No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

The securities of the Corporation have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or the securities laws of any state of the United States and may not be offered, sold or delivered, directly or indirectly, in the United States (as such term is defined in Regulation S under the U.S. Securities Act) (the "United States" or "U.S."), except pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws.

This Prospectus does not constitute a public offering of securities.

PROSPECTUS

NON-OFFERING PROSPECTUS October 8, 2019

MEDXtractor

MEDXTRACTOR CORP.

SUITE 1150, 707 – 7TH AVENUE SW
CALGARY, ALBERTA T2P 3H6

This non-offering Prospectus ("**Prospectus**") is being filed with the Alberta Securities Commission and the British Columbia Securities Commissions for the purpose of allowing Medxtractor Corp. (the "**Corporation**") to become eligible for listing pursuant to Section 1.2(a) of Policy 2 of the Policies and Procedures of the Canadian Securities Exchange (the "**CSE**") and to become a reporting issuer in that jurisdiction and to enable the Corporation to develop an additional organized market **for its shares of common shares** ("**Common Shares**" or "**Shares**") and to qualify for distribution of the Special Warrants (defined hereafter) and the securities underlying them.

Since no securities are being offered pursuant to this Prospectus, no proceeds will be raised and all expenses incurred in connection with the preparation and filing of this Prospectus will be paid by the Corporation.

There is currently no market in Canada through which the securities of the Corporation may be sold and purchasers may not be able to resell securities. This may affect the pricing of the securities of the Corporation in the secondary market, the transparency and availability of trading prices, the liquidity of the securities of the Corporation, and the extent of issuer regulation. Investors should carefully consider the risk factors described under "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 (other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc.). **The Corporation received conditional listing approval from the CSE on October 8, 2019 to list its Common Shares on the CSE.** Listing will be subject to the Corporation fulfilling all of the listing requirements of the CSE, including without limitation, meeting all minimum listing requirements.

An investment in securities of the Corporation is speculative and involves a high degree of risk. In reviewing this Prospectus, you should carefully consider the matters described under the heading "Risk Factors". No underwriters or selling agents have been involved in the preparation of this Prospectus or performed any review or independent due diligence of the contents of this Prospectus.

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

The Corporation could be indirectly involved in the U.S. marijuana industry in that its CO2 extractors could be purchased by U.S. citizens. Marijuana remains illegal under U.S. federal law and the approach to enforcement of U.S. federal laws against marijuana is subject to change. 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. It should be noted that in spite of the permissive regulatory environment of medical cannabis in many individual 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 in order to prevent the federal government from prosecuting individuals when those parties comply with state law. However, as engaging in the recreational marijuana market 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, and/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 on its reputation and ability to conduct its business, its financial position, its operating results, its profitability or liquidity or the market price of the Common 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 should the Corporation come under investigation.

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FORWARD-LOOKING STATEMENTS

This Prospectus contains forward-looking statements within the meaning of applicable securities legislation. These statements relate to future events or the Corporation's future financial performance. In some cases, you can identify forward-looking statements by terminology such as "may", "should", "expect", "plan", "anticipate", "believe", "estimate", "predict", "potential" or "continue" or the negative of these terms or other comparable terminology. Examples of forward-looking statements include statements made by the Corporation regarding its ability to increase demand for its products and services, to leverage its proprietary medical grade event monitor device and telemetry software system to expand into new markets to grow its market share, its expectations regarding revenue trends in its segments and the achievement of cost efficiencies through process improvement and gross margin improvements. These statements are only predictions and involve known and unknown risks, uncertainties and other factors, including the risks in the section entitled "Risk Factors" and the risks set out below, any of which may cause the Corporation's or the Corporation's industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. These risks include, by way of example and not in limitation:

- Proposed expenditures for the assembly of the Corporation's CO2 essential oil extraction device, and general and administrative expenses;
- Expectations with respect to future revenues, anticipated cash needs, production costs and capacity;
- Expectations with respect to the **worldwide** demand for CO2 Extractors (defined herein);
- Expectations with respect to competitive conditions of the industry in which the Corporation operates;
- 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 Craft growers who will successfully apply to their respective regulatory bodies to grow and extract their own cannabis for personal use;
- Treatment under applicable governmental regimes for the regulation of medical cannabis and the recreational cannabis industry (see: "Risk Factors");
- The commercialization of new competitive products;
- The Corporation's ability to attract and retain talented executive management and sales personnel;
- The Corporation's ability to obtain and maintain required regulatory approvals for its products, services and independent subcontract manufacturing facilities;
- Changes in governmental regulations and legislation;
- The Corporation's ability to obtain and maintain adequate protection of its proprietary and intellectual property;
- Acceptance of its new products and services;
- Adverse regulatory action;
- The Corporation's ability to successfully resolve any outstanding legal proceedings, should they arise;
- The Corporation's ability to identify acquisition candidates, acquire them on attractive terms and integrate their operations into its business; and
- Other factors described in *"Summary of Prospectus"* of this Prospectus.

This list is not an exhaustive list of the factors that may affect any of the Corporation's forward-looking statements. These and other factors should be considered carefully and readers should not place undue reliance on the Corporation's forward-looking statements.

The Corporation believes the expectations reflected in the forward-looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct. The material factors and assumptions that were applied in making the forward-looking information in this Prospectus include: (a) execution of the Corporation's existing business plans and growth strategy which may change due to changes in the views of the Corporation, or if new information arises which makes it prudent to change such business plans and growth strategy; and (b) the accuracy of current interpretation of research results, since new information or new interpretation of existing information may result in changes in the Corporation's expectations. Forward looking information is based on a number of assumptions that may prove to be incorrect including but not limited to assumptions about: ability to obtain customer contracts and establish relationships; the impact of competition; the ability to obtain and maintain existing financing on acceptable terms; the ability to retain skilled management and staff; the ability to acquire a significant market position in the provision of products and services in its target markets; currency, exchange and interest rates; the availability of financing opportunities, risks associated with economic conditions, dependence on management and conflicts of interest; the progress and success of the Corporation's product marketing; market competition; the ability to successfully market, and sell, and to create a customer base with acceptance of its products and services; operating in a regulatory environment.

In evaluating forward-looking statements, current and prospective shareholders should specifically consider various factors, including the risks outlined herein under the heading "Risk Factors". Should one or more of these risks or uncertainties, or a risk that is not currently known to us materialize, actual results may vary materially from those described herein. Investors are cautioned that forward-looking statements are not guarantees of future performance and are inherently uncertain. Accordingly, investors are cautioned not to put undue reliance on forward-looking statements.

These statements speak only as of the date of this Prospectus. The Corporation does not undertake any obligation to publicly update or revise any forward-looking statements unless required by applicable laws. **Any forward-looking information contained herein is expressly qualified by this cautionary statement.** The forward-looking statements in this Prospectus are provided for the limited purpose of enabling current and potential investors to evaluate an investment in the Corporation. Readers are cautioned that such statements may not be appropriate, and should not be used for other purposes.

GLOSSARY OF TERMS

Unless the context indicates otherwise, the following terms when used in this Prospectus have the following meanings:

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

"**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.

"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.

"**CO2 Extractor**" means a carbon dioxide-based extractor that is used to extract essential oils and compounds from a variety of botanical materials.

"Craft" means any grower that grows less than 800 indoor-sized plants per crop cycle.

"**CSE**" means the Canadian Securities Exchange.

"**Escrow Agent**" means TSX Trust Company.

"**Escrow Agreement**" means the escrow agreement dated March 30, 2018, as amended on August 1, 2019 and September 16, 2019, 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.

"**Principals**" means all persons or companies that 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, G. Steven Price, Dusan Kuzma, Dwayne Vinck and Neil A. Runions.

"**Private Placement**" means the private placement of 4,590,250 Special Warrants (as defined herein) of the Corporation, at a price of $0.08 per Special Warrant on July 24, 2019, for gross proceeds of $367,220.

"**Prospectus**" has the meaning ascribed to it on the face page of this Prospectus.

"**Selling Jurisdictions**" means Alberta and British Columbia in which the Prospectus has been filed.

"**Shares**" has the meaning ascribed to it on the face page of this Prospectus.

"**Special Warrants**" means the 4,590,250 Special Warrants issued on July 24, 2019 pursuant to the Private Placement, at a price of $0.08 per Special Warrant. The Special Warrants automatically convert into units ("**Units**") of the Corporation and will be deemed to have been exercised and converted without any further action on the part of the Holder or the payment of additional consideration on the earliest of: (i) the first business day following the date on which a receipt for a final prospectus has been issued to the Corporation by the securities regulatory authorities in a Province of Canada; or (ii) the 365th day following the date of issuance of the Special Warrants. On conversion, each Unit shall consist of one Common Share of the Company and one warrant ("**Warrant**"). Each Warrant is exercisable into one Common Share of the Company upon payment to the Company of $0.20 on or before the date that is 12 months from the conversion date of the Special Warrants.

"**Special Finders Warrants**" means the **93,575** Special Finder Warrants issued to certain finders who assisted the Corporation in raising funds under the Private Placement. The terms of the Special Finders Warrants are identical to the Special Warrants.

"**Stock Option**" means an incentive stock option issued under the Stock Option Plan, each of which entitles the holder to purchase one Common Share under certain terms set out under the stock option agreements pursuant to which the Stock Option was issued. See "*Options to Purchase Securities*".

"**Stock Option Plan**" means the stock option plan of the Corporation. See "*Options to Purchase Securities*".

"**TSXV**" means the TSX Venture Exchange.

Dollars are expressed in Canadian currency (CA$) unless otherwise noted.

SUMMARY OF PROSPECTUS

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

Capitalized terms used in this summary, which are not defined in the summary, have the meanings ascribed to them elsewhere in this Prospectus. Unless otherwise indicated, references to the "Corporation", "we", "us" and similar terms are to Medxtractor Corp.

Principal Business of the Corporation

The Corporation is a Calgary-based company that manufactures patented, proprietary small-scale carbon dioxide-based extractors that are used to extract essential oils and compounds from a variety of botanical materials. At present, the Corporation targets the "Craft" cannabis grower. Craft growers are those whose crop is up to 800 indoor-sized plants per crop cycle. In management's opinion, CO2 Extractors represent the state-of-the-art for high-potency, high-purity oils, one of the fastest growing segments of the overall cannabis market. Cannabis oils can be extracted from flowers (bud), trim (leaves) and/or post-pressed rosin "chips" (leftovers from hydraulic press extraction). The ongoing worldwide legalization of cannabis is underpinning the rapidly growing demand for cannabis products with major growth seen in oils due to their utility as feedstock for various ingestion methods. The Corporation owns the patents on its CO2 Extractors.

