offering is sold, before giving effect to the exercise of the Over-Allotment Option (in whole or in part). As at February 28, 2018, the Corporation had working capital of approximately \$224,000 which when added to the net proceeds of the Offering will provide the Corporation with available funds of approximately \$1,124,000, if the Minimum Offering is sold, or \$2,024,000 if the Maximum Offering is sold.

Principal Purposes

The available funds will be used to fund, in order of priority, the estimated expenditures during the next 12 months of operations, which the Corporation has budgeted for as follows:

Expenditure	Minimum Offering	Maximum Offering
To pay the estimated costs of this Offering (including legal, audit, printing expenses and corporate finance fee to the Agent):	\$100,000	\$100,000
To provide funding sufficient to meet administrative costs for 12 months:	\$130,200	\$130,200
To pay the estimated cost of inventory:	\$100,000	\$200,000
To pay general operating expenses:	\$395,000	\$395,000
To provide unallocated working capital:	\$398,800	\$1,198,800
TOTAL:	\$1,124,000	\$2,024,000

If the Over-Allotment Option is exercised in full the Corporation will receive an additional \$150,000 in the event of the Minimum Offering and \$300,000 in the event of the Maximum Offering. Upon completion of the Minimum Offering, the Corporation's working capital available to fund ongoing operations will be sufficient to meet its administrative costs and expenditures for twelve months.

Estimated administrative expenditures for the following twelve months are comprised of the following:

Rent	\$5,000
Management and Administration Services	\$74,000 ⁽¹⁾
Miscellaneous Office and Supplies	\$1,200
Transfer Agent	\$10,000
Legal	\$20,000
Accounting and Audit	\$20,000
TOTAL:	\$130,200

Note:

(1) To be allocated between the CEO and the CFO based on the total hours of service rendered to the Corporation.

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

SELECTED FINANCIAL INFORMATION AND MANAGEMENT DISCUSSION AND ANALYSIS

Annual Information

The following table sets forth summary financial information of the Corporation for the financial period from incorporation on January 24, 2018 to February 28, 2018. This summary financial information should only be read in conjunction with the Corporation's audited financial statements, including the notes thereto, included elsewhere in this Prospectus.

	Period from incorporation (January 24, 2018) to February 28, 2018 (audited)
Total revenues	Nil
Product Development	Nil
General and administrative expenses	\$25,320
Net Loss	(\$25,320)
Basic and diluted loss per common share	(\$0.002)
Total assets	\$328,218
Long-term financial liabilities	Nil
Cash dividends per share	Nil

Dividends

The Corporation has neither declared nor paid any dividends on its Common Shares. The Corporation intends to retain its earnings to finance growth and expand its operations and does not anticipate paying any dividends on its Common Shares in the foreseeable future.

Management's Discussion and Analysis

This discussion is of the audited financial statements of the Corporation for the period from incorporation on January 24, 2018 to February 28, 2018. The financial statements are included in this Prospectus and should be referred to when reading this discussion. The financial statements summarize the financial impact of the Corporation's financings, investments and operations.

Financial Period Ended February 28, 2018

During the financial period ended February 28, 2018, the Corporation reported nil revenue and a net loss of \$25,320. The Corporation incurred \$149 for interest and bank charge expenses and \$25,171 in professional fees incurred during the financial period.

During the financial period ended February 28, 2018, the Corporation received \$250,001 for 10,000,100 Common Shares subscribed. An additional 5,000,000 Common Shares were issued on February 22, 2018 pursuant to the Asset Purchase Agreement regarding the purchase of certain intellectual property and patent applications from James M. Durward, the President, Chief Executive Officer and Corporate Secretary of the Corporation, for an aggregate amount of \$100,000.

During the first year after completion of this Offering, the Corporation estimates that the aggregate monthly cost of administration will be approximately \$10,850 for a total aggregate annual cost of approximately \$130,200. See "Use of Proceeds". The net proceeds from this Offering should be sufficient to fund the Corporation's operations for at least a period of 12 months. Other than usual inventory purchases there are no other capital expenditures to be incurred by the Corporation during the period.

As of February 28, 2018, the Corporation had working capital of approximately \$224,000. The Corporation expects to incur losses for at least the next 12 months and there can be no assurance that the Corporation will ever make a profit. To achieve profitability, the Corporation must manufacture the SSCO2 extractors in sufficient quantity in order to generate revenue.

The Corporation's ability to continue as a going-concern is dependent upon its ability to achieve profitability and fund any additional losses it may incur. The financial statements are prepared on a going concern basis, which implies that the Corporation will realize its assets and discharge its liabilities in the normal course of business. The financial statements do not reflect adjustments to the carrying value of assets and liabilities that would be necessary if the Corporation were unable to achieve and maintain profitable operations.

Outstanding Securities

The Corporation has one class of voting securities consisting of Common Shares without par value. As of the date of this Prospectus, the Corporation has 15,000,100 Common Shares issued and outstanding and has no securities convertible into, or exercisable or exchangeable for, Common Shares except for 1,500,000 options to purchase Common Shares granted to the directors and officers of the Corporation, exercisable until March 14, 2023 at a price of \$0.10 per Common Share.

Financial Condition / Liquidity / Capital Resources

The proceeds received from the sale of Common Shares to date total \$250,001. There are 1,500,000 stock options issued and outstanding which were granted to the current directors and officers and are exercisable at \$0.10 per share on or before March 14, 2023.

The Corporation has no outstanding commitments. The Corporation has not pledged any of its assets as security for loans, or otherwise and is not subject to any debt covenants. Management believes the Corporation has sufficient working capital at this time to meet its ongoing financial obligations.

Off-Balance Sheet Arrangements

The Corporation has not entered into any off-balance sheet arrangements

Related Party Transactions

Pursuant to the terms of the Asset Purchase Agreement, the Corporation acquired certain intellectual property and patent applications relating to the cannabis oil extraction technology from a related party. The transaction was valued at \$100,000 and was satisfied by the issuance of 5,000,000 Common Shares of the Corporation at an issue price of \$0.02 per Common Share. In addition, the Corporation has paid \$19,047 in legal fees to Heighington Law, which is 100% owned and operated by David Heighington, a director and officer of the Corporation.

The United States Patent and Trademark Office approved the transfer of the patent application originally submitted by Critical CO2 Ltd., a private company wholly owned and controlled by James M. Durward, a director and officer of the Corporation, to the Corporation on April 3, 2018.

Initial Adoption of Accounting Policies

The Corporation was incorporated on January 24, 2018 and immediately proceeded to enter into the business of manufacturing sub-supercritical carbon dioxide-based essential oil extractors. Detailed disclosure of the Corporation's significant accounting policies is included in Note 3 to the audited financial statements included in and forming part of this Prospectus.

Other MD&A Requirements

Additional Disclosure for Venture Issuers without Significant Revenue

The components of acquisition costs are described in the financial statements of the Corporation included in this Prospectus. The details of general and administrative expenses are included in the consolidated statement of loss, comprehensive loss and deficit in the financial statements of the Corporation.

Disclosure of Outstanding Security Data

As at the date of this Prospectus, the Corporation has two classes of share capital, being the Common Shares, of which 15,000,100 Common Shares are currently issued and outstanding and Preferred shares of which none are issued and outstanding.

Additional Disclosure for Junior Issuers

The Corporation has had negative cash flow since incorporation. The proceeds raised under this Prospectus are expected to fund the operations of the Corporation for 12 months. See "Use of Proceeds – Principal Purposes" for detailed information concerning the general and administration expenses for the 12-month period following the completion of the Offering. The estimated total operating costs necessary for the Corporation to achieve its stated business objectives during the 12-month period subsequent to the completion of the Offering is approximately \$685,000, including all material capital expenditures during that period. This amount is based on completion of the Minimum Offering.

DESCRIPTION OF SECURITIES DISTRIBUTED

Authorized and Issued Share Capital

The authorized share capital of the Corporation consists of unlimited common shares without par value and unlimited preferred shares. As of the date of this Prospectus, 15,000,100 Common Shares were issued and outstanding as fully paid and non-assessable shares.

Common Shares

The holders of the Common Shares are entitled to receive notice of and to attend and vote at all meetings of the shareholders of the Corporation and each Common Share shall confer the right to one vote in person or by proxy at all meetings of the shareholders of the Corporation. The holders of the Common Shares, subject to the priority rights, if any, of any other class of shares of the Corporation, are entitled to receive such dividends in any financial year as the Board of the Corporation may by resolution determine. In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of the Common Shares are entitled to receive, subject to the priority rights, if any, of the holders of any other class of shares of the Corporation, the remaining property and assets of the Corporation.

Agent's Warrants

The Corporation has agreed to grant to the Agent, Agent's Warrants entitling the Agent to purchase up to that amount of Common Shares as is equal to 10% of the number of Shares sold pursuant to this Offering. The Agent's Warrants are non-transferable. Each Agent's Warrant entitles the Agent to acquire one Common Share of the Corporation at an exercise price of \$0.10 per Common Share for a period of 24 months from the Listing Date. The certificates representing the Agent's Warrants will contain provisions for the appropriate adjustment in the class, number and price of shares issuable under such warrants upon the occurrence of certain events, including any subdivision, consolidation or reclassification of the Corporation's shares, the payment of stock dividends or the Corporation's amalgamation with another entity. See "Plan of Distribution".

CONSOLIDATED CAPITALIZATION

The following table summarizes changes in the Corporation's capitalization as at February 28, 2018, as at the date of this Prospectus, and after giving effect to this Offering.

Description	Authorized February 28, 2018	Outstanding as at February 28, 2018 (Audited)	Outstanding at the date of this Prospectus (Unaudited)	Outstanding after giving effect to the Minimum Offering (Unaudited) ⁽¹⁾⁽²⁾	Outstanding after giving effect to the Maximum Offering (Unaudited) ⁽¹⁾⁽²⁾
Common Shares	Unlimited	15,000,100	15,000,100	25,000,100	35,000,100
Long Term Debt	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) As partial consideration for the sale of Shares pursuant to this Prospectus the Corporation has agreed to grant the Agent, non-transferable Agent's Warrants entitling the Agent to purchase up to that amount of Common Shares as is equal to 10% of the number of Shares sold pursuant to this Offering. The Agent's Warrants may be exercised at a price of \$0.10 per Common Share for a period of two (2) years from the Listing Date. This Prospectus qualifies the distribution of the Agent's Warrants. The Common Shares to be issued on exercise of the stock options are not reflected in these figures.
- (2) On an undiluted basis. Does not include any Common Shares issuable upon exercise of the Agent's Warrants, Over-Allotment Option or incentive stock options issued to directors and officers of the Corporation.

Fully Diluted Share Capital

Common Shares	Number of Common Shares after giving effect to the Minimum Offering	Percentage	Number of Common Shares after giving effect to the Maximum Offering	Percentage
Issued and outstanding as at the date of this Prospectus	15,000,100	51.72%	15,000,100	36.14%
Common Shares issued pursuant to the Offering	10,000,000	34.48%	20,000,000	48.19%
Common Shares reserved for issuance on exercise of the Agent's Warrants	1,000,000	3.45%	2,000,000	4.82%
Common Shares reserved for issuance on exercise of the Agent's Over-allotment Option	1,500,000	5.17%	3,000,000	7.23%
Common Shares reserved for issuance on exercise of the stock options held by the directors and officers	1,500,000	5.17%	1,500,000	3.61%
TOTAL:	29,000,100		41,500,100	

OPTIONS TO PURCHASE SECURITIES

Stock Option Plan

A Stock Option Plan was approved by the Corporation's shareholders and directors on January 25, 2018.

The purpose of the Stock Option Plan is to encourage ownership of the Common Shares by persons who are directors, senior officers and key employees of, as well as consultants, advisory board members and employees of management companies providing services to the Corporation. Management believes that the Stock Option Plan will advance the interests of the Corporation by providing incentive compensation to all eligible recipients through participation in the Corporation's growth and development.