The Offering

No securities are being offered pursuant to this Prospectus. This Prospectus is being filed with the Alberta and British Columbia Securities Commissions for the purpose of allowing the Corporation to become a reporting issuer in such jurisdiction and to enable the Corporation to develop an organized market for its Common Shares. Since no securities are being offered pursuant to this Prospectus, no proceeds will be raised and all expenses incurred in connection with the preparation and filing of this Prospectus will be paid by the Corporation. This Prospectus will also qualify for distribution any previously issued Common Shares and the Common Shares issuable upon conversion of the Special Warrants and the Warrants.

The Listing

The Corporation received conditional listing approval from the CSE on October 8, 2019 to list its Common Shares on the CSE. Listing will be subject to the Corporation fulfilling all of the listing requirements of the CSE, including, without limitation, the distribution of the Corporation's Common Shares to a minimum number of public shareholders and the Corporation meeting the minimum listing requirements.

Summary Financial Information

The following selected financial information is subject to the detailed information contained in the financial statements of the Corporation and related notes thereto. The following selected financial information is derived from the unaudited interim financial statements of the Corporation for the three months ended May 31, 2019 and the audited financial statements for the year ended February 28, 2019.

	For the three months ended May 31, 2019	For the year ended February 28, 2019
Total assets	$271,315	$269,172
Working capital surplus (deficiency)	$256,857	$235,377
Non-current liabilities and debt	$Nil	$Nil
Total Liabilities	$8,586	$28,133
Loss for the period	($19,602)	($256,963)
Number of Common Shares	21,000,100	20,700,100

See "*Financial Statements, Management's Discussion and Analysis and Selected Financial Information*".

Risk Factors

An investment in an early stage venture involves a significant degree of risk, including risks related to cash flow, financial condition and liquidity, the ongoing need for financing, a volatile stock price, operational risks and costs, risks related to property contracts, regulatory delays, fluctuation of key indicators such as interest and exchange rates, and competition for key personnel. The Corporation has only recently began to generate revenue and there is no certainty that consistent revenue streams will continue. 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.

Additionally, the Corporation faces risks relating to the nature of the Corporation's business including but not limited to the following, which are more fully set out in this Prospectus under the heading, "Risk Factors" below:

- general condition of the cannabis market;
- market acceptance and demand for the Corporation's CO2 Extractors;
- government regulation of the cannabis market; and
- the Corporation competes with other companies with greater financial resources and technical facilities.

The aforementioned risk factors and uncertainties are not the only ones facing the Corporation. Additional risks and uncertainties not presently known to us may impair its business operations. The occurrence of any of the above and following risks could affect its business is not intended to be a definitive list of all risks associated with the Corporation. See "*Risk Factors*" below.

Interpretation

In this Prospectus, unless otherwise specified, all dollar amounts are expressed in Canadian dollars and all references to "stock", "Common Shares" or "shares" refer to shares of common share in the capital of the Corporation.

As used in this Prospectus, the terms "we", "us", "its" and "Corporation" mean Medxtractor Corp., unless the context clearly requires otherwise.

The Corporation's financial statements are stated in Canadian dollars (CA$) and are prepared in accordance with IFRS.

CORPORATE STRUCTURE

Name and Incorporation

The Corporation was incorporated on January 24, 2018 under the laws of the Province of Alberta under the name, "Medxtractor Corp." The Corporation's Articles of Incorporation were amended on March 15, 2018 to remove certain private issuer restrictions in order to allow the Corporation to invite the public to purchase Common Shares of the Corporation.

The Corporation's head office address is located at 3632 – 13 Street SW, Calgary, Alberta T2T 3R1. The Corporation's corporate records and registered office is located at Suite 1150, 707 - 7th Avenue, Calgary, Alberta T2P 3H6.

The Corporation has no wholly-owned subsidiaries.

BUSINESS OF THE CORPORATION

Business Concept

The Corporation is a Calgary-based company that manufactures patented, proprietary small-scale carbon dioxide-based extractors ("**CO2 Extractors**") that are used to extract essential oils and compounds from a variety of botanical materials that specifically target the "Craft" cannabis grower. Craft growers are those whose crop is up to 800 indoor-sized plants per crop cycle. In management's opinion, CO2 Extractors represent the state-of-the-art for high-potency, high-purity oils, one of the fastest growing segments of the overall cannabis market. Cannabis oils can be extracted from flowers (bud), trim (leaves) and/or post-pressed rosin "chips" (leftovers from hydraulic press extraction). The ongoing worldwide legalization of cannabis is underpinning the rapidly growing demand for cannabis products with major growth seen in oils due to their utility as feedstock for various ingestion methods.

Development of the Business

Pursuant to the terms of the Asset Purchase Agreement dated February 22, 2018, the Corporation acquired certain technology and know-how for the CO2 Extractors, including U.S. and Canadian patent applications. The U.S. patent was granted on May 14, 2019 - US 10,286,336 B2 and the Canadian application is pending. The Corporation issued 5,000,000 Common Shares to a James M. Durward, the President and CEO of the Corporation, in connection with the acquisition. The Corporation currently manufactures CO2 Extractors of 2oz, 5oz and 16oz capacities.

Management of the Corporation believes that demand for its Extractors will initially be from individual authorized growers of cannabis around the world.

Why is the cannabis oil market growing so fast?

- Purity - oils contain far less non-cannabinoid material;

- Potency - oils present far higher ratios of the active cannabinoids which allows for significant dilution that results in a higher return than for non-extracted products;

- Value-add - high-quality oil can be made from low-value feedstock; and

- Flexibility - oils can be easily used as feedstock for fast-growing types of ingestion methods, including vape cartridges, transdermal patches, nasal sprays, tinctures and edibles.

Why target the Craft grower?

a) Based on its own research, Management believes there are far more Craft growers than there are large commercial growers;

b) The Corporation offers one of the most affordable CO_2 Extractors to Craft growers. The Corporation uses a patented pumpless technology that allows it to keep prices below what mechanical pump-based extractors sell for;

c) In response to the threat of large corporate cannabis growers and consumer demand for small-batch quality, Craft growers are now seeking to create and brand very-high-quality "appellations", both flower (bud) and oils (think small vineyards/Craft beer); and

d) Until the introduction of the Corporation's small-scale CO2 Extractors, Craft growers generally could not afford large commercial CO2 Extractors. This has resulted in Craft growers selling highly-discounted excess cannabis to extraction companies who extract it into oils, generating significant cash flow in the process.

The Corporation will focus on providing Craft-sized CO2 Extractors to Craft growers worldwide.

Where we are now

1) The Corporation has raised $745,222 from the sale of securities since incorporation in 2018.

2) Marketing and sales plan has been created and tested.

3) Website and e-commerce platform built and operational.

4) Supply chain logistics organized and substantial inventory built.

5) Obtained certification for our Disruptor 16 (our largest extractor) in certain US "cannabis legal" States. The certified and non-certified models are mechanically similar but the certified model uses US-made heaters and timers. Certification does not affect extractor operation but effectively increases the price by approximately US$4,500 as the certification company must visit the installation site at the customer's expense (US$2,500 for the certification plus travel expenses). In management's opinion, the potential benefit of offering a certified version is that it may elevate the market's perception of quality.

6) Dozens of extractors sold since July 2018, with limited marketing and advertising.

7) Granted a US patent on our extraction process.

The Product and Extraction Solvent Analysis

CO2-based extraction has been around for decades and is used extensively in a variety of industries (coffee decaffeination being one). There are a number of large CO2 Extractor manufacturers worldwide. The mechanical-pump-based process used today is essentially the same as the process of 40 years ago and this is why the existing "crop" of pump-based CO2-based extractors all function in essentially the same way. The original systems were developed to be able to cause pressurized CO2 to infiltrate cellular structures, dissolve certain compounds and to then carry those compounds to a decompression chamber where the CO2 undergoes a loss of density causing precipitation of the compounds from solution. The compound-free low-density gaseous CO2 is then cooled to liquid phase and repeatedly mechanically-pumped through the raw material, in what is referred to as "closed-loop" operation. This continues until the raw material is deemed by the operator to be depleted of the target compounds.

The issue is that desirable cannabinoids reside on the surface of the plant.

Cannabinoids are not found deep inside cellular structures; rather they reside on the surface of the cannabis plant - mostly in stalk-like structures called trichomes as seen in the following picture:

Trichomes are delicate and relatively easy to disrupt, allowing the resident cannabinoids to be moved without the high pressures and temperatures required to extract other types of cell-bound compounds. This means that mechanical-pump-based CO_2 systems may not be technically required for CO_2-based cannabinoid extraction.

So why not just use water to flush the trichomes/cannabinoids?

Actually, you can, but the resulting extract will contain many undesirable non-cannabinoid compounds and, depending on the application, may require a lot of post-extraction processing. The reason for this is that water is a "polar" solvent (other examples of polar solvents are ethanol and isopropyl alcohol) and will dissolve many undesirable non-cannabinoid polar compounds. On the other hand, CO_2 is a "non-polar" solvent meaning it is biased toward dissolving "non-polar" compounds - think of trying to mix oil and water - they won't mix because water is polar and oil is non-polar. Cannabinoids are non-polar compounds meaning the CO_2 will dissolve them while not dissolving the undesirable "polar" compounds such as green chlorophyll. This allows CO_2-extracted cannabinoids to retain the original smell and the sought-after amber colour as opposed to polar-compound-extracted extracts that will exhibit a dark green black colour along with poor smell/taste. Furthermore, when the extracted compound(s) separate from the CO_2, the CO_2 leaves no residual solvent in the compounds, a valuable property that cannot be claimed by other solvent types and a property that is in high demand in today's health-conscious world.

Market Analysis

So why would anybody buy a small-scale CO2 Extractor over a butane or alcohol extractor?

Here are some considerations:

1) Hydrocarbon solvents are extremely volatile, especially butane/propane. There are numerous documented cases of explosions causing extreme property damage and, in some cases, death. It is also widely held that butane/propane extracts retain a hydrocarbon residue, not a sought-after medicinal quality;

2) Alcohol extracts are generally poor-smelling, poor tasting, and "off" coloured and require extensive post-extraction processing;

3) CO_2 extraction does not introduce new CO_2 to the atmosphere, rather it uses existing CO_2 rendering CO_2 extraction environmentally benign. CO_2 is also virtually inert and non-flammable (it is used in fire extinguishers) and it leaves zero residue in the extract. CO_2-based extraction is the "state-of-the-art" and provides the purest raw oils available; and

4) Our relatively-low pricing removes the primary cost barrier to CO_2 Extractor purchase and presents a strong economic case for the Craft grower.

Barrier to Entry

While basic CO_2 extraction technology is well understood and can be built by anyone with aptitude and money, lowering the cost to access the individual grower market requires significant innovation to maximize thermodynamic efficiency. We have achieved that by development of a patented process that uses heat differentials to effectively replace mechanical pumps. This keeps our costs significantly lower than those who rely on the mechanical method and allows us access to the Craft grower market.

Staying in touch with the Market

We regularly conduct research to keep abreast of the market with respect to current demand, trends, new technology, competition/pricing, distribution opportunities and regulation. We will also attend trade shows to see what the competition is offering and/or exhibit to gather purchasing interest and sales of our extractors. Based on our research to date, the regulatory environment is supporting rapid growth of the cannabis market generally and this is translating into high demand for oils that, in turn, is driving demand for extractors generally. At the same time, many jurisdictions are restricting hydrocarbon-based extractors due to their explosion potential and this, in combination with demand for high-purity extracts, is driving demand for carbon dioxide extractors.

We believe that individual growers want an extractor that:

a) extracts high-potency, high-purity, no-residual oil;
b) has a capacity that matches their raw material availability;
c) is easy to operate and low maintenance; and
d) has an economically-supported purchase price.

Vape Pens

Vaping involves using a small (commonly the size of a ball-point pen) battery-powered heater to vaporize cannabis oil thereafter inhaling the vapour. Only oil within a certain viscosity range is suitable for vaping as improperly-prepared oil can clog the vaping device. Vape oil can be made essentially odorless and can be flavoured. Vaping has almost immediate effect, is very easy to dose, does not require any rolling papers, pipes, rigs, etc. and minimizes the ingestion of non-cannabinoid compounds. Because of these benefits, vaping is a very fast growing market segment and is expected to continue so. Vape oil can use flower and/or trim as feedstock. **Based on its own internal research,** Management of the Corporation believes that vaping will be the fastest growing market segment over the next five years and that because CO_2-extracted oil can require less post-extraction processing to remove undesirable compounds, CO_2 extraction will remain the extraction method of choice for vape oil.

Marketing Plan

Generally speaking, Craft growers are aware of the benefits of extraction. Visibility, pricing, delivery time and sale terms are key. The Corporation's marketing plan is a combination of Google ADWORD campaigns, grower groups/association, channel referrals, trade shows and advertising in relevant trade publications. Our value proposition features affordability potency, purity and flexibility. Our pricing is believed low enough that the larger CO_2 Extractor manufacturers will hesitate to compete in our segment. Customers want expedited delivery times and our simple design allows for fast production ramp-up when needed. We also offer a "no questions-asked" return policy (subject to re-stocking charges) to provide additional purchasing comfort. Any returned product can be easily, quickly and inexpensively reconditioned. To date we have never had a return.

Manufacturing

Increasing sales brings crowded production schedules and increased customer service requirements. Simple design is paramount and with only one moving part, our design is as simple as it gets. Production consists of four divisions:

1) **Custom machined parts.** We have custom-programmed, third-party CNC machines and lathes available along with alternatives as volume dictates;

2) **Parts and raw material inventory (metal).** We have all necessary sources with alternatives - we carry a significant inventory of parts and can assemble extractors within hours;

3) **Assembly/Quality Control.** Once all the parts are in one place, assembly is done on a contract/piecework basis in space provided by the contractor;

4) **Production Management**. Co-ordination of Items 1 through 3 are handled by an un-related contracted production management company. The verbal contract is good through December 31, 2019 after which it will be subject to renegotiation.

Technical Support

The Corporation provides detailed operating manuals and online tutorials. For the first 90 days support is free, thereafter the operator must subscribe to a $330/year service plan for continuing telephone/e-mail support. This fee is largely to discourage trivial calls about issues that are already explained in the operating manuals. Customer service can be provided remotely and does not require physical space. Customer Service is currently provided by management and expected to continue so for the foreseeable future.

Our Execution Focus

a) **Production efficiency.** The products are designed to be easily built with semi-skilled, piece-work labour.

b) **Advertising our existence and cost/benefits.** We have established and maintain "visibility" programs to promote our extractors and ensure we are easily found by potential buyers. The program includes various advertising campaigns (both digital and paper-based), association memberships, and a referral program. We may include a reseller network.

c) **Inventory.** When buyers want to buy we need to be able to very quickly fill the demand. We currently have a rotating inventory of approximately 20 extractors (total of various sizes) so we can usually ship within one week of paid order.

d) **Fostering customer loyalty and references.** In today's Internet age word-of-mouth travels very fast and customer input carries a lot of weight. Our goal is to proactively engage our customers to ensure they are 100% satisfied.

e) **Minimizing fixed costs.** Contract assembly and online marketing/support all reduce the monthly fixed costs.

Build Costs

Overall average costs are known and may be reduced if larger volumes are ordered. Inventory is expected to be approximately $75,000 - $150,000 at any given time. We expect several inventory turns per year and expect some seasonal fluctuations in demand due to outdoor growers. Indoor grower demand is expected to be year-round. We are not privy to inventory turnover of our competitors.

Parts Suppliers

Our local area is rich with relevant parts sellers and manufacturing services and we have many options. Supplier competition keeps prices reasonable and we are always on the lookout for better quality at lesser prices. We source parts from Canada, the US and China and some parts are long-lead-time. We stock significant numbers of these items.

Shipping and Handling

Extractors must be crated for shipping and crating is provided by an unrelated third-party on a "per-unit" contract basis. There are numerous crating options available at competitive prices.

International Shipping and Customs Brokerage is handled by a third-party customs broker that is experienced at shipping products world-wide. Domestic shipping is handled internally. There are numerous options available at competitive prices. Costs associated with shipping, handling, fees, taxes and any local regulatory compliance are paid for by the buyer. All sales are F.O.B. Calgary, Alberta.

Competition

Due to capacity and price differentials, we believe we do not compete directly with the large CO2 Extractor manufacturers. They target larger commercial growers and we target small Craft growers. In our opinion, these are totally different markets. Our largest extractor is 1lb capacity and our highest price is ~US$7,995, while the larger extractor manufacturers generally begin at ~5lb capacity and >US$50,000 (and go up to >100lbs and over $1mm). The vast price differential is largely due to the equipment and infrastructure required to manage heat related to CO2 flow volume.

We believe that our sole direct CO2-based competitor is a US-based company that builds and sells a 1oz capacity extractor that starts at US$4,000. This extractor does not recapture/recycle CO2 (in our opinion a fundamentally important feature) and they claim worldwide sales. They are private so no financial details are known. Aside from this, we know of no other small-scale CO2 extractors that directly compete with our value proposition and who we would consider a true CO2-based competitor. Hydrocarbon-based extractors using acetone, butane, propane, etc. are commonly used by small growers to extract cannabinoids and we consider these types of extractors as our true competitors. There are countless manufacturers of hydrocarbon-based extractors with capacity-based pricing ranging from hundreds of dollars to tens-of-thousands of dollars.

While CO2 extracts are widely 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 and until now this has kept CO2 Extractors beyond the reach of the individual grower. As previously stated, our direct competitor offers a 1oz extractor at US$4,000, and our cheapest extractor, at 2oz capacity, is US$2,995. A similar capacity rudimentary butane extractor can cost less than $300 and an alcohol extractor could be around $20.

Competitive Analysis

Overall Comparison

Management believes that the Corporation has definitive benefits in:

1) Product Technology – Patented technology provides a compelling advantage in product performance and product preference; and

2) Business Model – Focusing primarily on the Craft-grower market significantly improves the size of the market, decreases the competition, and increases profit potential.

Existing Market Challenges

The Corporation's business model overcomes the challenges that large extractor manufacturing companies face, namely the ability to manufacture a CO2-based extractor at a price the Craft grower can afford.

Product Challenges

Major unexpected challenges could come primarily from:

1) **New Technology**. If a new process was developed that significantly cut the extraction cost while providing the same, or better, "yield", the Corporation may not be able to compete. We are constantly monitoring related science for such developments.

2) **Extract end-user Regulations**. A change in regulation could slow or stop the demand for CO2 extraction. Based on what we see unfolding in Canada and the US, we doubt there will be any material reversal in the cannabis legalization push and the resultant demand for CO2-based oil extractors.

3) **Mechanical Regulations**. Extractors are sold to numerous jurisdictions and each jurisdiction has its own rules, regulations and exemptions. It is possible that a jurisdiction, or multiple jurisdictions, could change regulations and/or enforcement and that such a change(s) could force the price point to be pushed beyond an acceptable level for our target market. At this time we see no reason to believe this will occur.

Three-Year History and Significant Acquisitions and Dispositions

The Corporation was formed in 2018 and has only recently begun to generate revenue.

The only acquisition made to date was pursuant to the terms of the Asset Purchase Agreement between the Corporation and James M. Durward, a director and officer of the Corporation dated February 22, 2018, 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. With respect to the valuation of the assets acquired, the Corporation verified that Mr. Durward developed the technology over a period of three years starting in early 2015 at a cost of approximately $50,000 and 2.5 years of labor related to research and development of the CO2 Extractors. *Refer to related party Note Number 7 in Schedule "A" attached hereto.*

Long Term Objective

Where we are going

The Corporation plans to leverage its patented, proprietary technology to exploit certain high-value segments of the cannabis market, primarily in the US, but not limited to the US, and specifically the believed-to-be tens-of-thousands of small growers of high-quality, small-batch feedstock wanting to enter the fast-growing extracts market.

The Corporation's long term objective is to be a leading global supplier of CO2 Extractors in the next three to five years. The Corporation also intends to pursue acquisitions that management feels may be beneficial to the Company and its shareholders. At this time no potential acquisitions have been identified.

Short Term Objectives and How We Intend to Achieve Them

To accomplish the Corporation's short term goals, the Corporation requires $420,000 of available funds, allocated as follows:

1) Connect with Craft-scale growers. The Corporation has developed and tested a marketing/advertising program. The Corporation believes that it knows what to do and how much it will cost to do it. The marketing program is expected to cost approximately $130,000 over the next 12 months.

2) Provide and manufacture small-scale extractors. The Corporation believes it owns the only patented small-scale CO2-based ("**CO2**") extraction technology suitable for Craft-sized growers. The Corporation has significant inventory and sales began in the latter half of 2018. Management expects inventory will require approximately $70,000 over the next 12 months.

3) To become a reporting issuer in Canada to enable the Corporation to develop an additional organized market for its Common Shares and obtain a listing on the Canadian Securities Exchange. The cost to become a reporting issuer and become listed on the CSE is expected to be approximately $60,000.

4) To provide for general and administrative funds in the amount of $80,000 over the next 12 months.

5) To have sufficient funding to pay aggregate management fees of $80,000 to James M. Durward and Dwayne Vinck over the next 12 months.

There is no guarantee that any of the above objectives will be accomplished. The Corporation expects to achieve the above objectives within 12 months following the date of listing on the CSE.