The following summary is a brief description of the Stock Option Plan:

1. The maximum number of Common Shares that may be issued upon the exercise of stock options previously granted and those granted under the Stock Option Plan will be a maximum of 10% of the issued and outstanding Common Shares at the time of the grant.
2. Stock options can be issued to persons who are directors, senior officers, employees, advisory board members and consultants of, or employees of management companies providing services to, the Corporation or its subsidiaries, if any.
3. The option price of any Common Share in respect of which an option may be granted under the Stock Option Plan shall be fixed by the board of directors but shall be not less than the minimum price permitted by the CSE.
4. The number of options granted to any one individual may not exceed 5% of the outstanding listed Common Shares in any 12-month period unless the Corporation has obtained disinterested shareholder approval to exceed such limit.
5. The number of options granted to any one consultant may not exceed 2% of the Corporation's outstanding listed Common Shares in any 12-month period.
6. All options granted under the Stock Option Plan may be exercisable for a maximum of ten years from the date they are granted.
7. If the optionee ceases to be (other than by reason of death) an eligible recipient of options, then the option granted shall expire on the 90th day following the date that the option holder ceases to be eligible, subject to the terms and conditions set out in the Stock Option Plan.

8. If an optionee ceases to be an eligible recipient of options by reason of death, an optionee's heirs or administrators shall have until the earlier of: (a) one year from the death of the option holder; and (b) the expiry date of the options in which to exercise any portion of options outstanding at the time of death of the optionee.
9. The 30th day after the optionee who is engaged in Investor Relations Activities for the Corporation ceases to be employed to provide Investor Relations Activities.
10. The date on which the optionee ceases to be an Eligible Person by reason or termination of the optionee as an employee or consultant of the Corporation for cause (which, in the case of a consultant, includes any breach of an agreement between the Corporation and the consultant).
11. The Stock Option Plan will be administered by the Corporation's board of directors who will have the full authority and sole discretion to grant options under the Stock Option Plan to any eligible recipient, including themselves.
12. The options are not assignable or transferable by an optionee.
13. The board of directors may from time to time, subject to regulatory approval, amend or revise the terms of the Stock Option Plan.

As of the date of this Prospectus, options to purchase 1,500,000 Common Shares of the Corporation have been granted to the Corporation's directors and officers, as set forth below, exercisable at \$0.10 per share for a five-year term.

Optionee	Number of Common Shares Optioned
Executive Officers (2; as a group)	1,100,000
Directors (1; excluding executive officers, as a group)	400,000
TOTAL:	1,500,000

Agent's Warrants

The Corporation will, on the Closing Date, issue to the Agent, Agent's Warrants for the purchase of up to that number of Common Shares as is equal to 10% of the Shares of the Corporation sold pursuant to the Offering exercisable at a price of \$0.10 per Common Share for a period of two (2) years from the Listing Date.

PRIOR SALES

The following table summarizes the sales of securities of the Corporation prior to the date of this Prospectus.

Issue Date	Price Per Common Share	Number of Common Shares Issued⁽²⁾	Net Proceeds to the Corporation
January 24, 2018	\$0.001	100 ⁽¹⁾	\$1.00
February 22, 2018	\$0.02	5,000,000	\$100,000 (deemed) ⁽²⁾
February 27, 2018	\$0.02	7,500,000	Private Placement for \$150,000
February 28, 2018	\$0.04	2,500,000	Private Placement for \$100,000
TOTAL:		15,000,100	\$350,001

Notes:

- (1) Issued at a nominal price on incorporation.
- (2) Issued as consideration for purchase of certain intellectual property and patent applications pursuant to the terms of the Asset Purchase Agreement.
- (3) Issued in connection with a private placement of 7,500,000 Common Shares at \$0.02 for aggregate proceeds of \$150,000.
- (4) Issued in connection with a private placement of 2,500,000 Common Shares at \$0.04 for aggregate proceeds of \$100,000.

ESCROWED SHARES AND OTHER SECURITIES SUBJECT TO RESALE RESTRICTIONS

Escrowed Securities

Under National Policy 46-201 “Escrow for Initial Public Offerings” (the “**Escrow Policy**”), securities held by Principals are required to be held in escrow in accordance with the national escrow regime applicable to initial public distributions. Equity securities, including Common Shares, owned or controlled by the Principals of the Corporation are subject to the escrow requirements.

Pursuant to an agreement (the “**Escrow Agreement**”) dated as of March 30, 2018, among the Corporation, the Escrow Agent and the Principals of the Corporation, the Principals agreed to deposit in escrow their Common Shares (the “**Escrowed Securities**”) with the Escrow Agent. The Escrow Agreement provides that 10% of the Escrowed Securities will be released from escrow upon receipt of notice from the CSE confirming the listing of the Corporation’s Common Shares on the CSE. The remaining ninety (90%) percent of such securities will be released from escrow in fifteen percent (15%) tranches at six-month intervals over a 36 month period following receipt of such notice.

The Corporation is an “emerging issuer” as defined in the Escrow Policy. If, within 18 months of the Listing Date, the Corporation meets the “established issuer” criteria (as defined in the Escrow Policy), that number of Escrowed Securities that would to that date have been eligible for release from escrow if the Corporation had been an “established issuer” on the Listing Date will be immediately released from escrow. After 18 months from the Listing Date, if the Corporation meets the “established issuer” criteria, all the securities held in escrow will be immediately released from escrow.

Pursuant to the terms of the Escrow Agreement, the Escrowed Securities may not be transferred or otherwise dealt with during the term of the Escrow Agreement unless the transfers or dealings within the escrow are:

- (a) transfers to continuing or, upon their appointment, incoming directors and senior officers of the Corporation or of a material operating subsidiary, with approval of the Corporation’s Board;
- (b) transfers to an RRSP or similar trustee plan provided that the only beneficiaries are the transferor or the transferor’s spouse or children;
- (c) transfers upon bankruptcy to the trustee in bankruptcy;
- (d) pledges to a financial institution as collateral for a *bona fide* loan, provided that upon a realization the securities remain subject to escrow; and
- (e) tenders of Escrowed Securities to a take-over bid are permitted provided that, if the tenderer is a Principal of the successor corporation upon completion of the take-over bid, securities received in exchange for tendered Escrowed Securities are substituted in escrow on the basis of the successor corporation’s escrow classification.

The following table sets forth details of the Escrowed Securities that are subject to the Escrow Agreement as of the date of this Prospectus:

Name	No. of Escrowed Common Shares ⁽¹⁾	Offering Percentage (After Giving Effect to the Minimum /Maximum Offering) ⁽²⁾
James M. Durward	5,000,100	20.00% / 14.29%
David D. Heighington	1,000,000	4.00% / 2.86%
G. Steven Price	1,000,000	4.00% / 2.86%
TOTAL:	7,000,100	28.00% / 20.01%

Notes:

- (1) These Common Shares have been deposited in escrow with the Escrow Agent.
- (2) These figures assume that the Agent’s Warrants, Over-Allotment Option and the Stock Option Agreements have not been exercised. In result, the aggregate number of issued and outstanding Common Shares after dilution would total 29,000,100 for the Minimum Offering and 41,500,100 for the Maximum Offering.

Shares Subject to Resale Restrictions

Canadian securities legislation generally requires that shares issued by a company during its private stage may not be resold without a prospectus or an applicable prospectus exemption until the expiration of certain hold periods. This legislation generally provides that, except for the Escrow Securities, all of the Corporation’s currently issued and outstanding Common Shares will no longer be subject to a hold period if they were issued during the time that the Corporation was a private company, so long as the Corporation becomes a reporting issuer by filing a prospectus in certain Canadian jurisdictions (including the Selling Jurisdictions) and has been a reporting issuer for more than four months.

PRINCIPAL SHAREHOLDERS

To the knowledge of the directors and officers of the Corporation, as of the date of this Prospectus no person beneficially owns or exercises control or direction over Common Shares carrying more than 10% of the votes attached to the Corporation's Common Shares, except for the following:

Name	Number and Percentage of Common Shares Presently Owned	Number of Common Shares Owned after the Offering	Percentage of Common Shares Owned After the Minimum Offering	Percentage of Common Shares Owned After the Maximum Offering
James M. Durward	5,000,100 (33.33%)	5,000,100 ⁽³⁾	20% ⁽¹⁾⁽²⁾⁽⁴⁾	14.29% ⁽¹⁾⁽²⁾⁽⁴⁾
TOTAL:	5,000,100	5,000,100		

Notes:

- (1) These figures assume that the Agent's Warrants, Over-Allotment Option and the Stock Option Agreements have not been exercised.
- (2) On a fully-diluted basis there will be 29,000,100 Common Shares outstanding, assuming completion of the Minimum Offering and the exercise of all Stock Option Agreements, Agent's Warrants, and the Over-Allotment Option and 41,500,100 Common Shares outstanding, assuming completion of the Maximum Offering and the exercise of all Stock Option Agreements, Agent's Warrants, and the Over-Allotment Option.
- (3) Assuming no securities are purchased by the principal shareholder under the Offering.
- (4) On a fully diluted basis the holdings will be 17.24% in case of the Minimum offering and 12.05% in the case of the Maximum Offering. See "Consolidated Capitalization".

DIRECTORS AND OFFICERS

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

Name and Province of Residence and Position with the Corporation	Director/ Officer Since	Principal Occupation for the Past Five Years	Common Shares Beneficially Owned Directly or Indirectly (at the date of this Prospectus)
James M. Durward ⁽¹⁾ President, Chief Executive Officer and Corporate Secretary Alberta, Canada	Director and Officer since: Jan 24, 2018	From 2015 to present Mr. Durward has been the president and sole shareholder of Critical CO2 Ltd, a private company active in super/subcritical carbon dioxide extraction research, design and manufacturing. From 2010 to 2014 Mr. Durward was an independent filmmaker. From 2004 until 2010, Mr. Durward was Chief Technology Officer and a director of Unitech Energy Resources Ltd., a TSX-V listed company.	5,000,100
David D. Heighington Chief Financial Officer and Director Alberta, Canada	Director since: Feb 21, 2018 Officer since: Apr 16, 2018	Mr. Heighington is a lawyer and founder of Heighington Law, a securities and corporate law boutique operating in Calgary, Alberta since 2000. Mr. Heighington specializes in corporate and securities law with a particular focus on publicly traded companies in the mining, oil and gas, and technology sectors. Mr. Heighington has served as a director and officer of numerous publicly traded companies listed on the TSXV.	1,000,000
G. Steven Price ⁽¹⁾⁽²⁾ Director Alberta, Canada	Director since: Feb 21, 2018	Mr. Price is the President of Rocky Mountain GTL Inc., Expander Energy Inc. and Price Engineering, a consulting company providing technical and managerial expertise to the energy sector since 1995. He has over 40 years experience in engineering and management including corporate operations, evaluations, facilities design and operation. He is past President of Unitech Energy Resources Ltd., Vice President of HCO Energy Ltd., VP of Bralorne Resources Inc., and Manager of Ranchmen's Resources Ltd. (all oil & gas issuers that are or were listed on the TSX).	1,000,000
Dusan Kuzma ⁽¹⁾ Director Alberta, Canada	Director since: Mar 19, 2018	Mr. Kuzma is a patented inventor and an innovation achievement award winner with experience in product development and commercialization. Mr. Kuzma has held various research and business positions both in small and large private and public companies, as well as served on the Information and Communications Technology Council advisory board for advanced manufacturing technologies in Canada. Mr. Kuzma received his MSc. degree from the University of Calgary and an MBA from the Haskayne School of Business.	Nil

Notes:

- (1) Member of Audit Committee.
- (2) Chairman of Audit Committee.

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

The Corporation has one committee, the audit committee, whose members are James M. Durward, G. Steven Price and Dusan Kuzma.

The Directors and Officers of the Corporation own collectively, 7,000,100 common shares which represents 46.67% of the current issued and outstanding shares and after giving effect to the Offering, they will hold 28% of the issued and outstanding common shares on completion of the Minimum Offering and 20.01% on completion of the Maximum Offering (or 24.12% and 16.87%, respectively, on a fully diluted basis after giving to the exercise of the Agent's Warrants, Over-Allotment Option and the Stock Option Agreements).

Management

The following is a brief description of the background of the key management, directors and promoters of the Corporation.