USE OF AVAILABLE FUNDS

Business Objectives

The Corporation's business objectives are to become a manufacturer of CO2 Extractors for sale worldwide. The key elements of the business strategy by which the Corporation intends to achieve these goals include the following:

- Increase Demand - Management believes that the Corporation can increase demand for its CO2 Extractors by conducting marketing programs consisting of advertising through various media, including industry-related magazines and online platforms. Advertising is expected to increase the visibility of the Corporation's products to prospective buyers resulting in an increase in sales. The Corporation does not publish details of its proprietary marketing and advertising programs as the Corporation considers these programs a trade secret and it could harm the Corporation by disclosing details of its marketing and advertising programs.

- Leverage its innovative C02 Extractors to new markets in the US and internationally - Management believes its patented CO2 Extractors and the Corporation's core competencies can be leveraged for applications in multiple markets worldwide.

Working Capital

As at May 31, 2019 and February 28, 2019, the Corporation had available working capital of $256,857 and $235,377, respectively. As of August 31, 2019, the Corporation had available working capital of $565,112.

The Corporation estimates that its total operating costs for the 12 months following the date of this Prospectus will be $420,000 to fund the short-term objectives of the Corporation described in more detailed above.

Over the next 12 months, the Corporation anticipates raising additional capital through private placement offerings to further expand its current markets and exploit other business opportunities as they may present themselves.

Milestones

Commencement Date	Milestone	Approximate Cost to Complete	Status
Aug 2019 - Dec 2019	- File Prospectus; - Commence trading on the CSE; - Complete associated audit review requirements; and - Incur and pay legal and listing fees and third party independent report fees.	$60,000	In progress. Expected completion by Dec 31, 2019. Listing application conditionally approved, audit requirements completed and audit and legal fees paid or accrued to date.
Nov 2019 - Mar 2020	Complete the rolling inventory build of 20 CO2 extractors.	$70,000	In progress. Parts mostly accumulated. Build completion expected before Sept 30, 2019
Nov 2019 – Nov 2020	Construct and execute a marketing and sales campaign.	$130,000	In progress. Initial marketing and sales plan has been developed and execution has begun.
Nov 2019 – Nov 2020	To provide for general and administrative funds over the next 12 months.	$80,000	In progress
Nov 2019 – Nov 2020	To have sufficient funding to pay management fees to James M. Durward and Dwayne Vinck over the next 12 months.	$80,000	To commence from the date of listing on the CSE.

The working capital described above is sufficient to achieve the foregoing milestones and does take into account any revenue that the Corporation recently began to generate. See "*Financial Statements, Management's Discussion and Analysis and Selected Financial Information*" for a breakdown of expected costs. Actual costs are constantly fluctuating and are subject to change.

Funds Available

This is a non-offering Prospectus. The Corporation is not raising any funds in conjunction with this Prospectus. Accordingly, there are no proceeds.

As at August 31, 2019, the Corporation had working capital of approximately $565,112 which comprises the funds available with which to fund the principal purposes set out below.

The Corporation will require additional funds to provide sufficient working capital and for general corporate purposes. The Corporation intends to make additional debt and/or equity offerings to raise further funds.

Use of Available Funds

The principal purposes for which the funds available as at August 31, 2019 are intended to be used, in order of priority, are as follows:

Description	Funds to be Expended
File the Prospectus and complete listing requirements for listing on CSE	$60,000
Complete the manufacture of 20 CO2 extractors	$70,000
Construct and execute a marketing and sales campaign	$130,000
General and administrative costs	$80,000
Management costs	$80,000
Unallocated working capital	$145,112
TOTAL estimated working capital as at August 31, 2019:	**$565,112**

Note:

(1) See "*Financial Statements, Management's Discussion and Analysis and Selected Financial Information*".

The Corporation intends to spend the funds available as stated in this Prospectus; however, there may be circumstances where, for sound business reasons, a reallocation of funds may be necessary. See "*Risk Factors*".

The Corporation intends to complete a private placement financing in order to meet its financial needs. Costs to complete such financing will be deducted from proceeds of the financing.

DIVIDEND POLICY

The Corporation has never paid any cash dividends and intends, for the foreseeable future, to retain any future earnings for the development of the Corporation's business. The Corporation's future dividend policy will be determined by the board of directors on the basis of various factors, including the Corporation's results of operations, financial condition, capital requirements and investment opportunities.

FINANCIAL STATEMENTS, MANAGEMENT'S DISCUSSION AND ANALYSIS AND SELECTED FINANCIAL INFORMATION

Attached to and forming a part of this Prospectus are the audited financial statements of the Corporation for the period from January 24, 2018 (date of incorporation) and ended February 28, 2019 (included as Schedule "A") and the unaudited interim financial statements of the Corporation for the three months ended May 31, 2019 (included as Schedule "B").

Management's Discussion and Analysis of Financial Results for the Corporation for the period from January 24, 2018 (date of incorporation) and ended February 28, 2019 are included as Schedule "C". Management's Discussion and Analysis of Financial Results for the three month period ended May 31, 2019 is included as Schedule "D".

The following selected financial information is subject to the detailed information contained in the financial statements of the Corporation and related notes thereto. The following selected financial information is derived from the unaudited interim financial statements for the three months ended May 31, 2019 and the audited financial statements for the year ended February 28, 2019.

	For the three months ended May 31, 2019	**For the year ended February 28, 2019**
Total assets	$271,315	$269,172
Working capital surplus (deficiency)	$256,857	$235,377
Non-current liabilities and debt	$Nil	$Nil
Total Liabilities	$8,856	$28,133
Loss for the period	($19,602)	($256,963)
Number of Common Shares	21,000,100	20,700,100

DESCRIPTION OF SECURITIES

The Corporation is authorized to issue an unlimited number of Common Shares without nominal or par value of which, as at the date hereof, 21,062,600 Common Shares are issued and outstanding as fully paid and non-assessable Common Shares in the capital of the Corporation.

Common Shares

Holders of Common Shares are entitled to vote at all meetings of shareholders of the Corporation, to receive dividends if, as and when declared by the directors and to participate rateably in any distribution of property or assets upon the liquidation, winding-up or other dissolution of the Corporation.

Special Warrants

On July 24, 2019, the Corporation closed a Private Placement and issued 4,590,250 Special Warrants at a price of $0.08 per Special Warrant. The Special Warrants automatically convert into units ("**Units**") of the Corporation and will be deemed to have been exercised and converted without any further action on the part of the Holder or the payment of additional consideration on the earliest of: (i) the first business day following the date on which a receipt for a final prospectus has been issued to the Corporation by the securities regulatory authorities in a Province of Canada; or (ii) the 365th day following the date of issuance of the Special Warrants. On conversion, each Unit shall consist of one Common Share of the Company and one warrant ("**Warrant**"). Each Warrant is exercisable into one Common Share of the Company upon payment to the Company of $0.20 on or before the date that is 12 months from the conversion date of the Special Warrants. In addition, the Corporation issued 93,575 Special Warrants to certain finders who assisted the Corporation in raising funds under the Private Placement. The terms of the Special Finders Warrants are identical to the Special Warrants.

The Special Warrants, Special Finder Warrants and the Common Shares underlying them are qualified for distribution by this Prospectus.

CONSOLIDATED CAPITALIZATION

The following table summarizes the Corporation's capitalization at May 31, 2019 and as of the date of this Prospectus and is qualified in its entirety by the Corporation's unaudited interim financial statements for the three-month period ended May 31, 2019:

Description	Outstanding as at May 31, 2019[(1)]	Outstanding as at the date of this Prospectus on an undiluted basis	Outstanding as the date of this Prospectus on a fully-diluted basis[(3)]
Common Shares	21,000,100 ($378,002)	21,062,600 ($383,002)	21,062,600 $383,002)
Special Warrants	Nil	4,590,250[(1)] ($367,220)	9,180,500[(2)] ($367,220)
Special Finder Warrants	Nil	93,575[(3)]	187,150[(4)]
Incentive Stock Options	2,100,000 ($161,292)	2,100,000[(5)] ($161,292)	2,100,000 ($161,292)

Notes:

(1) On July 24, 2019, the Corporation completed a Private Placement of 4,590,250 Special Warrants at a price of $0.08 per Special Warrant. Each Special Warrant automatically converts into Units of the Corporation and will be deemed to have been exercised without any further action on the part of the investor on the earliest of: (i) the first business day following the date on which a receipt for a final prospectus has been issued to the Corporation by the securities regulatory authorities in a Province of Canada; or (ii) the 12th month following the date of issuance of the Special Warrants. On conversion, each Unit shall consist of one Common Share of the Corporation and one common share purchase warrant. Each Warrant is exercisable into one Common Share upon payment to the Corporation of $0.20 on or before the date that is 12 months from the conversion date of the Special Warrants.

(2) Assumes the issuance of an aggregate 9,180,500 Common Shares reserved for issuance on conversion of the Special Warrants and all underlying Common Shares issuable upon exercise of the Warrants.

(3) Represents the 93,575 Special Finder Warrants issued to certain finders who assisted the Corporation in raising funds under the Private Placement. The terms of the Special Finders Warrants are identical to the Special Warrants.

(4) Assumes the issuance of an aggregate 187,150 Common Shares reserved for issuance on conversion of the Special Finder Warrants issued under the Private Placement.

(5) Represents 2,100,000 Common Shares reserved for issuance on exercise of 2,100,000 Common Shares reserved for issuance on exercise of outstanding stock options.

OPTIONS TO PURCHASE SECURITIES

The Corporation has adopted an incentive stock option plan (the "**Stock Option Plan**") pursuant to which it has issued options to purchase an aggregate of Common Shares as set out in the table below (the "**Stock Options**"). The Stock Options are qualified for distribution pursuant to this Prospectus.

The Stock Option Plan provides that the Board of Directors of the Corporation may from time to time, in its discretion, and in accordance with Exchange requirements, grant to directors, officers and technical consultants to the Corporation, non-transferable options to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 10% of the Corporation's issued and outstanding Common Shares, exercisable for a period of up to a maximum of ten years from the date of grant,. The number of Common Shares reserved for issuance to any individual director or officer will not exceed 5% of the issued and outstanding Common Shares and the number of Common Shares reserved for issuance to all technical consultants will not exceed 2% of the issued and outstanding Common Shares. Options may be within 90 days following cessation of the Optionee's position with the Corporation, provided that if the cessation of office, directorship or technical consulting arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option.

The Corporation has an aggregate of 2,100,000 incentive Stock Options outstanding under the Plan, as summarized in the following table:

Group	Number of Options/ Rights[(1)]	Securities Under Options/ Rights	Grant Date	Expiry Date	Exercise Price per Common Share ($)	Market Value of Common Shares on Grant Date[(1)] ($)	Market Value of Common Shares as of Date of Prospectus[(1)] ($)
Executive officers and past executive officers of the Corporation as a group	975,000	975,000	Mar 21, 2019	Five years from date of issuance	$0.08	N/A	N/A
Directors and past directors of the Corporation as a group	1,125,000	1,125,000	Mar 21, 2019 and Apr 1, 2019	Five years from date of issuance	$0.08	N/A	N/A
Consultants and other non-executive personnel of the Corporation as a group	Nil	Nil	Nil	Nil	Nil	Nil	Nil
TOTAL:	**2,100,000**						

Note:

(1) The Corporation's Shares do not yet trade on any market.