James M. Durward, President, Chief Executive Officer, Corporate Secretary and Director

Mr. Durward is the President, Chief Executive Officer, Corporate Secretary and a Director of the Corporation and provides his services to the Corporation on a full time basis. He has served the Corporation as its President, Chief Executive Officer, Corporate Secretary and as a Director since inception on January 24, 2018. He will devote approximately 100% of his time to the affairs of the Corporation. Mr. Durward is a published inventor, feature-length filmmaker and technology patent holder with decades of experience in the formation and financing of technology-related public companies.

Mr. Durward has not entered into a non-competition or non-disclosure agreement with the Corporation.

Mr. Durward is 64 years of age.

David D. Heighington, LLB (Hons), Chief Financial Officer and Director

Mr. Heighington is the Chief Financial Officer and a Director of the Corporation and provides his services to the Corporation on a part time basis. He has served as a Director of the Corporation since February 21, 2018 and as Chief Financial Officer of the Corporation since April 16, 2018. He will devote the time and attention to the affairs of the Corporation to fulfil his role as a Director as necessary.

Mr. Heighington is a lawyer and founder of Heighington Law, a securities boutique firm operating in Calgary, Alberta since 2000. Mr. Heighington specializes in corporate and securities law with a particular focus on publicly traded companies. Mr. Heighington has served as a director and officer of numerous publicly traded companies listed on the TSXV and has served as an audit committee member on several publicly listed companies.

Mr. Heighington has not entered into a non-competition or non-disclosure agreement with the Corporation.

Mr. Heighington is 50 years of age.

G. Steven Price, P. Eng, Director

Mr. Price is a Director of the Corporation and provides his services to the Corporation on a part time basis. He has served as a Director of the Corporation since February 21, 2018. Mr. Price is currently the President of Rocky Mountain GTL Inc., Expander Energy Inc. and Price Engineering, a consulting company providing technical and managerial expertise to the energy sector since 1995. He has over 40 years experience in engineering and management including corporate operations, evaluations, facilities design and operation. He is past President of Unitech Energy Resources Ltd., Vice President of HCO Energy Ltd., VP of Bralorne Resources Inc., and Manager of Ranchmen's Resources Ltd. (all oil & gas issuers that are or were listed on the TSX).

Mr. Price has not entered into a non-competition or non-disclosure agreement with the Corporation.

Mr. Price is 65 years of age.

Dusan Kuzma, Director

Mr. Kuzma is a Director of the Corporation and provides his services to the Corporation on a part time basis. He has served as a Director of the Corporation since March 19, 2018. He will devote the time and attention to the affairs of the Corporation to fulfil his role as a Director as necessary.

Mr. Kuzma has a graduate degree in organic chemistry and over 10 years of experience in research & development, product development, and product commercialization. Mr. Kuzma has several peer reviewed publications in leading scientific journals, a patent issued, and an innovation achievement award received for his contribution to growth of science and technology. Mr. Kuzma also has an MBA from the Haskayne School of Business and strong experience in marketing, sales/distribution channel development and international business development. Mr. Kuzma has held various positions both in small and large private and public companies and has served on the Information and Communications Technology Council advisory board for advanced manufacturing technologies in Canada.

Mr. Kuzma has not entered into a non-competition or non-disclosure agreement with the Corporation.

Mr. Kuzma is 38 years of age.

Corporate Cease Trade Orders or Bankruptcies

No existing or proposed director, officer, promoter or other member of management of the Corporation is, or within the ten years prior to the date hereof, has been, a director, officer, promoter or other member of management of any other Corporation that, while that person was acting in the capacity of a director, officer, promoter or other member of management of that Corporation, was the subject of a cease trade order or similar order or an order that denied the Corporation access to any statutory exemptions for a period of more than 30 consecutive days, was declared bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or has been subject to or appointed to hold the assets of that director, officer or promoter.

Mr. Heighington was a co-founder and director of Planet Organic Health Corp. ("**Planet**"). Subsequent to Mr. Heighington's resignation as a director in 2010, Planet filed for and was granted an order pursuant to the *Companies' Creditors Arrangement Act* (Canada) on April 30, 2010. Mr. Heighington played a key role as legal counsel during the restructuring and guided Planet through the process, which ultimately resulted in the sale of all assets to a large competitor.

Penalties or Sanctions

Except as disclosed below, to the Corporation's knowledge, no existing or proposed director, officer, promoter or other member of management of the Corporation has, during the ten years prior to the date hereof, been subject to any penalties or sanctions imposed by a court or securities regulatory authority relating to trading in securities, promotion, formation or management of a publicly traded company, or involving fraud or theft.

Personal Bankruptcies

To the Corporation's knowledge, no existing or proposed director, officer, promoter or other member of management of the Corporation has, during the ten years prior to the date hereof, been declared bankrupt or made a voluntary assignment into bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or has been subject to or instituted any proceedings, arrangement, or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold his or her assets.

Conflicts of Interest

The directors of the Corporation are required by law to act honestly and in good faith with a view to the best interests of the Corporation and to disclose any interests, which they may have in any project or opportunity of the Corporation. If a conflict of interest arises at a meeting of the Board, any director in a conflict will disclose his interest and abstain from voting on such matter.

To the best of the Corporation's knowledge, and other than disclosed herein, there are no known existing or potential conflicts of interest among the Corporation, its promoters, directors and officers or other members of management of the Corporation or of any proposed promoter, director, officer or other member of management as a result of their outside business interests except that certain of the directors and officers serve as directors and officers of other companies, and therefore it is possible that a conflict may arise between their duties to the Corporation and their duties as a director or officer of such other companies.

AUDIT COMMITTEE AND CORPORATE GOVERNANCE

Audit Committee

National Instrument 52-110 (“**NI 52-110**”), NI 41-101 and Form 52-110F2 require the Corporation, as a venture issuer, to disclose certain information relating to the Corporation’s audit committee (the “**Audit Committee**”) and its relationship with the Corporation’s independent auditors.

Audit Committee Charter

The text of the Audit Committee’s charter is attached as Schedule A-1.

Composition of Audit Committee

The members of the Corporation’s Audit Committee are:

James M. Durward	Not Independent	Financially literate ⁽²⁾
G. Steven Price ⁽³⁾	Independent ⁽¹⁾	Financially literate ⁽²⁾
Dusan Kuzma	Independent ⁽¹⁾	Financially literate ⁽²⁾

Notes:

1. A member of an audit committee is independent if the member has no direct or indirect material relationship with the Corporation, which could, in the view of the Corporation’s Board, reasonably interfere with the exercise of a member’s independent judgment.
2. An individual is financially literate if he has the ability to read and understand a set of financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation’s financial statements.
3. Chairman of the audit committee.

Relevant Education and Experience

Each member of the Corporation’s present Audit Committee has adequate education and experience that is relevant to their performance as an Audit Committee member and, in particular, the requisite education and experience that have provided the member with:

- (a) an understanding of the accounting principles used by the Corporation to prepare its financial statements and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;
- (b) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Corporation’s financial statements or experience actively supervising individuals engaged in such activities; and
- (c) an understanding of internal controls and procedures for financial reporting.

For a description of the education and experience of each of the audit committee members, see “Directors and Officers”.

Audit Committee Oversight

At no time since the commencement of the Corporation’s most recently completed financial period was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Corporation’s Board.

Reliance on Certain Exemptions

At no time since the commencement of the Corporation’s most recently completed financial period has the Corporation relied on the exemption in Section 2.4 of NI 52-110 (De Minimis Non-audit Services), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of National Instrument 52-110.

Pre-Approval Policies and Procedures

The Audit Committee is authorized by the Corporation's Board to review the performance of the Corporation's external auditors and approve in advance provision of services other than auditing and to consider the independence of the external auditors, including a review of the range of services provided in the context of all consulting services bought by the Corporation. The Audit Committee is authorized to approve in writing any non-audit services or additional work which the Chairman of the Audit Committee deems is necessary, and the Chairman will notify the other members of the Audit Committee of such non-audit or additional work and the reasons for such non-audit work for the Committee's consideration, and if thought fit, approval in writing.

External Auditor Service Fees

The fees billed by the Corporation's external auditors for the period from incorporation (January 24, 2018) to February 28, 2018 for audit and non-audit related services provided to the Corporation are as follows:

Period from Incorporation January 24, 2018 to February 28, 2018	Audit Fees	Audit Related Fees⁽¹⁾	Tax Fees⁽²⁾	All other Fees⁽³⁾
2018	\$6,000	Nil	Nil	Nil

Notes:

- (1) Fees charged for assurance and related services that are reasonably related to the performance of an audit, and not included under Audit Fees.
- (2) Fees charged for tax compliance, tax advice and tax planning services.
- (3) Fees for services other than disclosed in any other column.

Exemption

The Corporation has relied upon the exemption provided by section 6.1 of NI 52-110, which exempts a venture issuer from the requirement to comply with the restrictions on the composition of its Audit Committee and the disclosure requirements of its Audit Committee in an annual information form as prescribed by NI 52-110.

Corporate Governance

General

The Corporation's Board believes that good corporate governance improves corporate performance and benefits all shareholders. National Policy 58-201 - *Corporate Governance Guidelines* provides non-prescriptive guidelines on corporate governance practices for reporting issuers such as the Corporation.

In addition, National Instrument 58-101 - *Disclosure of Corporate Governance Practices* ("NI 58-101") prescribes certain disclosure by the Corporation of its corporate governance practices. This disclosure is presented below.

Board of Directors

The Corporation's Board facilitates its exercise of independent supervision over the Corporation's management through frequent meetings of the Board.

The Corporation's Board is comprised of four (4) directors, of whom G. Steven Price and Dusan Kuzma are independent for the purposes of NI 58-101. James M. Durward is not independent as he is a member of the Corporation's management and in addition, serves as President, Chief Executive Officer and Corporate Secretary of the Corporation. David D. Heighington is also a member of the Corporation's management and thus is not independent as he serves as the Corporation's Chief Financial Officer.

Directorships

Certain directors are presently a director or officer of the following reporting issuers:

Name	Name of Reporting Issuer
David D. Heighington	Antler Hill Mining Ltd. Planet Health Corp.

Orientation and Continuing Education

New members of the Board will receive an overview on operations and results, and public disclosure filings by the Corporation. Meetings of the Board are sometimes held at the Corporation's offices and, from time to time, are combined with presentations by the Corporation's management to give the directors additional insight into the Corporation's business. In addition, management of the Corporation makes itself available for discussion with all members of the Board.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Corporation's governing corporate legislation, applicable securities legislation and the common law on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Corporation.

Nomination of Directors

The Board will consider its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of view and experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Corporation, this policy will be reviewed.

Compensation

The Board is responsible for determining compensation for the directors and officers of the Corporation to ensure it reflects the responsibilities and risks of being a director of a public company.

Other Board Committees

The Board has no committee other than the Audit Committee.

Assessments

Due to the minimal size of the Corporation's Board, no formal policy has been established to monitor the effectiveness of the directors, the Board and its committees.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

In assessing the compensation of its executive officers, the Corporation does not have in place any formal objectives, criteria or analysis; compensation payable is currently determined by the Board. The Corporation's executive compensation program is based on comparisons of similar type and size companies. Both individual and corporate performances are also taken into account.

Payments may be made from time to time to individuals or companies they control for the provision of consulting services. Such consulting services are paid for by the Corporation at competitive industry rates for work of a similar nature by reputable arm's length services providers.

The Corporation's executive compensation program is based on similar type and size companies. The Corporation's compensation program is comparable to the compensation program of newly organized companies that are in the process of initial public distributions. Both individual and corporate performance are also taken into account, on a subjective basis at the discretion of the Corporation's Board of Directors, when determining executive compensation.

Compensation Objectives and Principles

As the Corporation is an early stage technology manufacturing company with no significant revenue from operations, the Corporation operates with limited financial resources and controls costs to ensure that funds are available to complete its objectives to build and sell CO2 Extractors. As a result, the Board of Directors has to consider not only the financial situation of the Corporation at the time of the determination of executive compensation, but also the estimated financial situation of the Corporation in the mid- and long-term. An important element of executive compensation is that of stock options which does not require cash disbursement by the Corporation.