PRIOR SALES

Prior Sales of the Corporation

The following table summarizes the sales of securities of the Corporation or the sale of securities by a Related Person over the twelve (12) month period prior to the date of this Prospectus:

Date	Price per Security ($)	Number and Type of Security	Reason for Issuance
January 24, 2018	$0.01	100 Common Shares	$1.00[(1)]
February 22, 2018	$0.0000002	5,000,000 Common Shares	$1.00 (deemed)[(2)]
February 27, 2018	$0.02	7,500,000 Common Shares	Private Placement for $150,000[(3)]
February 28, 2018	$0.04	2,500,000 Common Shares	Private Placement for $100,000[(4)]
October 12, 2018	$0.02	5,600,000 Common Shares	Private Placement for $112,000[(5)]
October 12, 2018	$0.04	100,000 Common Shares	Private Placement for $4,000[(6)]
April 2, 2019	$0.02, $0.04 and $0.06	300,000 Common Shares	Shares for Debt ($12,000 deemed)[(7)]
July 24, 2019	$0.08	4,590,250 Special Warrants	Private Placement of Special Warrants for $367,220[(8)]
July 31, 2019	$0.08	62,500 Common Shares	Shares for Debt ($5,000 deemed)[(9)]

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 at the then carrying cost as the transaction was with a related party.

(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.

(5) Issued in connection with a private placement of 5,600,000 Common Shares at $0.02 for aggregate proceeds of $112,000.

(6) Issued in connection with a private placement of 100,000 Common Shares at $0.04 for aggregate proceeds of $4,000.

(7) Issued in connection with a shares for debt transaction of 300,000 Common Shares consisting of 100,000 Common Shares at $0.02, 100,000 Common Shares at $0.04 and 100,000 Common Shares at $0.06, for aggregate deemed proceeds of $12,000.

(8) Issued in connection with a private placement of 4,590,250 Special Warrants at a price of $0.08 per Special Warrant. The Special Warrants automatically convert into units ("**Units**") of the Corporation and will be deemed to have been exercised and converted without any further action on the part of the Holder or the payment of additional consideration on the earliest of: (i) the first business day following the date on which a receipt for a final prospectus has been issued to the Corporation by the securities regulatory authorities in a Province of Canada; or (ii) the 365th day following the date of issuance of the Special Warrants. On conversion, each Unit shall consist of one Common Share of the Company and one warrant ("**Warrant**"). Each Warrant is exercisable into one Common Share of the Company upon payment to the Company of $0.20 on or before the date that is 12 months from the conversion date of the Special Warrants. In addition, the Corporation issued 93,575 Special Warrants to certain finders who assisted the Corporation in raising funds under the Private Placement. The terms of the Special Finders Warrants are identical to the Special Warrants. The Special Warrants, Special Finder Warrants and the Common Shares underlying them are qualified for distribution by this Prospectus.

(9) Issued in connection with a shares for debt transaction of 62,500 Common Shares at $0.08, for aggregate deemed proceeds of $5,000.

Trading Price and Volume

The securities of the Corporation are not traded or quoted on any stock exchange or other marketplace.

ESCROWED SECURITIES AND OTHER SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

None of the Corporation's issued shares are held in escrow or are subject to a contractual restriction on transfer. Pursuant to the policies of the CSE, all securities of the Corporation held by a principal will be subject to escrow restrictions in accordance with National Policy 46-201 "Escrow for Initial Public Offerings" ("**NP 46-201**"). A principal who holds securities carrying less than 1% of the voting rights attached to the Corporation's outstanding securities following the listing will not be subject to the escrow requirements under NP 46-201. Under the NP 46-201, a "principal" is defined as:

(a) a person or company who acted as a promoter of the issuer within two years before the IPO Prospectus;

(b) a director or senior officer of the issuer or any of its material operating subsidiaries at the time of the IPO Prospectus;

(c) a 20% holder – a person or company that holds securities carrying more than 20% of the voting rights attached to the issuer's outstanding securities immediately before and immediately after the issuer's IPO; or

(d) a 10% holder – a person or company that (i) holds securities carrying more than 10% of the voting rights attached to the issuer's outstanding securities immediately before and immediately after the issuer's IPO and (ii) has elected or appointed, or has the right to elect or appoint, one or more directors or senior officers of the issuer or any of its material operating subsidiaries.

To the best of the knowledge of the Corporation, the following table discloses the names and municipalities of residence of the securityholders, the number of Common Shares and Special Warrants anticipated to be held in escrow upon completion of the listing pursuant to 46-201, and the percentage that those numbers represent of the outstanding Common Shares.

Name and Municipality of Residence of Securityholder	Designation of Class	After Giving Effect to the Proposed Transaction	
		No. of Securities to be held in escrow	Percentage of Class (undiluted)
James M. Durward, Calgary, Alberta, Canada	Common Shares	10,167,500	48.27%
Neil Runions, Calgary, Alberta, Canada	Common Shares	1,100,000	5.22%
G. Steven Price, Calgary, Alberta, Canada	Common Shares	1,000,000	4.75%
Dusan Kuzma(1), Calgary, Alberta, Canada	Special Warrants	6,250	0.03%
Dwayne Vinck(1), Calgary, Alberta, Canada	Special Warrants	112,500	0.53%

Note:

(1) The underlying Common Shares and Warrants issued upon conversion of the Special Warrants will also be subject to escrow.

The Corporation is expected to be an "emerging issuer" for the purposes of 46-201 and accordingly, a principal's escrowed securities in an emerging issuer will be released as follows:

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

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 Common Shares other than the following:

Name	Nature of Holdings	Number of Common Shares	Percentage of Issued and Outstanding Common Shares (undiluted)	Percentage of Issued and Outstanding Common Shares (fully-diluted)
James M. Durward(1)	Direct	10,167,500	48.27%	31.25%

Note:

(1) Assumes 32,530,250 Common Shares outstanding upon conversion of the Special Warrants and Special Finders Warrants, exercise of the underlying Warrants, and exercise of outstanding stock options.

DIRECTORS AND EXECUTIVE OFFICERS

Directors and Executive Officers

The following table sets forth certain information about the Corporation's current directors and executive officers and the current executive officers of its subsidiaries:

Name and Municipality of Residence	Position Held	Date First Elected or Appointed
James M. Durward(1), Calgary, Alberta, Canada	President, Chief Executive Officer, Corporate Secretary and Director	Director and Officer since: Jan 24, 2018
G. Steven Price(1)(2), Calgary, Alberta, Canada	Director	Director since: Feb 21, 2018
Dusan Kuzma(1), Calgary, Alberta, Canada	Director	Director since: Mar 19, 2018
Dwayne Vinck, Calgary, Alberta, Canada	Chief Financial Officer	Officer since: Apr 1, 2019
Neil A. Runions, Calgary, Alberta, Canada	Director	Director since: Aug 1, 2019

Notes:

(1) Member of the Audit Committee

(2) Chairman of the Audit Committee.

All directors hold office until their successors are duly appointed or until their earlier resignation or removal. As at the date herein, as a group, the directors and executive officers of the Corporation held an aggregate of 12,267,600 Common Shares or 58.24% of the issued and outstanding Common Shares in the capital of the Corporation.

James M. Durward *- President, Chief Executive Officer, Corporate Secretary and Director* (Age: 65)

Mr. Durward has been the President, Chief Executive Officer, Corporate Secretary and a Director of the Corporation since inception on January 24, 2018. 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 will devote approximately 100% of his time to perform the work required in connection with the management of the Corporation.

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

Dwayne Vinck, CPA, CA – *Chief Financial Officer* (Age: 54)

Mr. Vinck has been the Chief Financial Officer of the Corporation since April 1, 2019. Mr. Vinck is the Chairman of Sulfur Recovery Engineering, Owner of Chartered Accountant Practice providing financial statement audits, reviews, consulting, and financial controls evaluations with twenty four years various business experience including financial reporting and directorships, executive leadership, change management, project leadership, mergers and acquisitions. Chief Financial Officer of Braveheart Resources Inc., and West High Yield (W.H.Y.) Resources Ltd., past Chief Financial Officer of Unitech Energy Resources Ltd, and past President of Hunting Oilfield Services Canada.

Mr. Vinck will devote the time necessary to perform the work required in connection with fulfilling his duties as the Chief Financial Officer of the Corporation which is estimated to be approximately 20% of his time.

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

G. Steven Price, P. Eng – *Director* (Age: 66)

Mr. Price has been a Director of the Corporation since February 21, 2018. Mr. Price is currently the President of 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 or TSX-V).

Mr. Price will devote the time necessary to perform the work required in connection with fulfilling his duties as a Director of the Corporation which is estimated to be approximately 10% of his time.

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

Dusan Kuzma – *Director* (Age: 39)

Mr. Kuzma has been a Director of the Corporation since March 19, 2018. 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 will devote the time necessary to perform the work required in connection with fulfilling his duties as a Director of the Corporation which is estimated to be approximately 10% of his time.

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

Neil A. Runions - *Director of the Corporation* (Age: 62)

Mr. Runions has been a Director of the Corporation since August 1, 2019. Mr. Runions' financial career has spanned 35+ years, with 20+ of those years fulfilling senior Corporate Finance Business Development roles with various tier one banks. He has also been involved as co-founder, Director and CFO of a private oil & gas exploration company with subsequent listing on the TSX, as well as holding C-suite executive positions with several other private and public companies. Mr. Runions is currently Managing Director, Corporate Finance Western Canada with National Bank of Canada where for the last two years he has been providing lending and advisory services for private and public companies in the manufacturing, service, construction, technology, agriculture and life science sectors. From 2012 - 2016 Mr. Runions served as Vice President, Treasurer with Black Diamond Group, a public oil and gas service company with operations throughout North America and Australia.

Mr. Runions will devote the time necessary to perform the work required in connection with fulfilling his duties as a Director of the Corporation which is estimated to be approximately 10% of his time.

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

Corporate Cease Trade Orders or Bankruptcies

Other than as disclosed below, no director, officer, Insider or Promoter or a shareholder of the Corporation holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation is, or within ten years before the date of the Prospectus, has been, a director, officer, Insider or Promoter of any other Issuer that, while that person was acting in that capacity, (a) was the subject of a cease trade or similar order, or an order that denied such Issuer access to any statutory exemptions for a period of more than 30 consecutive days; or (b) became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Penalties or Sanctions

Other than as disclosed below, no director, officer, Insider or Promoter of the Corporation, or a shareholder of the Corporation holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation, has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulatory authority that would likely be considered important to a reasonable investor in making an investment decision.