Compensation Process

The Corporation will rely solely on its Board of Directors, through discussion without any formal objectives, criteria or analysis, in determining the compensation of its executive officers. The Board of Directors is responsible for determining all forms of compensation, including long-term incentives in the form of stock options to be granted to the Corporation's Named Executive Officers, and to its directors, and for reviewing the recommendations respecting compensation for any other officers of the Corporation from time to time, to ensure such arrangements reflect the responsibilities and risks associated with each position. When determining the compensation of its officers, the Board considers: i) recruiting and retaining executives critical to the success of the Corporation and the enhancement of shareholder value; ii) providing fair and competitive compensation; iii) balancing the interests of management and the Corporation's shareholders; iv) rewarding performance, both on an individual basis and with respect to operations in general; and v) available financial resources.

Option-Based Awards

Stock options are granted to provide an incentive to the directors, officers, employees and consultants of the Corporation to achieve the longer-term objectives of the Corporation; to give suitable recognition to the ability and industry of such persons who contribute materially to the success of the Corporation; and to attract and retain persons of experience and ability, by providing them with the opportunity to acquire an increased proprietary interest in the Corporation. See "*Options to Purchase Securities*".

Named Executive Officers' Compensation

During the financial period ended February 28, 2018, the Corporation had two Named Executive Officers (as defined in National Instrument 51-102), namely James M. Durward, the President, Chief Executive Officer and Corporate Secretary and David D. Heighington, the Chief Financial Officer.

The following table sets forth the compensation of the Named Executive Officers, for the period indicated:

Name and Principal Position	Period Ended	Salary (\$)	Share-Based Awards (\$)	Option-Based Awards (\$) ⁽⁴⁾	Non-Equity Incentive Plan Compensation (\$)		Pension Value (\$)	All Other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans	Long-Term Incentive Plans			
James M. Durward ⁽¹⁾⁽²⁾ President, Chief Executive Officer and Corporate Secretary	Feb 28, 2018	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
G. Steven Price ⁽¹⁾⁽²⁾⁽³⁾ Chief Financial Officer	Feb 28, 2018	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
David D. Heighington ⁽¹⁾⁽²⁾ Chief Financial Officer	April 16, 2018	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) The Corporation was only recently incorporated and to date Mr. Durward and Mr. Price have not received or accrued any salary for management services provided to the Corporation.
- (2) Mr. Durward and Mr. Heighington were appointed Officers of the Corporation on January 24, 2018 and April 16, 2018, respectively.
- (3) Mr. Price served as the Chief Financial Officer of the Corporation from February 21, 2018 up until his resignation on April 16, 2018.
- (4) No stock options issued as of February 28, 2018. However, subsequent to that period the Corporation granted 1,500,000 stock options to the directors and officers of the Corporation exercisable at \$0.10 and expiring five years from the date of grant.

Proposed Compensation to be paid to Executive Officers

Upon completion of the Offering, during the next 12 months, the Corporation proposes to pay the following compensation to its Named Executive Officers:

Name and Principal Position	Salary (\$) ⁽¹⁾	All Other Compensation (\$)	Total Compensation (\$)
James M. Durward President, Chief Executive Officer, Corporate Secretary	\$60,000	Nil	\$60,000
David D. Heighington Chief Financial Officer	Nil	Nil	Nil

Note:

(1) The Corporation will not pay a salary to these individuals but will pay them on an hourly basis on such amounts as required in their respective roles, which is estimated to be approximately \$74,000 over the next 12 months.

Outstanding Share-Based Awards and Option-Based Awards

See “Options to Purchase Securities”.

Termination of Employment, Change of Control Benefits and Employment Contracts

None.

Directors’ Compensation

The only arrangements the Corporation has pursuant to which directors are compensated by the Corporation for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as consultant or expert during the most recently completed financial period or subsequently, are by the issuance of incentive stock options pursuant to the Corporation’s Stock Option Plan. The directors will not receive any cash remuneration for serving in their capacity as directors.

The purpose of granting such options is to assist the Corporation in compensating, attracting, retaining, and motivating the directors of the Corporation and to closely align the personal interests of such persons to that of the shareholders.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Other than routine indebtedness for travel and other expense advances, no existing or proposed director, executive officer or senior officer of the Corporation or any associate of any of them, was indebted to the Corporation as at February 28, 2018, or is currently indebted to the Corporation.

PLAN OF DISTRIBUTION

Shares

The Offering is for a minimum of 10,000,000 Shares and a maximum of 20,000,000 Shares at a price of \$0.10 per Share for total gross proceeds of \$1,000,000 in the event of a Minimum Offering and \$2,000,000 in the event of a Maximum Offering.

Pursuant to the Agency Agreement, the Corporation engaged the Agent as its exclusive agent for the purposes of the Offering, and the Corporation, through the Agent, hereby offers for sale to the public under this Prospectus, on a commercially reasonable efforts basis, the Shares to be issued and sold under the Offering at the Offering Price, subject to prior sale if, as and when issued. The Offering Price and terms of the Offering were established through negotiation between the Corporation and the Agent, in accordance with the policies of the CSE. The Agent has agreed to use its commercially reasonable efforts to secure subscriptions for the Shares offered pursuant to the Offering in the provinces of Alberta, Ontario and British Columbia. This Prospectus qualifies the distribution of the Shares to the Subscribers in those jurisdictions. The Agent reserves the right, at no additional cost to the Corporation, to offer selling group participation in the normal course of the brokerage business to selling groups of other licensed dealers, brokers, and investment dealers who may or may not be offered part of the commission or Agent’s Warrants derived from this Offering. The Agent is not obligated to purchase Shares in connection with this Offering. The obligations of the Agent under this Offering may be terminated at any time in the Agent’s discretion on the basis of its assessment of the state of the financial markets and may also be terminated upon the occurrence of certain other stated events.

The Corporation has agreed to pay to the Agent the Agent's Commission equal to 10% of the aggregate raised under the Offering and a Corporate Finance Fee of \$25,000, plus applicable taxes (of which \$13,125, including GST, has been paid and is non-refundable), with the remaining balance to be paid on the Closing Date. In addition, the Agent is entitled to receive upon successful completion of the Offering, as part of its remuneration, Agent's Warrants entitling the Agent to purchase that number of Common Shares equal to 10% of the number of Shares sold pursuant to this Offering. The Agent's Warrants will be exercisable at a price of \$0.10 per Common Share for a period of two (2) years from the Listing Date.

The Corporation has granted to the Agent the Over-Allotment Option. Pursuant to the Over-Allotment Option, the Agent may purchase up to an additional 3,000,000 Common Shares at a price of \$0.10 per Common Share. The Over-Allotment Option is exercisable at any time for a period of 30 days following the Closing Date. If the Over-Allotment Option is exercised in full, the gross proceeds of the Offering, Agent's Commission and net proceeds to the Corporation (after deducting expenses of the Offering) will be \$2,300,000, \$230,000 and \$2,070,000, respectively. This Prospectus also qualifies the distribution of the Over-Allotment Option and the Common Shares issuable pursuant to the exercise of the Over-Allotment Option. A purchaser who acquires Common Shares forming part of the Agent's over-allocation position acquires those Common Shares under this Prospectus, regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases.

Subject to applicable laws, the Agent may, in connection with the Offering, effect transactions which stabilize or maintain the market price of the Common Shares at levels other than those which might otherwise prevail on the open market in accordance with applicable stabilization rules. Such transactions, if commenced, may be discontinued at any time.

The Corporation is responsible for all reasonable out-of-pocket expenses incurred by the Agent in connection with the Offering, including fees of the Agent's legal counsel, marketing, due diligence and accounting costs, as well as the costs of any required consultant reports. As of the date hereof, the Corporation has paid the Agent a retainer of \$11,000 (excluding GST) to be applied by the Agent against these anticipated expenses.

The Corporation has granted the Agent a right of first refusal in respect of future brokered debt or equity financings of the Corporation for a period of 18 months from the Closing Date.

Closing of this Offering is conditional upon the Minimum Offering being sold within 90 days of the issuance of the final receipt for this Prospectus or, if a receipt is issued for an amendment to this Prospectus, within 90 days of the issuance of such receipt and, in any event, not later than 180 days from the date of a receipt is issued for the final Prospectus.

The obligations of the Agent under the Agency Agreement may be terminated at any time before the closing of the Offering at the Agent's discretion on the basis of its assessment of the state of the financial markets and may also be terminated at any time on the occurrence of certain other stated events.

Other than the Offering expenses disclosed elsewhere in this Prospectus and payments to be made to the Agent as disclosed in this section, there are no payments in cash, securities or other consideration being made, or to be made, to a promoter, finder, or any other person or company in connection with this Offering.

Subscriptions will be received for the Shares offered hereby subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time. Upon rejection of a subscription, or in the event that the Offering does not complete within the time required, the subscription funds will be returned to the purchaser forthwith without interest or deduction, unless the Subscriber has otherwise instructed the Agent.

Subscriptions will be received for the Shares offered hereby subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time. Upon rejection of a subscription, or in the event that the Offering does not complete within the time required, the subscription price and the subscription will be returned to the Subscriber forthwith without interest or deduction.

On the Closing Date, should the Agent elect for book entry delivery, the Shares will be available for delivery in book entry form through CDS or its nominee and will be deposited with CDS. If delivered in book entry form, purchasers of Shares will receive only a customer confirmation from the registered dealer that is a CDS participant and from or through which the Shares were purchased.

The Common Shares have not been and will not be registered under the 1933 Act or any state securities laws, and may not be offered, sold or delivered within the United States. The Agent has agreed that, it will not offer or sell the Common Shares to, or for the account or benefit of, persons in the United States. This Prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any Common Shares in the United States.

Listing Application

The Corporation has applied to list its Common Shares, including any Common Shares issued upon exercise Agent's Warrants, on the CSE. Listing of the Corporation's Common Shares will be subject to the Corporation meeting all of the listing requirements prescribed by the CSE, including distribution to a minimum number of public shareholders.

As at the date of this Prospectus, the Corporation does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, a U.S. marketplace, or a marketplace outside of Canada and the United States of America.

RISK FACTORS

The securities offered hereunder must be considered highly speculative due to the nature of the Corporation's business. Prospective investors should carefully consider the information presented in this Prospectus before purchasing the Shares offered under this Prospectus, which include the following:

Risks Relating to the Industry

We face intense competition in the market from larger more established companies in the cannabis technology industry that offer a wider array of products. These competitors will make it difficult for us to offer competing products and grow our business.

We will be competing with the producers of other products and competition in the cannabis technology industry will limit the availability of channels required for the successful distribution of our products. Our products may be competing directly with other products and indirectly with other forms of CO2 extractors and other types of extractors. We may not be able to compete successfully against our future competitors and competition could have a material adverse effect on our business, results of operations and financial condition. Our potential competitors may develop superior products and services that achieve greater market acceptance than ours. Accordingly, failure of our marketing campaign will result in the failure of the business.

Recreational Cannabis is still Illegal in Canada.

Possessing and selling cannabis for non-medical purposes is still illegal everywhere in Canada. As of the date of this Prospectus cannabis is classified as a Schedule II illegal drug in Canada under the *Controlled Drugs and Substances Act*, unless otherwise regulated for production and distribution for medical purposes under the current ACMPR. If Bill C-45, which was introduced by the Government of Canada in the House of Common on April 13, 2017, is not enacted into the Cannabis Act, then demand for the Corporation's CO2 Extractors may decrease significantly.

US Related Risk Factors.

Marijuana remains illegal under U.S. federal law and the approach to enforcement of U.S. federal laws against marijuana is subject to change. Management is not aware of any State or Federal laws or regulation specifically related to the use of the Corporation's CO2 extractors for the extraction of cannabinoids from marijuana. Furthermore, purchasers of the Corporation's extractors are required to confirm they are of legal age in their jurisdiction, will not use the purchased product(s) for illegal activities, and will comply with local laws and regulations. However, notwithstanding such approach, it could be that federal and/or State laws could be interpreted in a way that results in adverse enforcement action resulting in a direct negative effect on the Corporation's sales in the U.S. and such negative effect could cause the Corporation to fail and investors could lose all of their investment.

The Corporation's marijuana-related activities (i.e., selling extractors that could be used to extract cannabinoids from marijuana) target the medical segment of the overall marijuana market. Unlike in Canada which has federal legislation uniformly governing the cultivation, distribution, sale, and possession of medical cannabis under the ACMPR, investors are cautioned that in the United States, cannabis is largely regulated at the state level. But it should be noted that in spite of the permissive regulatory environment of medical cannabis in many states within the United States, cannabis continues to be categorized as a controlled substance under the US federal Controlled Substances Act and as such, violates federal law in the United States. The United States Congress has passed appropriation bills each of the last three years that have not appropriated funds for prosecution of cannabis offenses of individuals who are in compliance with state medical cannabis laws. American courts have construed these appropriations bills to prevent the federal government from prosecuting individuals when those parties comply with state law. However, because this conduct continues to violate federal law, American courts have observed that should Congress, at any time, choose to appropriate funds to fully prosecute the Controlled Substances Act, any individual or business even those who have fully complied with state law- could be prosecuted for violations of federal law. Violations of federal laws and regulations could result in significant fines,

penalties, administrative sanctions, convictions or settlements arising from civil proceedings conducted by either the federal government or private citizens, or criminal charges, including, but not limited to, disgorgement of profits, cessation of business activities, or divestiture. The Corporation is not aware of any non-compliance with U.S. federal law; however, if the Corporation was found to be non-compliant, this could have a material adverse effect on the Corporation, including its reputation and ability to conduct business, its financial position, operating results, profitability or liquidity or the market price of its publicly traded shares. In addition, it is difficult for the Corporation to estimate the time or resources that would be needed for the investigation of such matters or its final resolution.

The Corporation plans to sell extractors into the US and these sales will be subject to US federal and state laws. Given the illegality of marijuana under U.S. federal law the issuer's access to capital could be negatively affected by public and/or private capital not being available to support continuing operations. At present, management believes that both private and public capital is available to the Corporation on terms acceptable to the Corporation but management also believes that this capital availability could change without notice, requiring the Corporation to operate solely on internally-generated funds. In the event that the Corporation has insufficient internally-generated funds the Corporation could fail and you could lose all of your investment. Management is not currently aware of any specific US federal or state initiatives that would lessen the Corporation's capital access.

Management has reviewed US federal and state requirements related to the sale of its extractors and believes that there are no federal laws pertaining to the use of its extractors for extracting marijuana. States typically have regulation related to mechanical aspects of equipment such as the Corporation's extractors with compliance required by the operator of the subject equipment in that operator's jurisdiction. The Corporation sells its extractors F.O.B Alberta and because of this, the compliance requirement transfers, to the buyer, in Alberta. Management believes it is in compliance with Alberta regulation and is not aware of non-compliance with any US federal or state law or regulation.

Industry changes may have a negative impact on our operations

The extraction business, in general, is undergoing significant changes, primarily due to technological developments. These developments have resulted in the availability of alternative forms of extractors. It is impossible to accurately predict the effect that these and other new technological developments may have on the extraction industry. These uncertainties as well as others outlined herein may have a negative impact on our operations and could result in the complete failure of our business.

Our success depends on our ability to develop products and sell them directly through our website and indirectly through distribution channels. The inability to establish an effective website and distribution channels, may severely limit our growth prospects.

Our business success is completely dependent on our ability to develop products and secure direct and indirect distribution channels. Revenues derived therefrom represent vital funds for our continued operations. The loss or damage of any of our business relationships and or revenues derived therefore will result in the inability to market and produce our products.

Our success may be dependent on foreign markets.

Foreign and ancillary markets are expected to become increasingly important in the medical and recreational cannabis industries. As such we may rely on foreign and ancillary markets for our revenue. Neither foreign nor ancillary markets provide a guarantee of revenue. Many markets may never legalize the consumption of recreational cannabis, which limited the demand for our CO2 Extractors. Also, licensing in a foreign markets may be dependent upon performance in home markets and if one of our CO2 Extractor is not a success or if, for any reason, it is not well-received by the public, it may be a financial failure.

Foreign rules and regulations may have an adverse impact on our operations.

Some foreign countries may impose government regulations on the distribution of our products. Also revenues derived from the distribution of our products in foreign countries, if any, may be subject to currency controls and other restrictions that may temporarily or permanently prevent our ability to receive or account for such revenue. To the extent that we have made the economic decision to pursue a particular project based upon foreign distribution, our operations may suffer.

General Risk Factors

We have a limited history of operations and unless we are able to successfully execute our business plan, our business and operating results will suffer resulting in the complete failure of our business.

Our operations are subject to all of the risks inherent in the establishment of a new business. The likelihood of our success must be considered in light of the risks, problems, expenses and delays frequently encountered in connection with the formation of a new business in general, as well as the highly competitive environment in which the business is operating. To address these risks, we must, among other things, continue to respond to competitive developments, product failure causing personal injury and property damage, attract, retain and motivate qualified personnel, commercialize products, and implement and successfully execute our marketing strategy and advertising sales strategy. There can be no assurance that we will be successful in addressing such risks.

The Corporation's auditor has substantial doubts as to MedXtractor's ability to continue as a going concern.

Our independent auditors have added an explanatory paragraph to their audit issued in connection with the financial statements for the fiscal year ended February 28, 2018, relative to our ability to continue as a going concern. We had working capital of approximately \$224,000. Because our auditors have issued a going concern opinion, there is a substantial uncertainty we will continue operations in which case you could lose your investment. The financial statements do not include any adjustments that might result from the uncertainty about our ability to continue our business. As such we may have to cease operations and investors could lose their entire investment.

Early failures would impair our ability to attract additional capital.

Our business model contemplates sales within the first month of operation. We are anticipating revenue from our sales to finance an increased level of operations. In the event that our early operations are not profitable, we will need to raise additional capital from outside investment. There are no guarantees that we will be able to raise such capital, or that if we are able to, that it will be on favorable terms. Early failures are likely to make such additional financing difficult to obtain and we may not be able to raise any additional capital, if required.

To date we have not generated revenues from operations and we may have additional capital requirements to continue our operations but they might not be available to us on favorable terms or at all, and if unavailable our ability to run our business will be impaired.

As of the date of this Prospectus and even if we raise the Minimum Offering, we have limited working capital. As a result, it may be impossible to expand our operations to manufacture sufficient number of SSCO2 Extractors to sustain operations. Should we be successful in completing this Offering, the proceeds will be utilized over the next twelve months as specified in the "Use of Proceeds." If we are unable to generate sufficient revenues to cover operating expenses or raise additional funds after the twelve months or during the twelve months should we determine to undertake additional projects, outside of our current business plan, we will be unlikely to expand our business operations. We currently have no other plans or arrangements to raise capital for our business except for this Offering.

We will incur increased costs and demands upon management as a result of complying with the laws and regulations affecting public companies, which could harm our operating results.

As a public company, we will incur significant additional legal, accounting and other expenses that we did not incur as a private company, including costs associated with public company reporting requirements. We expect these rules and regulations to substantially increase our legal and financial compliance costs and to make some activities more time-consuming and costly. We are unable to currently estimate these costs with any degree of certainty. We also expect these rules and regulations may make it more difficult and more expensive for us to obtain director and officer liability insurance, and we may be required to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage previously available. As a result, it may be more difficult for us to attract and retain qualified individuals to serve on our board of directors or as our executive officers. Currently we do not have a system of checks and balances in place covering our financial operations and investors will bear the economic risk associated with the lack of such oversight.

Cost overruns will affect our results of operations and may cause the failure of our business.

The costs of developing products and marketing/selling said products are often underestimated and may be increased by factors beyond our control. Such factors may include weather conditions, taxation, labor disputes, governmental regulations, equipment breakdowns and other production disruptions. While we intend to engage qualified personnel the risk of running over budget is always significant and may have a substantial adverse impact on our profitability.

Our products may not be accepted by the market and our business may fail as a direct result of such lack of market acceptance.

The ultimate profitability of any product depends upon its audience appeal in relation to the cost of its production and distribution. The audience appeal of a given product depends, among other things, on unpredictable critical reviews and changing public tastes and such appeal cannot be anticipated with certainty. If certain segments of the viewing public do not like, are willing to pay for, or otherwise approve of our products, our business may fail.

The premature abandonment of products may result in losses to investors and impair our overall results of operations.

The development of our products may be abandoned at any stage if further expenditures do not appear commercially feasible, with the resulting loss of some or all of the funds previously expended on the development of the projects, including funds expended in connection with the development of any products. In the event that we determine that it is in the best interests of our shareholders to abandon a product, it is unlikely that we will be able to recoup any of our costs.

We are currently dependent on our officers and directors for our success and our future operations may require that we can attract and retain qualified employees, which we may not be able to do.

Our current operations are managed by our officers and directors, should our officers and directors resign, we would have no personnel to undertake the operations of the Corporation and therefore the Corporation would be adversely affected. We have no key-person insurance policy for our President or any other Officers and/or Directors and at this time we have no intention of acquiring same. Our future operations may depend, in part, on our ability to attract, employ and retain additional qualified employees. No assurance can be given that we will be able to attract or retain such personnel, if required.

We do not intend to use unionized labor.

Our business plan is based on our position as a manufacturing and sales operation. As part of that plan we intend to use only non-union and service providers. If we underestimate costs or timing our projects may not be economically viable and/or we may not be able to complete them which could result in losses to investors.

We will rely on consultants and employees and if we are unable to retain these or other similarly qualified individuals, we may not be able to carry out our business operations.

We expect to be dependent upon contract service providers and loss of their services could adversely affect our business and our ability to maintain our operations or develop new products. We have not entered into any employment or non-competition agreements with any individuals and do not plan to in the future. Our success will depend on our ability to attract and retain qualified personnel. If we cannot attract and retain the necessary individuals our operating results will suffer.

Costs associated with our business, including production and input costs are not fixed and might increase, creating uncertainty about our ability to meet our plan of operations.

We have not established long-term contracts with our consultants or other third party suppliers we intend to rely on for the component parts of the CO2 Extractors. The lack of long-term contracts could result in an increase in what we pay these individuals for their services. An increase in the production costs will reduce our margins and might make our projects uneconomical leading to the failure of our business.

There is no guarantee that we will be able to sell enough, or any, of our products to generate a profit and failure to become profitable will result in the failure of our business.

The market for our products is limited in scope and there is no assurance that our products will generate market acceptance and result in sales. We have developed the products with limited market research and there is no assurance that we will be able to respond to the rapidly evolving markets in the extraction industry. The inability to sell our CO2 Extractors will result in the failure of our business.

We do not have a patent yet. CO2 Extractor may infringe on other patented, trademarked or copyrighted concepts. Litigation arising out of infringement or other commercial disputes could cause us to incur expenses and impair our competitive advantage.

We cannot be certain that our CO2 Extractor will not, infringe upon patents, trademarks, copyrights or other intellectual property rights held by third parties. In addition, since we may rely on third parties to help us develop some of our products, we cannot ensure that litigation will not arise from disputes involving these third parties. We may incur substantial expenses in defending against prospective claims, regardless of their merit. Successful claims against us may result in substantial monetary liability, significantly impact our results of operations in one or more quarters or materially disrupt the conduct of our business. Our success depends in part on our ability to obtain and enforce intellectual property protection for our concepts, to preserve our trade secrets and to operate without infringing the proprietary rights of third parties, as previously stated. **We do not have a patent on the CO2 Extractor as of the date of this Prospectus.** The validity and breadth of claims covered in our patent application filed with Canadian and U.S. authorities involve complex legal and factual questions and, therefore, may be highly uncertain. No assurances can be given that any future patent will be issued, or if issued, that any of our patents will be held valid if subsequently challenged, or that others will not claim rights in, or ownership of, the potential copyrights or trademarks or other proprietary rights held by us or that our intellectual property will not infringe, or be alleged to infringe, the proprietary rights of others. Furthermore, there can be no assurance that others have not developed or will not develop similar concepts to our CO2 Extractor. In addition, whether or not additional intellectual property protection is issued to the Corporation, others may hold or receive intellectual protection covering concepts that were subsequently developed by the Corporation; and no assurance can be given that others will not or have not independently developed or otherwise acquired substantially equivalent intellectual property.

Our management has limited experience in producing and selling CO2 extractors and this lack of experience could result in the failure of the business.