Mr. Vinck is the Chief Financial Officer of West High Yield (W.H.Y.) Resources Ltd. ("**West High**"). On December 20, 2018, West High announced that it had concluded a settlement agreement with the Alberta Securities Commission with respect to the resolution of certain issues arising from a news release issued on October 5, 2017. The news release pertained to a potential transaction to sell all of its's mining assets to a US based company. On November 3, 2017, the company issued a news release which clarified the sale agreement to sell its assets. In the settlement, West High acknowledged that it was in breach of certain sections of the *Securities Act* (Alberta) resulting from the October 5, 2017 news release. West High agreed to pay a monetary settlement of Two Hundred Thousand Dollars and provided an undertaking to ensure that the Directors and Officers of the company are provided with training in best practices for public company governance and disclosure within one year.

Personal Bankruptcies

No director, officer, Insider or Promoter of the Corporation, or a shareholder of the Corporation holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation, or a personal holding company of any such persons has, within the 10 years before the date of this Prospectus, become bankrupt, 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 such person's assets.

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. All of the directors, officers, Insiders and Promoters are engaged in and will continue to be engaged in corporations or businesses which may be in competition with the search by the Corporation for businesses or assets in order to close a Qualifying Transaction. Accordingly, situations may arise where some or all of the directors, officers, Insiders and Promoters will be in direct competition with the Corporation. Conflicts, if any, will be subject to the procedures and remedies as provided under the *Business Corporations Act* (Alberta).

STATEMENT OF EXECUTIVE COMPENSATION

The following information is provided in accordance with Form 51-102F6V - *Statement of Executive Compensation - Venture Issuers*, for the financial year ended February 28, 2019.

General

The purpose of the following is to provide information about the Corporation's philosophy, objectives and processes regarding compensation of the Corporation's directors and for the following executive officers of the Corporation (referred to herein as "**Named Executive Officers**"):

(a) each individual who, in respect of the Corporation, during any part of the most recently completed financial year, served as chief executive officer, including an individual performing functions similar to a chief executive officer;

(b) each individual who, in respect of the Corporation, during any part of the most recently completed financial year, served as chief financial officer, including an individual performing functions similar to a chief financial officer;

(c) in respect of the Corporation and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than $150,000, as determined in accordance with subsection 1.3(5) of Form 51-102F6V, for that financial year;

(d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the Corporation, and was not acting in a similar capacity, at the end of that financial year.

The Named Executive Officers of the Corporation during the last completed fiscal year of the Corporation ending on February 28, 2019 ("**Fiscal 2019**") were James M. Durward, the President, Chief Executive Officer and Corporate Secretary of the Corporation and David D. Heighington, the Chief Financial Officer of the Corporation. There were no other Named Executive Officers during Fiscal 2019. Mr. Heighington resigned as Chief Financial Officer on March 31, 2019 and Dwayne Vinck was appointed Chief Financial Officer on April 1, 2019.

The following individuals served as directors of the Corporation during Fiscal 2019: James M. Durward, G. Steven Price, David D. Heighington and Dusan Kuzma. Mr. Heighington resigned as a director of the Corporation on August 1, 2019 and Neil Runions was appointed a director on August 1, 2019.

Compensation Discussion and Analysis - Oversight and Description of Directors and Named Executive Officers Compensation

Compensation of Named Executive Officers

During Fiscal 2019, the Corporation did not have a formal compensation committee. The Corporation's board of directors (the "**Board**") informally discussed and approved the compensation to the Named Executive Officers, ensuring that total compensation paid to all Named Executive Officers is fair and reasonable and is consistent with the Corporation's compensation philosophy.

The Corporation only recently began to generate revenue and will rely on equity financings to fund the expansion of its CO2 manufacturing business and corporate activities. Therefore, as the Corporation seeks to attract, retain and motivate highly skilled and experienced executive officers, it must at the same time consider current market and industry circumstances and the Corporation's liquidity and ability to raise further capital.

Executive Compensation Philosophy and Objectives

The Corporation's principal goal is to create value for its shareholders. The Corporation's compensation philosophy reflects this goal, and is based on the following fundamental principles:

- Compensation programs align with shareholder interests – the Corporation aligns the goals of executives with maximizing long term shareholder value;
- Performance sensitive – compensation for executive officers should be linked to operating and market performance of the Corporation and fluctuate with the performance; and
- Offer market competitive compensation to attract and retain talent – the compensation program should provide market competitive pay in terms of value and structure in order to retain existing employees who are performing according to their objectives and to attract new individuals of the highest calibre.

The Corporation does not have a formal compensation program with set benchmarks; however, the Corporation does have an informal program designed to encourage, compensate and reward employees on the basis of individual and corporate performance, both in the short and the long term, and to align the interests of executive officers with the interest of the Corporation's shareholders. This alignment of interests is achieved by making long term equity-based incentives through the granting of stock options, a significant component of executive compensation (on the assumption that the performance of the Corporation's common share price over the long term is an important indicator of long term performance).

The objectives of the compensation program in compensating the Named Executive Officers are derived from the above-mentioned compensation philosophy and are as follows: to attract, motivate and retain highly skilled and experienced executive officers; to align the interests of executive officers with shareholders' interests and with the execution of the Corporation business strategy; and, to tie compensation directly to measurements and rewards based on achieving and exceeding performance expectations.

Competitive Compensation

The Corporation is dependent on individuals with specialized skills and knowledge related to the cannabis oil extraction business, corporate finance and management. Therefore, the Corporation seeks to attract, retain and motivate highly skilled and experienced executive officers by providing competitive compensation. The Board reviews data related to compensation levels and programs of various companies that are similar in size to the Corporation and operate within cannabis oil extraction and industry. The Board also relies on the experience of its members as officers and/or directors at other companies in similar lines of business as the Corporation in assessing compensation levels. These other companies are identified below under the heading "*Corporate Governance*".

The purpose of this process is to:

- understand the competitiveness of current pay levels for each executive position relative to companies with similar revenues and business characteristics;
- identify and understand any gaps that may exist between actual compensation levels and market compensation levels; and
- establish a basis for developing salary adjustments and short-term and long-term incentive awards.

Elements of Executive Compensation

A combination of fixed and variable compensation is used to motivate executives to achieve overall corporate goals. For the financial year ended February 28, 2019, the three basic components of executive officer compensation were:

- base salary;
- annual incentives (cash bonus); and
- option-based awards (long term compensation).

Base salary comprises the portion of executive compensation that is fixed, whereas annual incentives and option based compensation represent compensation that is "at risk" and thus may or may not be paid to the respective executive officer depending on: (i) whether the executive officer is able to meet or exceed his or her applicable performance expectations; (ii) market performance of the Corporation's common shares; and, (iii) the Corporation's liquidity and ability to raise further capital in the prevailing economic environment.

No specific formulae have been developed to assign a specific weighting to each of these components. Instead, the Board reviews each element of compensation for market competitiveness, and it may weigh a particular element more heavily based on the Named Executive Officer's role and responsibilities within the Corporation. The focus is on remaining competitive in the market with respect to 'total compensation' as opposed to within any one component of executive compensation.

The Board reviews and approves on an annual basis the cash compensation, performance and overall compensation package of each Named Executive Officers, with appropriate abstentions for conflict, if applicable.

Base Salary

The Board of directors approve the salary ranges for the Named Executive Officers. Base salaries are set with the goal of being competitive with corporations of a comparable size and at the same stage of development, thereby enabling the Corporation to compete for and retain executives critical to the Corporation's long-term success. In determining the base salary of an executive officer, the Board places equal weight on the following criteria:

- the particular responsibilities related to the position;
- salaries paid by comparable businesses;
- the experience level of the executive officer; and
- his or her overall performance or expected performance (in the case of a newly hired executive officer).

The Board makes an assessment of these criteria, and using this information together with budgetary guidelines and other internally generated planning and forecasting tools, performs an annual assessment of the compensation of all executive officer and employee compensation levels. To date, comparative data for the Corporation's peer group has been accumulated internally, without the use of any external independent consultants or compensation specialists.

For employees of the Corporation, management is responsible for preparing an individual evaluation process for each employee and then conducting reviews on an annual basis. The evaluation framework is objective where a number of factors are judged for each employee.

Annual incentives (Cash Bonus)

Executive officers are eligible for an annual discretionary bonus, payable in cash. The Board approves such annual incentives and assesses each active Named Executive Officers' performance and his or her respective contribution to the Corporation's success, and after taking into account the financial and operating performance of the Corporation, makes a decision. In the financial year ended February 28, 2019, the Board did not pay any bonuses to the Named Executive Officers or other employees in light of the prevailing economic conditions and the Corporation's desire to preserve capital.

Option based awards (Long-Term Compensation)

The Corporation has adopted a formal Stock Option Plan. See "*Options to Purchase Securities*" for details of the Stock Option Plan.

Compensation of Directors

The Board of Directors sets the compensation received by directors. Currently, the Corporation does not compensate its directors in their capacity as directors of the Corporation except that each director is eligible to receive stock options granted pursuant to the Corporation's stock option plan. The Corporation has compensated the directors with stock options in the past, and there are currently 1,725,000 Stock Options held by directors.

Director and Named Executive Officer Compensation

Director and Named Executive Officer Compensation, Excluding Stock Options and Other Compensation Securities

The following table sets forth information concerning the total compensation (other than the compensation disclosed in Item 2.3 hereof) paid during Fiscal 2019 to all persons who were Named Executive Officers or directors during the past two fiscal years.

TABLE OF COMPENSATION EXCLUDING COMPENSATION SECURITIES

Name and Position	Fiscal Year Ended Feb 28, 2019	Salary, Consulting Fee, Retainer or Commission ($)	Bonus ($)	Committee or Meeting Fees ($)	Value of Perquisites ($)	Value of all Other Compensation ($) (3)	Total Compensation ($)
James M. Durward Director, President and CEO	2019	25,000	Nil	Nil	Nil	52,800	77,800
David D. Heighington Director and CFO(1)(2)	2019(1)	Nil	Nil	Nil	Nil	26,400	26,400
Dusan Kuzma Director	2019	Nil	Nil	Nil	Nil	26,400	26,400
G. Steven Price Director	2019	Nil	Nil	Nil	Nil	26,400	26,400

Notes:

(1) David D. Heighington served as CFO until his resignation on March 31, 2019. Dwayne Vinck was appointed CFO on April 1, 2019.

(2) David D. Heighington resigned as a Director of the Corporation on August 1, 2019.

(3) On March 14, 2018, the Company granted 1,500,000 common share purchase options to directors of the Corporation. The stock options were exercisable at a price of $0.10 per share, expire in five years and the options vested immediately at the date of grant. The fair value of the 1,500,000 stock options granted on March 14, 2018 is $0.088 per option, calculated at the grant date using the Black-Scholes option pricing model.