Our management's lack of experience in producing and selling CO2 extractors could lead to poor decision-making which could result in cost-overruns and/or the inability to produce the desired products. Although management of the Corporation intends to hire experienced and qualified staff, this inexperience could also result in the company's inability to consummate revenue contracts or any contracts at all. Any combination of the aforementioned may result in the failure of the Corporation and a loss of your investment.

Our products operate under pressure and various jurisdictions have regulations around pressured products.

Almost all jurisdictions have rules and regulations related to pressurized vessels and without an exemption, our products may be unsaleable without certification. Certification is often a matter of passing operating specification tests and paying fees but there is no guarantee that any relevant authority will not change certification processes and that any such changes would not render our products unsaleable in the applicable jurisdiction. Such changes could cause a material decrease in our sales and profitability and could put the Corporation out of business in which case you could lose your entire investment.

Service and Warranty Risks

The Corporation's products are technical in nature and are sold with a one year warranty and a 30 day product return policy. There is no certainty the products will operate as expected and this could result in the return of a significant number of CO2 Extractors or result in expensive warranty claims. Any combination of the aforementioned may result in the failure of the Corporation and a loss of your investment.

Risk Factors Relating to This Offering

Even if our projects are successful, we may not be successful and our investors may still lose their investment.

Management has no proven track record of profitably running a manufacturing and sales/marketing operation and poor decisions could be made that result in unprofitable operations and a failure of the business further resulting in a complete loss of your investment.

Our shares are not currently traded on any stock market and there is no assurance that Shares purchased pursuant to this offering can be resold and if resold will be at prices at or above the offering price.

The offering price of \$0.10 per Share was arbitrarily determined and bears no relationship to our earnings, book value, or any other recognized criteria of value. At the present time there is no public market for our common stock and we cannot predict the extent to which investor interest in us will lead to the development of an active, liquid trading market. Investors should not consider investing in this offering unless they can afford the complete loss of their investment.

Investors in the Offering will bear a substantial risk of loss due to immediate and substantial dilution.

The present owners of all of the Corporation's issued and outstanding securities acquired such securities at a cost substantially less than that which the investors in this offering will pay. Upon the sale of the shares offered hereby, the investors in this Offering will experience an immediate and substantial "Dilution". Therefore, the investors in this Offering will bear a substantial portion of the risk of loss. Additionally, sales of securities of the Corporation in the future could result in further "dilution."

We will incur significant costs as a result of operating as a reporting company, and our management will be required to devote substantial time to compliance initiatives.

We will incur significant legal, accounting and other expenses as a fully-reporting public company. Our management will need to devote a substantial amount of time to these new compliance initiatives. Moreover, these rules and regulations will increase our legal and financial compliance costs and will make some activities more time-consuming and costly.

Participation is subject to risks of investing in micro-capitalization companies.

Management believes that certain micro-capitalization companies have significant potential for growth, although such companies generally have limited product lines, markets, market shares and financial resources. The securities of such companies, if traded in the public market, may trade less frequently and in more limited volume than those of more established companies. Additionally, in recent years, the stock market has experienced a high degree of price and volume volatility for the securities of micro capitalization companies. In particular, micro capitalization companies have experienced wide price fluctuations not necessarily related to the operating performance of such companies.

If we fully subscribe our Offering, Investors cannot withdraw funds once invested and will not receive a refund.

If the Minimum Offering is sold, investors will not have the right to withdraw invested funds and the funds will be released from the Agent to the Corporation. Therefore, once the Minimum Offering is sold, investors will not have the use or right to return of such funds thereafter.

The Corporation does not plan to pay dividends in the foreseeable future, and, as a result, stockholders will need to sell shares to realize a return on their investment.

The Corporation has not declared or paid any cash dividends on its capital stock since inception. The Corporation intends to retain any future earnings to finance the operation and expansion of its business and does not anticipate paying any cash dividends in the foreseeable future. As a result, stockholders will need to sell shares of common stock in order to realize a return on their investment, if any. If no market develops for the common shares in the future investors would lose their entire investment.

You may not be able to sell your shares in our Corporation because there is no public market for our stock.

There is no public market for our common stock. In the absence of being listed, no market is available for investors in our common stock to sell their shares. Although we have applied for listing in the CSE there is no guarantee that any such listing will occur. Even if a CSE listing is achieved, there is no guarantee that a market will develop for your shares and therefore, investors in this Offering may find it difficult or impossible to sell their Shares.

There is currently no market for the Corporation's common stock, but if a market for our common stock does develop, our stock price may be volatile.

There is currently no market for the Corporation's common stock and there is no assurance that a market will develop. If a market develops, it is anticipated that the market price of the common stock will be subject to wide fluctuations in response to several factors including:

- The ability to complete the development of products in order to provide them to distribution channels;
- The ability to generate revenues from sales;
- The ability to generate brand recognition of the products and services and acceptance by consumers;
- Increased competition from competitors who offer competing services;
- The financial condition and results of operations; and
- The ability to continue to generate or otherwise acquire new products and develop those assets into viable commercial products.

Furthermore, the stock market may experience extreme price and volume fluctuations, which, without a direct relationship to our operating performance, may affect the market price of our stock.

We may, in the future, issue additional Common Shares which would reduce investors' percentage ownership and may dilute the value of our shares.

The Corporation's Articles of Incorporation authorize the issuance of unlimited Common Shares. There are no other classes of securities authorized other than preferred shares. We may value any securities issued in the future on an arbitrary basis. The issuance of additional securities for future services or acquisitions or other corporate actions may also have the effect of diluting the value of the shares held by our investors and might have an adverse effect on the trading market for our Common Shares.

Insufficient Capital

The Corporation does not currently have any revenue producing operations and may, from time to time, report a working capital deficit. To maintain its activities, the Corporation will require additional funds which may be obtained either by the sale of equity capital or by entering into an option or joint venture agreement with a third party providing such funding. There is no assurance that the Corporation will be successful in obtaining such additional financing; failure to do so could result in failure of the Corporation and total loss of your investment.

Financing Risks

The Corporation has no history of significant earnings and, due to the nature of its business, there can be no assurance that the Corporation will be profitable. The Corporation has paid no dividends on its shares since incorporation and does not anticipate doing so in the foreseeable future. The only present source of funds available to the Corporation is through the sale of its equity shares and there is no assurance that any such funds will be available on terms acceptable to the Corporation, or at all. If available, future equity financing may result in substantial dilution to purchasers under the Offering. At present it is impossible to determine what amounts of additional funds, if any, may be required.

Limited Operating History

The Corporation has no history of earnings. The purpose of this Offering is to raise funds to carry out its business objectives.

Resale of Shares

The continued operation of the Corporation will be dependent upon its ability to generate operating revenues and to procure additional financing. There can be no assurance that any such revenues can be generated or that other financing can be obtained. If the Corporation is unable to generate such revenues or obtain such additional financing, any investment in the Corporation may be lost. In such event, the probability of resale of the shares purchased would be diminished.

Price Volatility of Publicly Traded Securities

In recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any quoted market for the Common Shares will be subject to market trends generally, notwithstanding any potential success of the Corporation in creating revenues, cash flows or earnings. The value of Common Shares distributed hereunder will be affected by such volatility.

Before this Offering, there has been no public market for the Corporation's Common Shares. An active public market for the Common Shares might not develop or be sustained after this Offering. The Offering Price of the Shares has been determined by negotiations between the Corporation and representatives of the Agent and such Offering Price will not necessarily reflect the prevailing market price of the Common Shares following this Offering. If an active public market for the Common Shares does not develop, the liquidity of a shareholder's investment may be limited and the share price may decline below the Offering Price to the public.

Negative Operating Cash Flow

Since inception, the Corporation has had negative operating cash flow. The Corporation has incurred losses since its founding. The losses and negative operating cash flow are expected to continue for the foreseeable future as funds are expended on the business plan. The Corporation cannot predict when it will reach positive operating cash flow.

Patent Risks

Although the Corporation has exercised the usual due diligence with respect to determining title to patent applications in which it has a material interest, there is no guarantee that title to such assets will not be challenged or impugned. The Corporation's patent application interests may be subject to prior unregistered agreements or transfers and title may be affected by undetected defects.

Currency Risk

Currency fluctuations may affect the cash flow which the Corporation may realize from its operations, since most of its product sales are expected to occur in US dollars whereas the Corporation's costs are incurred primarily in Canadian dollars.

Conflicts of Interest

There are potential conflicts of interest to which the directors, officers, insiders and promoters of the Corporation will be subject in connection with the operations of the Corporation. Some of the directors and officers are engaged and will continue to be engaged in the search for additional business opportunities on behalf of other corporations, and situations may arise where these directors and officers will be in direct competition with the Corporation. Conflicts, if any, will be dealt with in accordance with the relevant provisions of the *Business Corporations Act* (Alberta).

These risk factors, individually or occurring together, would likely have a substantial negative effect on the Corporation's business and would likely cause it to fail.

Dividends

The Corporation does not anticipate paying any dividends on its Common Shares in the foreseeable future.

PROMOTER

James M. Durward is considered to be the promoter of the Corporation in that he took the initiative in organizing the Corporation. See "Directors and Officers".

James M. Durward acquired 100 Common Shares at a price of \$0.01 per Common Share upon incorporation. Pursuant to the terms of the Asset Purchase Agreement, the Corporation acquired certain intellectual property from Mr. Durward relating to certain cannabis oil extraction technology in consideration for the issuance of 5,000,000 Common Shares of the Corporation at an issue price of \$0.02 per Common Share for an aggregate deemed value of \$100,000, representing, in aggregate, 33.33% of the Common Shares issued by the Corporation, prior to the Offering. Mr. Durward was granted 700,000 stock options at an exercise price of \$0.10 per stock option for a period of 5 years from the date of grant on March 14, 2018. All of these Common Shares are held in escrow. See "Escrowed Securities".

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

The Corporation is not a party to any legal proceedings or regulatory actions and is not aware of any such proceedings known to be contemplated.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as set out elsewhere in this Prospectus, none of the directors or executive officers of the Corporation, principal shareholders, or any associate or affiliate of such persons, has or has had any material interest, direct or indirect, in any material transaction since the date of incorporation of the Corporation or in any proposed transaction that has materially affected or may affect the Corporation. Certain directors and/or officers of the Corporation subscribed for shares pursuant to private equity financings of the Corporation prior to the Offering. In addition, the directors and officers of the Corporation have been granted incentive stock options. See "Options to Purchase Securities".

RELATIONSHIP BETWEEN THE CORPORATION AND AGENT

The Corporation is not a related party or connected party to the Agent (as such terms are defined in National Instrument 33-105 Underwriting Conflicts).

AUDITORS REGISTRAR AND TRANSFER AGENT

The auditor of the Corporation is MNP LLP, Chartered Accountants of Calgary, Alberta.

The registrar and transfer agent of the Corporation is TSX Trust Company, of 300 – 5th Avenue SW, 10th Floor, Calgary, Alberta T2P 3C4.

MATERIAL CONTRACTS

Except for contracts made in the ordinary course of business, the following are the only material contracts entered into by the Corporation within two years prior to the date hereof which are currently in effect and considered to be currently material:

- (1) Asset Purchase Agreement made between the Corporation and James M. Durward dated February 22, 2018, referred to under “General Development of the Business”.
- (2) Stock Option Agreements dated for reference March 14, 2018 between the Corporation and certain directors and officers of the Corporation referred to under “Options to Purchase Securities”.
- (3) Escrow Agreement among the Corporation, the Escrow Agent and the Principals of the Corporation dated March 30, 2018 referred to under “Escrowed Shares”.
- (4) Agency Agreement between the Corporation and PI Financial Corp. dated for reference ●, 2018 referred to under “Plan of Distribution”.

A copy of any material contract may be inspected during distribution of the Shares being offered under this Prospectus and for a period of 30 days thereafter during normal business hours at the Corporation’s offices at Suite 730, 1015 - 4th Street SW, Calgary, Alberta T2R 1J4.

As well, the Prospectus is available for viewing on SEDAR located at the following website: www.sedar.com.