External Management Companies

None of the Named Executive Officers are employees of the Corporation. The Corporation has not entered into any agreements or arrangements with any external management company for the provision of services by any of the Named Executive Officers.

Stock Options and Other Compensation Securities

The Corporation has 2,100,000 Stock Options outstanding. On March 21, 2019, the Company and optionees agreed to cancel the 1,500,000 common shares purchase options previously issued. The Company granted 1,725,000 common share purchase options to directors of the Corporation. The stock options are exercisable at a price of $0.08 per share, expire in five years and the options vested immediately at the date of grant. On April 1, 2019, the Company granted 375,000 common share purchase options to an officer of the Corporation. The stock options are exercisable at a price of $0.08 per share, expire in five years and the options vested immediately at the date of grant.

No stock options or other compensation securities were exercised during Fiscal 2019.

Other than as described above, not other stock options or other compensation securities were issued or outstanding as the end of Fiscal 2019.

Stock Option Plans and Other Incentive Plans

The Corporation has established a formal Stock Option Plan. See "*Options to Purchase Securities*" for details.

Employment, Consulting and Management Agreements

There are no management functions of the Corporation that are to any substantial degree performed by a person or Corporation other than the directors or executive officers (or private companies controlled by them, either directly or indirectly) of the Corporation.

Pension Disclosure

The Corporation does not have any defined benefit or defined contribution pension plans in place which provide for payments or benefits at, following, or in connection with retirement.

Changes to Compensation

There have been no changes to compensation in Fiscal 2019.

The following table sets forth information concerning the total compensation (other than the compensation disclosed under *"Stock Option Plans and Other Incentive Plans"*, below) that will be paid to the 2019 NEOs in the upcoming fiscal year.

TABLE OF COMPENSATION EXCLUDING COMPENSATION SECURITIES

Name and Position	Fiscal Year Ended February 28	Salary, Consulting Fee, Retainer or Commission[(1)]	Bonus ($)	Committee or Meeting Fees ($)	Value of Perquisites ($)	Value of all Other Compensation ($)	Total Compensation ($)
James M. Durward[(1)] President, CEO, Corporate Secretary and Director	2019	Nil	Nil	Nil	Nil	Nil	Nil
Dwayne Vinck[(1)] CFO	2019	Nil	Nil	Nil	Nil	Nil	Nil

Note:

(1) The Corporation will not pay a salary to these individuals but will pay them on an hourly basis for tasks performed in their respective roles which is estimated to be approximately $80,000 over the next 12 months.

Stock Option Plans and Other Incentive Plans

As stated above, has 2,100,000 Stock Options outstanding under its Stock Option Plan (see "*Options to Purchase Securities* "). The following table sets forth details for all Stock Options granted to the directors and officers of the Corporation. The Corporation had no other compensation securities issued or outstanding or approved for issuance other than the following.

COMPENSATION SECURITIES							
Name and Position[2]	**Number of Stock Options (#)**	**Number of Underlying Securities and [Percentage of Class] (#)**	**Date of Issue or Grant**	**Issue, Conver-sion or Exercise Price ($)**	**Closing Price of Security or Underlying Security on Date of Grant[1] ($)**	**Closing Price of Security or Underlying Security At Year end Fiscal 2019[1] ($)**	**Expiry Date**
James M. Durward President, Chief Executive Officer, Corporate Secretary and Director[1]	600,000	600,000 (28.57%)	Mar 21, 2019	$0.08	N/A	N/A	Five years from date of issuance
Dwayne Vinck Chief Financial Officer	375,000	375,000 (17.86%)	April 1, 2019	$0.08	N/A	N/A	Five years from date of issuance
Dusan Kuzma Director	375,000	375,000 (17.86%)	Mar 21, 2019	$0.08	N/A	N/A	Five years from date of issuance
G. Steven Price Director	375,000	375,000 (17.86%)	Mar 21, 2019	$0.08	N/A	N/A	Five years from date of issuance

Notes:
(1) The Corporation's Shares do not yet trade on any market.
(2) David D. Heighington resigned as a Director of the Corporation on August 1, 2019.

Employment, Consulting and Management Agreements

There are no management functions of the Corporation that are to any substantial degree performed by a person or Corporation other than the directors or executive officers (or private companies controlled by them, either directly or indirectly) of the Corporation.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the directors and officers of the Corporation, any proposed management nominee for election as a director of the Corporation or any associate of any director, officer or proposed management nominee is or has been indebted to the Corporation at any time during the last completed financial year.

CORPORATE GOVERNANCE

Pursuant to National Policy 58-101 Disclosure of Corporate Governance Practices, the Corporation is required to and hereby discloses its corporate governance practices as follows:

Board of Directors

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

Dusan Kuzma, G. Steven Price and Neil Runions are "independent" board members in that they are independent and free from any interest and any business or other relationship which could or could reasonably be perceived to, materially interfere with the director's ability to act with the best interests of the Corporation, other than the interests and relationships arising from shareholders.

Directorships

The following table sets out the directors and officers of the Corporation that are presently directors of other issuers that were or are reporting issuers:

Name	Name of Reporting Issuer	Exchange or Market
None	None	None

Orientation and Continuing Education

The Corporation has not developed an official orientation or training program for new directors as required, new directors will have the opportunity to become familiar with the Corporation by meeting with other directors and its officers and employees. Orientation activities will be tailored to the particular needs and expertise of each director and the overall needs of the Board.

Ethical Business Conduct

The Corporation does not currently have a formal code of business conduct or policy in place for its directors, officers, employees and consultants. The Board believes that the Corporation's size facilitates informal review of and discussions with employees and consultants. The Board monitors ethical conduct of the Corporation and ensures that it complies with applicable legal and regulatory requirements, such as those of relevant securities commissions and stock exchanges. The Board has found that the fiduciary duties placed on individual directors by the Corporation's governing corporate legislation and the common law, as well as the restrictions placed by applicable corporate legislation on the individual director's participation in decision 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 has not appointed a nominating committee as the Board fulfills these functions. When the Board identifies the need to fill a position on the Board, the Board requests that current Directors forward potential candidates for consideration.

Compensation

The Corporation has a Compensation Committee which is responsible for making recommendations to the Board of Directors with respect to compensation for the directors and the Named Executive Officers annually. The Board has the ability to adjust and approve such compensation recommendations.

Market comparisons as well as evaluation of similar positions in different industries in the same geography are the criteria used in determining compensation, the objective being to set compensation levels to attract and retain individuals of high calibre to serve as officers of the Corporation, to motivate their performance in order to achieve the Corporation's strategic objectives and to align the interests of executive officers with the long-term interests of the Shareholders, while at the same time preserving cash flows. The Board of Directors, with the advice and recommendations from the Compensation Committee, will set the compensation so as to be generally competitive with the compensation received by persons with similar qualifications and responsibilities who are engaged by other companies of corresponding size, stage of development, having similar assets, number of employees, market capitalization and profit margin. In setting such levels, the Board of Directors will rely primarily on their own experience and knowledge and on the advice and recommendations from the Compensation Committee.

Other Board Committees

At present, the Board has no committees other than the Audit Committee and Compensation Committee.

Assessments

The Board takes responsibility for monitoring and assessing its effectiveness and the performance of individual directors, its committees, including reviewing the Board's decision making processes and the quality of information provided by management.

Multi-Jurisdictional Operations

Although it is not uncommon in the present day for companies to have multiple offices and properties and assets located in disparate locations, the Corporation recognizes the special risks associated with running a company over multiple international jurisdictions, including in the developing world. At this time all operations are expected to occur in Canada.

AUDIT COMMITTEE

Audit Committee Charter

Pursuant to the Charter of the Corporation's Audit Committee, the Audit Committee shall:

- recommend to the board of directors the external auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation;
- recommend to the board of directors the compensation of the external auditor;
- assume direct responsibility for overseeing the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation, including the resolution of disagreements between management and the external auditor regarding financial reporting;
- pre-approve all non-audit services to be provided to the Corporation or its subsidiary entities by the Corporation's external auditor;
- review the Corporation's financial statements, Management Discussion & Analysis and annual and interim earnings press releases before the Corporation publicly discloses this information;
- be satisfied that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements, other than the disclosure stated immediately above and periodically assess the adequacy of those procedures;
- establish procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters; and
- review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Corporation

Composition of the Audit Committee

The following are the members of the Audit Committee:

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.

Audit Committee Oversight

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

Reliance on Certain Exemptions

At no time since the commencement of the Corporation's most recently completed financial year has the Corporation relied on the exemption in Section 2.4 of MI 52-110 *(De Minimis Non-Audit Services)*, or an exemption from MI 52-110, in whole or in part, granted under Part 8 of Multilateral Instrument 52-110.

Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services. The Audit Committee will review the engagement of non-audit services as required.

External Auditor Service Fees (by Category)

The aggregate fees billed by the Corporation's external auditors in each of the last two fiscal years for audit fees are as follows:

Financial Year Ending	Audit Fees(1)	Audit Related Fees(2)	Tax Fees	All Other Fees
2019	$18,000	Nil	Nil	$2,000
2018	Nil	Nil	Nil	$6,000

Notes:
(1) Represents fees paid for professional services rendered by the auditors for the audit of the Corporation's annual financial statements and services provided in connection with statutory and regulatory filings.
(2) Represents fees incurred in connection with the International Financial Reporting Standard compliance.

Exemption

The Corporation is relying on the exemption provided in Section 6.1 of MI 52-110 and, as such, the Corporation is exempt from Parts 3 (*Composition of the Audit Committee*) and 5 (*Reporting Obligations*) of MI 52-110.

RISK FACTORS

An investment in the Corporation's stock involves a high degree of risk. You should carefully consider the following information, together with the other information in this Prospectus, before buying shares of the Corporation's stock. If any of the following risks or uncertainties occurs, the Corporation's business, financial condition, and results of operations could be materially and adversely affected and the trading price of the Corporation's stock could decline.

Industry Risks

We face 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 that 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.

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 generate the majority of our revenues from the medical and recreational cannabis industries. Neither foreign nor ancillary markets provide a guarantee of revenue. Many markets may never legalize the consumption of recreational cannabis, which limits 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.

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 sale of its extractors and believes that there are no federal laws pertaining 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 management believes that 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.

The Corporation's Risks

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.

Going Concern

At February 28, 2019, the Company had not achieved profitable operations since its inception and had an accumulated deficit of $256,963 and recognized a cash flow deficiency from operations of $216,392. Whether and when the Company can attain profitability and positive cash flows from operations is uncertain. The lack of profitable operations and operating cash flow deficiency results in a material uncertainty which may cast significant doubt on the Company's ability to continue as a going concern.

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.

Should we become 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.

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 non-union contracted service providers. If we underestimate costs or timing our projects may not be economically viable and/or we may not be able to complete with them which could result in losses to investors.