EXPERTS

The following persons or companies whose profession or business gives authority to a statement made by the person or company are named in the Prospectus as having prepared or certified a part of this document or a report of valuation described in the Prospectus:

1. The information in this Prospectus under the headings “Eligibility for Investment” has been included in reliance upon the opinion of Heighington Law; and
2. The audited financial statements of the Corporation included with this Prospectus have been subject to audit by MNP LLP, Chartered Accountants and their audit report is included herein.

None of the aforementioned persons or companies, nor any of the directors, officers, employees and partners thereof, beneficially own, directly or indirectly, any securities of the Corporation or its associates and affiliates, with the exception of David D. Heighington, a director and Chief Financial Officer of the Corporation, owns and operates Heighington Law and provides legal services to the Corporation and owns 1,000,000 Common Shares and stock options to purchase 400,000 Common Shares.

Certain legal matters relating to this Offering will be passed upon by Heighington Law on behalf of the Corporation, and by Burstall Winger Zammit LLP on behalf of the Agent.

MNP LLP, Chartered Accountants are the auditors of the Corporation. MNP LLP has informed the Corporation that it is independent of the Corporation within the meaning of the rules of professional conduct of the Institute of Chartered Accountants of Alberta (ICAA).

OTHER MATERIAL FACTS

There are no other material facts other than as disclosed herein.

PURCHASERS' STATUTORY RIGHT OF WITHDRAWAL AND RESCISSION

Securities legislation in the Provinces of Alberta, Ontario and British Columbia provides subscribers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. The securities legislation further provides a purchaser with remedies for rescission or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the subscriber, provided that the remedies for rescission or damages are exercised by the subscriber within the time limit prescribed by the securities legislation of the subscriber's province or territory. The Subscriber should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

FINANCIAL STATEMENTS

Attached to and forming a part of this Prospectus are the audited financial statements of the Corporation for the period from incorporation on January 24, 2018 to February 28, 2018.

SCHEDULE "A"

MEDXTRACTOR CORP. (the "Company")

AUDIT COMMITTEE CHARTER

1.0 Purpose of the Committee

- 1.1 The purpose of the Audit Committee is to assist the Board in its oversight of the integrity of the Company's financial statements and other relevant public disclosures, the Company's compliance with legal and regulatory requirements relating to financial reporting, the external auditors' qualifications and independence and the performance of the internal audit function and the external auditors.

2.0 Members of the Audit Committee

- 2.1 Each Member of the Audit Committee must be "financially literate" as defined under NI 52-110, having sufficient accounting or related financial management expertise to read and understand a set of financial statements, including the related notes, that present a breadth and level of complexity of the accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.
- 2.2 The Audit Committee shall consist of no less than three Directors appointed by the Board, the majority of whom shall not be officers or employees of the Company or the Company's affiliates.
- 2.3 Notwithstanding Section 2.2 of this Audit Committee Charter, while the Company is in the developmental stage of its business, at least one Member of the Audit Committee shall be "independent" as defined under NI 52-110.

3.0 Relationship with External Auditors

- 3.1 The external auditors are the independent representatives of the shareholders, but the external auditors are also accountable to the Board of Directors and the Audit Committee.
- 3.2 The external auditors must be able to complete their audit procedures and reviews with professional independence, free from any undue interference from the management or directors.
- 3.3 The Audit Committee must direct and ensure that the management fully co-operates with the external auditors in the course of carrying out their professional duties.
- 3.4 The Audit Committee will have direct communications access at all times with the external auditors.

4.0 Non-Audit Services

- 4.1 The external auditors are prohibited from providing any non-audit services to the Company, without the express written consent of the Audit Committee. In determining whether the external auditors will be granted permission to provide non-audit services to the Company, the Audit Committee must consider that the benefits to the Company from the provision of such services, outweighs the risk of any compromise to or loss of the independence of the external auditors in carrying out their auditing mandate.
- 4.2 Notwithstanding section 4.1, the external auditors are prohibited at all times from carrying out any of the following services, while they are appointed the external auditors of the Company:
- (i) acting as an agent of the Company for the sale of all or substantially all of the undertaking of the Company; and
 - (ii) performing any non-audit consulting work for any director or senior officer of the Company in their personal capacity, but not as a director, officer or insider of any other entity not associated or related to the Company.

5.0 Appointment of Auditors

- 5.1 The external auditors will be appointed each year by the shareholders of the Company at the annual general meeting of the shareholders.
- 5.2 The Audit Committee will nominate the external auditors for appointment, such nomination to be approved by the Board of Directors.

6.0 Evaluation of Auditors

- 6.1 The Audit Committee will review the performance of the external auditors on at least an annual basis, and notify the Board and the external auditors in writing of any concerns in regards to the performance of the external auditors, or the accounting or auditing methods, procedures, standards, or principles applied by the external auditors, or any other accounting or auditing issues which come to the attention of the Audit Committee.

7.0 Remuneration of the Auditors

- 7.1 The remuneration of the external auditors will be determined by the Board of Directors, upon the annual authorization of the shareholders at each general meeting of the shareholders.
- 7.2 The remuneration of the external auditors will be determined based on the time required to complete the audit and preparation of the audited financial statements, and the difficulty of the audit and performance of the standard auditing procedures under generally accepted auditing standards and generally accepted accounting principles of Canada.

8.0 Termination of the Auditors

- 8.1 The Audit Committee has the power to terminate the services of the external auditors, with or without the approval of the Board of Directors, acting reasonably.

9.0 Funding of Auditing and Consulting Services

- 9.1 Auditing expenses will be funded by the Company. The auditors must not perform any other consulting services for the Company, which could impair or interfere with their role as the independent auditors of the Company.

10.0 Role and Responsibilities of the Internal Auditor

- 10.1 At this time, due to the Company's size and limited financial resources, the Chief Financial Officer of the Company shall be responsible for implementing internal controls and performing the role as the internal auditor to ensure that such controls are adequate.

11.0 Oversight of Internal Controls

- 11.1 The Audit Committee will have the oversight responsibility for ensuring that the internal controls are implemented and monitored, and that such internal controls are effective.

12.0 Continuous Disclosure Requirements

- 12.1 At this time, due to the Company's size and limited financial resources, the Chief Financial Officer of the Company is responsible for ensuring that the Company's continuous reporting requirements are met and in compliance with applicable regulatory requirements.

13.0 Other Auditing Matters

- 13.1 The Audit Committee may meet with the external auditors independently of the management of the Company at any time, acting reasonably.
- 13.2 The Auditors are authorized and directed to respond to all enquiries from the Audit Committee in a thorough and timely fashion, without reporting these enquiries or actions to the Board of Directors or the management of the Company.

14.0 Annual Review

14.1 The Audit Committee Charter will be reviewed annually by the Board of Directors and the Audit Committee to assess the adequacy of this Charter.

15.0 Independent Advisers

15.1 The Audit Committee shall have the power to retain legal, accounting or other advisors to assist the Committee.

FINANCIAL STATEMENTS

Audited Financial Statements of the Corporation for the period ended February 28, 2018 are attached.

MedXtractor Corp.
Financial Statements

For the period from January 24, 2018 (date of incorporation) to February 28, 2018

Independent Auditors' Report

To the Shareholders of MedXtractor Corp.

We have audited the accompanying financial statements of MedXtractor Corp. which comprise the statement of financial position as at February 28, 2018, and the statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the period from January 24, 2018 (date of incorporation) to February 28, 2018 and notes, comprising a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained in our audit is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of MedXtractor Corp. as at February 28, 2018 and its financial performance and its cash flows for the period from January 24, 2018 (date of incorporation) to February 28, 2018 in accordance with International Financial Reporting Standards.

Calgary, Alberta
•, 2018

Chartered Professional Accountants

MedXtractor Corp.
Statement of Financial Position
As at February 28, 2018

Assets	
Current	
Cash	\$ 228,218
	228,218
Non-current Assets	
Intangibles (Note 5)	100,000
Total assets	\$ 328,218
Liabilities	
Current	
Accounts payable and accruals	\$ 3,537
Total liabilities	3,537
Shareholders' Equity	
Share capital (Note 6)	\$ 350,001
Deficit	(25,320)
Total shareholders' equity	324,681
Total liabilities and shareholders' equity	\$ 328,218

Approved on behalf of the Board

"signed" James M. Durward
Director

"signed" David D. Heighington
Director

The accompanying notes are an integral part of these financial statements

MedXtractor Corp.
Statement of Loss

For the period from January 24, 2018 (date of incorporation) to February 28, 2018

Expenses	
Interest and bank charges	\$ 149
Professional fees	25,171
<hr/>	
Total expenses	\$ 25,320

The accompanying notes are an integral part of these financial statements

MedXtractor Corp.
Statement of Changes in Shareholders' Equity

	Share Capital (\$)	Deficit (\$)	Shareholders' Equity (\$)
At incorporation January 24, 2018	1	-	1
Share issuance (Note 6)	350,000	-	350,000
Net loss	-	(25,320)	(25,320)
As at February 28, 2018	350,001	(25,320)	324,681

The accompanying notes are an integral part of these financial statements

MedXtractor Corp.
Statement of Cash Flows

For the period from January 24, 2018 (date of incorporation) to February 28, 2018

Cash provided by the following activities:

Operating activities	
Net loss	\$ (25,320)
Change in non-cash working capital:	
Accounts payable and accruals	3,537
<hr/>	
Cash flows used in operating activities	\$ (21,783)
<hr/>	
Financing activities	
Issuance of common shares <i>(Note 7)</i>	\$ 250,001
<hr/>	
Cash flows provided by financing activities	250,001
<hr/>	
Increase in cash	228,218
Cash, beginning of period	-
<hr/>	
Cash, end of period	\$ 228,218

The accompanying notes are an integral part of these financial statements

MedXtractor Corp.
Notes to the Financial Statements

For the period from January 24, 2018 (date of incorporation) to February 28, 2018

1. Incorporation and operations

MedXtractor Corp. (the "Company") was incorporated on January 24, 2018 by Certificate of Incorporation issued pursuant to the provisions of the Business Corporations Act (Alberta). The principal business of the Company is the sale of essential oil CO2 extraction equipment.

The head office and registered office of the Company is located at Suite 730, 1015 – 4th street SW Calgary, Alberta T2R 1J4.

2. Basis of preparation

Statement of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") and interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC") in effect for the fiscal period beginning January 24, 2018. These financial statements represent the Company's first presentation of financial statements under IFRS.

These financial statements were authorized for issue in accordance with a resolution of the directors on April 23, 2018.

Basis of measurement

These financial statements are stated in Canadian dollars which is the Company's functional currency and were prepared on a going concern basis, under the historical cost convention.

Use of estimates and judgments

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results ultimately may differ from those estimates. Areas where estimates are significant to the financial statements are disclosed in Note 4.

3. Significant accounting policies

Cash

Cash consists of the proceeds generated from share receipts.

Intangible assets

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortization and accumulated impairment losses. Amortization is recognized on a straight-line basis over the estimated useful lives. The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

MedXtractor Corp.
Notes to the Financial Statements

For the period from January 24, 2018 (date of incorporation) to February 28, 2018

3. **Significant accounting policies** *(continued)*

Intangible assets *(continued)*

Internally-generated intangible assets - Research and development expenditure

Expenditure on research activities is recognized as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognized if, and only if, all of the following have been demonstrated:

- The technical feasibility of completing the intangible asset so that it will be available for use or sale;
- The intention to complete the intangible asset and use or sell it;
- The ability to use or sell the intangible asset;
- How the intangible asset will generate probable future economic benefits;
- The availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and,
- The ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognized for internally-generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above.

Where no internally-generated intangible asset can be recognized, development expenditure is recognized in profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortization and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

Derecognition of intangible assets

An intangible asset is derecognized on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, and are recognized in profit or loss when the asset is derecognized

Share-based payments

The Company applies a fair value based method of accounting to all share-based payments. Employee and director stock options are measured at their fair value of each tranche on the grant date and recognized over its respective vesting period. Non-employee stock options are measured based on the service provided to the reporting date and at their then-current fair values. The cost of stock options is presented as share-based payment expense when applicable with a corresponding credit to contributed surplus. On the exercise of stock options share capital is credited for consideration received and for fair value amounts previously credited to contributed surplus. The Company uses the Black-Scholes option pricing model to estimate the fair value of share-based payments.

MedXtractor Corp.
Notes to the Financial Statements

For the period from January 24, 2018 (date of incorporation) to February 28, 2018

3. **Significant accounting policies** *(continued)*

Taxes

Tax expense comprises current and deferred tax. Tax is recognized in the statement of comprehensive loss except to the extent it relates to items recognized in other comprehensive income or directly in equity.

Current tax

Current tax expense is based on the results for the period as adjusted for items that are not taxable or not deductible. Current tax is calculated using tax rates and laws that were enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. Provisions are established where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax

Deferred taxes are the taxes expected to be payable or recoverable on differences between the carrying amounts of assets in the statement of financial position and their corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences between the carrying amounts of assets and their corresponding tax bases. Deferred tax assets are recognized to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilized. Such assets and liabilities are not recognized if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets in a transaction that affects neither the taxable profit nor the accounting profit.

Non-derivative financial instruments

Non-derivative financial instruments are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets are derecognized when the rights to receive cash flows from the assets have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership. Non-derivative financial instruments are recognized initially at fair value plus, for instruments not at fair value through profit or loss, any directly attributable transaction costs.

Subsequent to initial recognition, non-derivative financial instruments are measured as described below:

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets. Loans and receivables are initially recognized at fair value plus transaction costs and subsequently carried at amortized cost using the effective interest method.

Financial assets at fair value through profit or loss

An instrument is measured at fair value through profit or loss if it is held-for-trading or is designated as such upon initial recognition. Financial instruments are designated at fair value through profit or loss if the Company manages such investments and makes purchase and sale decisions based on their fair value in accordance the Company's documented risk management or investment strategy. Upon initial recognition, attributable transaction costs are recognized in profit or loss when incurred. Financial instruments at fair value through profit or loss are measured at fair value, and changes therein are recognized in profit or loss. Cash is included in this category.

MedXtractor Corp.
Notes to the Financial Statements

For the period from January 24, 2018 (date of incorporation) to February 28, 2018

3. Significant accounting policies (continued)

Other financial liabilities

Other financial liabilities are initially measured at fair value, net of transaction costs, and are subsequently measured at amortized cost using the effective interest method, with interest expense recognized on an effective yield basis. Accounts payable and accruals are included in this category.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Impairment of financial assets

Financial assets are assessed at each reporting date in order to determine whether objective evidence exists that the assets are impaired as a result of one or more events which have had a negative effect on the estimated future cash flows of the asset.

If there is objective evidence that a financial asset has become impaired, the amount of the impairment loss is calculated as the difference between its carrying amount and the present value of the estimated future cash flows from the asset discounted at its original effective interest rate. Impairment losses are recorded in earnings. If the amount of the impairment loss decreases in a subsequent period and the decrease can be objectively related to an event occurring after the impairment was recognized, the impairment loss is reversed up to the original carrying value of the asset. Any reversal is recognized in earnings.

Accounting standards issued but not yet applied

The Company has reviewed amendments to accounting pronouncements that have been issued but are not yet effective, and determined that the following may have a future impact on the Company.

In January 2016, the IASB issued IFRS 16 Leases, which requires lessees to recognize all leases on the statement of Financial Position. IFRS 16 is effective for annual periods beginning on or after January 1, 2019 with earlier application permitted for companies that also applies IFRS 15 Revenue from Contracts with Customers. The Company is currently evaluating the impact of the standard on its consolidated financial statements.

4. Significant accounting estimates and assumptions

The preparation of the financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Estimates and judgments are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual outcomes can differ from these estimates.

Estimates

The key sources of estimation uncertainty that have a significant risk of causing material adjustment to the amounts recognized in the financial statements are:

Fair value of financial instruments

The estimated fair value of financial assets and liabilities, by their very nature, are subject to measurement uncertainty.

MedXtractor Corp.
Notes to the Financial Statements

For the period from January 24, 2018 (date of incorporation) to February 28, 2018

4. Significant accounting estimates and assumptions (continued)

Taxes

Provisions for taxes are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Company reviews the adequacy of these provisions at the end of the reporting period. However, it is possible that at some future date an additional liability could result from audits by taxing authorities. Where the final outcome of these tax-related matters is different from the amounts that were initially recorded, such differences will affect the tax provisions in the period in which such determination is made.

Judgements

The key areas of judgment that have a significant risk of causing material adjustment to the amounts recognized in the financial statements are:

Impairment of non-financial assets

The determination of whether indicators of impairment exist and the aggregation of assets into cash-generating units ("CGU's") based on their ability to generate independent cash flows are subject to management's judgment. The recoverable amounts used for impairment calculations require estimates of future cash flows related to the assets or CGU's and estimates of discount rates applied to these cash flows.

Taxes

The Company recognizes deferred tax assets to the extent that it is probable that future taxable profits will be available to utilize the Company's deductible temporary differences which are based on management's judgement on the degree of future taxable profits. To the extent that future taxable profits differ significantly from the estimates impacts the amount of the deferred tax assets management judges is probable.

Financial instruments

The Company is required to classify its various financial instruments into certain categories for the financial instruments' initial and subsequent measurement. This classification is based on management's judgement as to the purpose of the financial instrument and to which category is most applicable.

5. Intangibles

The intangible assets with indefinite intellectual lives includes patent application, URL website address, and all intellectual rights relating to the cannabis oil extraction technology. The Corporation issued 5,000,000 common shares at a price of \$0.02 per common share, for an aggregate of \$100,000 to the president of the Company.

6. Share capital

Authorized:

- Unlimited number of voting Common Shares
- Unlimited number of non-voting Preferred shares issuable in series

Issued: Common Shares

	Number of Shares	\$
Issued on incorporation	100	1
Issued for cash	10,000,000	250,000
Issued for intangibles (note 5)	5,000,000	100,000
As at February 28, 2018	15,000,100	350,001

At incorporation, the Company issued 100 common shares at a price of \$0.01 per share for total proceeds of \$1.

During the period ended February 28, 2018, the Company issued 7,500,000 and 2,500,000 common shares of the Company at prices of \$0.02 and \$0.04, respectively, per common share for total proceeds of \$250,000.

MedXtractor Corp.
Notes to the Financial Statements

For the period from January 24, 2018 (date of incorporation) to February 28, 2018

7. Income taxes

The tax provision recorded in the financial statements differs from the amount computed by applying the combined Canadian federal and provincial income tax statutory rates to loss before tax as follows:

	2017
Loss before tax	\$ 25,320
Statutory income tax rate (%)	27%
Expected tax recovery at statutory rate	6,836
Increase (decrease) in taxes resulting from:	
Non-deductible items	(16)
Deferred tax benefits not recognized	(6,820)
Income tax provision	\$ -

The Company's deferred tax assets (liabilities) are as follows:

	2017
Intangible assets	\$ (2,633)
Non-capital loss carryforwards utilized	2,633
Net deferred tax liability	\$ -

The Company has not recognized a deferred tax asset in respect of the following deductible temporary differences:

Non-capital losses	\$ 25,259
Total deductible temporary differences	\$ 25,259

As at February 28, 2018, the Company has not recognized a deferred tax asset in respect of an estimated non-capital loss carry-forward balance of \$25,259 available to reduce future years' income for Canadian tax purposes. These losses, if not fully utilized, will expire in 2038.

Deferred tax assets are recorded only to the extent that future taxable income will be available against which the deferred can be offset. Management estimates future income using forecasts based on the best available current information. Based on the current estimates, no deferred tax asset has been recorded

8. Capital disclosures

The Company's capital consists of share capital. The Company's objective for managing capital is to maintain sufficient capital to advance its technology and create operating profits.

The Company sets the amount of capital in relation to risk and manages the capital structure and makes adjustments to it in light of changes to economic conditions and the risk characteristics of the underlying assets.

The Company's objectives when managing capital are:

- i. to maintain a flexible capital structure, which optimizes the cost of capital at acceptable risk; and,
- ii. to maintain investor, creditor and market confidence in order to sustain the future development of the business.

The Company is not subject to any externally or internally imposed capital requirements at period-end.

MedXtractor Corp.
Notes to the Financial Statements

For the period from January 24, 2018 (date of incorporation) to February 28, 2018

9. Financial instruments

The Company, as part of its operations, carries financial instruments consisting of cash and accounts payable and accruals. It is management's opinion that the Company is not exposed to significant credit, interest, or currency risks arising from these financial instruments except as otherwise disclosed.

Fair value

Fair value represents the price at which a financial instrument could be exchanged in an orderly market, in an arm's length transaction between knowledgeable and willing parties who are under no compulsion to act. The Company classifies the fair value of the financial instruments according to the following hierarchy based on the amount of observable inputs used to value the instrument.

Level 1: Fair value measurements are those derived from quoted prices (unadjusted) in the active market for identical assets or liabilities.

Level 2: Fair value measurements are those derived from inputs other than quoted prices that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (derived from prices).

Level 3: Fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data.

The fair value of cash is determined on level 1 inputs. The carrying amount of cash and account payable and accruals approximates its fair value due to the short-term maturities of these items.

Credit Risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. The Company believes it has no significant credit risk.

Liquidity Risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at February 28, 2018, the Company had a cash balance of \$228,218 to pay liabilities of \$3,537.

Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

i. Interest rate risk

The Company has cash balances and no interest-bearing debt.

ii. Foreign currency risk

The Company does not have assets or liabilities in foreign currency.

iii. Commodity risk

The Company is not exposed to commodity price risk.

MedXtractor Corp.
Notes to the Financial Statements

For the period from January 24, 2018 (date of incorporation) to February 28, 2018

10. Subsequent events

Subsequent to the period ended February 28, 2018 the following events occurred:

(i) On March 1, 2018, the Company engaged with PI Financial Corp. (the "Agent") to provide services to act as the exclusive agent with respects to a proposed Initial Public Offering ("IPO") by the Company. The IPO is anticipated to be a minimum of 10,000,000 to a maximum of 20,000,000 shares of the Company at a price of \$0.10 per share. It is anticipated that a minimum of \$1,000,000 to a maximum of \$2,000,000 gross proceeds will occur.

The Company will pay the Agent a cash commission of 10% of the gross proceeds raised, a corporate finance fee of \$25,000 of which a 50% non-refundable deposit of \$12,500 is payable upon execution of the letter agreements. On the Closing Date of the Offering, the Agent will be granted compensation options equal in number to 10% of the number of shares sold under the IPO which will entitle the Agent to purchase common shares, at an exercise price equal to \$0.10. The Compensation Options may be exercised at any time and from time to time for a period of 24 months following the Listing Date. The Company shall provide the Agent with a retainer of \$11,000 in connection with the Agent's anticipated expenses, including legal expenses.

(ii) On March 12, 2018, the Company purchased inventory relating to the production of cannabis oil CO2 extraction technology from a director of the Corporation. The aggregate purchase price paid for 2oz, 5oz, and 16oz CO2 extraction parts, was \$16,154.

(iii) On March 14, 2018, the Company granted 1,500,000 common share purchase options to directors of the Corporation. The stock options are exercisable at a price of \$0.10 per share, expire in five years and the options will vest immediately at the date of grant.

CERTIFICATE OF MEDXTRACTOR CORP.

Dated: April 23, 2018

This Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by securities legislation of Alberta, Ontario and British Columbia.

(Signed) "*James M. Durward*"

James M. Durward
President, Chief Executive Officer,
Corporate Secretary and Director

(Signed) "*David D. Heighington*"

David D. Heighington
Chief Financial Officer and Director

ON BEHALF OF THE BOARD OF DIRECTORS

(Signed) "*G. Steven Price*"

G. Steven Price
Director

(Signed) "*Dusan Kuzma*"

Dusan Kuzma
Director

CERTIFICATE OF PROMOTER

Dated: April 23, 2018

This Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by securities legislation of Alberta, Ontario and British Columbia.

(Signed) "*James M. Durward*"

James M. Durward

President, Chief Executive Officer,
Corporate Secretary and Director

CERTIFICATE OF THE AGENT

Dated: April 23, 2018

To the best of our knowledge, information and belief, this Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by securities legislation of Alberta, Ontario and British Columbia.

PI FINANCIAL CORP.

Per: (Signed) "*Jim Locke*"
Jim Locke, CFA
Vice President, Investment Banking