To date we have generated minimal 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 we have limited working capital. As a result, it may be impossible to expand our operations to manufacture sufficient number of CO_2 Extractors to sustain operations. 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.

Early failures would impair our ability to attract additional capital.

Our business model contemplates continuing sales and 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.

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.

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.

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 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.

While we have a US patent, litigation arising out of infringement or other commercial disputes could cause us to incur expenses and impair our competitive advantage.

We may incur substantial expenses in defending against prospective claims, regardless of their merit. Our success depends in part on our ability to enforce intellectual property protection for our concepts and to preserve our trade secrets. The validity and breadth of claims covered in our patent filed with Canadian and U.S. authorities involve complex legal and factual questions and, therefore, may be subject to challenge. No assurances can be given 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 Corporation'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 limited warranty and a 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 CO_2 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.

Investment Risks

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

The Private Placement price of $0.08 per Special Warrant was arbitrarily determined and bears no relationship to our earnings, book value, or any other recognized criteria of value. **The Corporation received conditional listing approval from the CSE on October 8, 2019 to list its Common Shares**. However, 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.

The Corporation does not plan to pay dividends in the foreseeable future, and, as a result, stockholders will need to sell Common 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.

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 currently has revenue producing operations but may, from time to time, report a working capital deficit. To maintain its activities, the Corporation may 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. At present it is impossible to determine what amounts of additional funds, if any, may be required.

Limited Operating History

The Corporation has a limited history of revenue.

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.

Negative Operating Cash Flow

Since inception, the Corporation has had cumulative negative operating cash flow. The Corporation has incurred losses since its founding. The losses and cumulative negative operating cash flow may continue for the foreseeable future as funds are expended on the business plan. The Corporation had positive cash flows from operations of $57,868 for the three months ended May 31, 2019, yet cannot predict when it will reach cumulative positive operating cash flow.

Patent Risks

Although the Corporation has exercised the usual due diligence with respect to determining title to patents and patent applications in which it has a material interest, there is no guarantee that title to such assets will not be challenged or impugned.

Foreign Currency Risk

Foreign 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

Certain of the directors and officers of the Corporation are engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies and, as a result of these and other activities, such directors and officers of the Corporation may become subject to conflicts of interest. The ABCA provides that in the event that a director has an interest in a contract or proposed contract or agreement, the director shall disclose his interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement unless otherwise provided under the ABCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the ABCA. To the Corporation's knowledge, as at the date hereof there are no existing or potential material conflicts of interest between the Corporation and a director or officer of the Corporation except as otherwise disclosed herein.

Employees

The Corporation has no taxable employees at this time and all non-contract tasks are performed by management. This structure was adopted to simplify startup management and financial reporting and is expected to remain this way until Management decides otherwise.

Locations

We have a small warehouse/shop in Calgary for which we pay minimal month-to-month rent. Administrative functions are performed by Mr. James Durward at his Calgary home. Custom parts are machined at third-party machine shops. Additional physical space is available and will be added on an "as-needed" basis.

Intellectual Property

We have a US patent that was granted on May 14, 2019 - US 10,286,336 B2 and the Canadian application is pending.

Insurance

There is no liability insurance at this time but such insurance will be pursued after a public listing.

Technology Acquisition

The Corporation purchased certain assets from the founder James M. Durward, in exchange for 5,000,000 common voting shares of the Corporation. For the purposes of the exchange transaction, the assets are valued at $1.00 (the then carrying value as the transaction was with a related party) and consist of a 100% interest in US patent# 15/686,002 and Canadian Patent Application# 2,977,305. The Corporation was notified in early 2019 that the US patent was granted and the Canadian patent is expected to follow within 12 months.

PROMOTERS

James M. Durward is the Promoter of the Corporation in that he took the initiative in organizing and reorganizing the Corporation in its current business and operations.

The only acquisition made to date was pursuant to the terms of the Asset Purchase Agreement between the Corporation and James M. Durward, a director and officer of the Corporation dated February 22, 2018, 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. With respect to the valuation of the assets acquired, the Corporation verified that Mr. Durward developed the technology over a period of three years starting in early 2015 at a cost of approximately $50,000 and 2.5 years of labor related to research and development of the CO2 Extractors.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

The Corporation knows of no material, active or pending legal proceedings against the Corporation, nor are the Corporation involved as a plaintiff in any material proceeding or pending litigation. There are no proceedings in which any of the Corporation's directors, officers or affiliates, or any registered or beneficial shareholder, is an adverse party or has a material interest adverse to the Corporation's interest.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as disclosed in this Prospectus (see "Narrative Description of the Business – the Corporation's Current Business") no director, executive officer or principal shareholder of the Corporation, or an associate or affiliate of a director, executive officer or principal shareholder of the Corporation, has any material interest, direct or indirect, in any transaction which has occurred within the three years before the date of this Prospectus, or in any proposed transaction that has materially affected or will materially affect the Corporation.

AUDITORS, TRANSFER AGENT AND REGISTRAR

Auditors

The auditor of the Corporation is MNP LLP, Chartered Accountants of 1500, 640 – 5th Avenue SW, Calgary, Alberta T2P 3G4.

Transfer Agent and Registrar

The transfer agent and registrar for the Corporation's Common Shares 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 and/or its subsidiaries 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 and April 1, 2019, 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 and as amended on August 1, 2019 and September 16, 2019, referred to under "Escrowed Shares".

(4) Transfer Registrar Service Agreement between the Corporation and TSX Trust Company dated March 18, 2018.

Copies of all material contracts and reports referred to in this Prospectus may be inspected at the office of Heighington Law, Suite 1150, 707 – 7th Avenue SW, Calgary, Alberta T2P 3H6, during normal business hours, as well as under the Corporation's SEDAR profile at www.sedar.com.

INTERESTS OF 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, who owns Heighington Law, and provides legal services to the Corporation. Mr. Heighington owns 1,000,000 Common Shares of the Corporation.

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

Other than as set out elsewhere in this Prospectus, there are no other material facts about the Corporation and its securities which are necessary in order for this Prospectus to contain full, true and plain disclosure of all material facts relating to the Corporation and its securities.

RIGHTS OF RESCISSION

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

Original purchasers of convertible, exchangeable or exercisable securities will have a contractual right of rescission against the Corporation in respect of the conversion, exchange or exercise of such Special Warrants, as the case may be. The contractual right of rescission will entitle such original purchasers to receive the amount paid upon conversion, exchange or exercise, upon surrender of the underlying securities gained thereby, in the event that this Prospectus (as supplemented or amended) contains a misrepresentation, provided that: (i) the conversion, exchange or exercise takes place within 180 days of the date of the purchase of the convertible, exchangeable or exercisable Special Warrants under this Prospectus; and (ii) the right of rescission is exercised within 180 days of the date of the purchase of the convertible, exchangeable or exercisable Special Warrants under this Prospectus. This contractual right of rescission will be consistent with the statutory right of rescission described under section 203 of the *Securities Act* (Alberta), and is in addition to any other right or remedy available to original purchasers under section 203 of the *Securities Act* (Alberta) or otherwise at law.

SCHEDULE "A"

AUDITED FINANCIAL STATEMENTS OF
MEDXTRACTOR CORP.
FOR THE PERIOD FROM JANUARY 24, 2018 (date of incorporation) AND ENDED FEBRUARY 28, 2019

(*attached*)

MedXtractor Corp.
Financial Statements
For the period from January 24, 2018 (date of incorporation) to February 28, 2019

Independent Auditor's Report

To the Shareholders of MedXtractor Corp.:

Opinion

We have audited the financial statements of MedXtractor Corp. (the "Company"), which comprise the statement of financial position as at February 28, 2019, 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, 2019, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at February 28, 2019, and its financial performance and its cash flows for the period from January 24, 2018 (date of incorporation) to February 28, 2019 in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 2 in the financial statements, which indicates that the Company has not achieved profitable operations since its inception and had an accumulated deficit of $256,963 and recognized cash flow deficiency from operations of $216,392. As stated in Note 2, these events or conditions, along with other matters as set forth in Note 2, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the 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.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

MNP

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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 Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Calgary, Alberta

May 24, 2019

MNP LLP

Chartered Professional Accountants

MNP

MedXtractor Corp.
Statement of Financial Position
As at February 28, 2019

Assets		
Current		
Cash	$	143,489
Accounts receivable		29,980
Inventory (Note 5)		90,041
		263,510
Non-current Assets		
Furniture and equipment		822
Intangibles *(Note 6, 13)*		4,840
Total assets	$	269,172
Liabilities		
Current		
Accounts payable and accruals	$	28,133
Total liabilities		28,133
Shareholders' Equity		
Share capital *(Note 7)*	$	366,002
Contributed surplus (Note 11)		132,000
Deficit		(256,963)
Total shareholders' equity		241,039
Total liabilities and shareholders' equity	$	269,172

Subsequent events (Note 15)

Approved on behalf of the Board

"signed"
Director

"signed"
Director

The accompanying notes are an integral part of these financial statements

Revenues		
Sales (Note 12)	$	162,392
Cost of Sales	$	54,944
Gross margin	$	107,448
Expenses		
Depreciation and amortization (Note 6)	$	459
Advertising and promotion		60,031
Interest and bank charges		3,084
Contractors		6,000
Dues and subscriptions		17,944
Legal audit, and professional (Note 13)		112,790
Travel, meals and entertainment		9,225
Referral fees		4,811
Research and development		2,447
Office expenses		9,067
Accounting		5,772
Rent		2,100
Stock based compensation (Note 11)		132,000
Total expenses	$	365,730
Other Income		
Interest Income	$	1,319
Total other income	$	1,319
Net operating loss and comprehensive loss	$	256,963

The accompanying notes are an integral part of these financial statements

MedXtractor Corp.
Statement of Changes in Shareholders' Equity

	Share Capital ($)	Contributed Surplus ($)	Deficit ($)	Shareholders' Equity ($)
At incorporation January 24, 2018	1	-	-	1
Share issuances (Note 7)	366,001	-	-	366,001
Stock based compensation (Note 11)	-	132,000	-	132,000
Net loss	-	-	(256,963)	(256,963)
As at February 28, 2019	**366,002**	**132,000**	**(256,963)**	**241,039**

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, 2019

Cash provided by the following activities:		
Operating activities		
Net loss	$	(256,963)
Amortization		459
Stock based compensation (Note 11)		132,000
Change in non-cash working capital (Note 14)		(91,888)
Cash flows used in operating activities	$	(216,392)
Investing activities		
Purchase of furniture and equipment	$	(1,027)
Investing in intangibles (Note 6)		(5,093)
Cash flows used in investing activities		(6,120)
Financing activities		
Issuance of common shares (Note 7)	$	366,001
Cash flows provided by financing activities		366,001
Increase in cash		143,489
Cash, beginning of period		-
Cash, end of period	$	143,489

The accompanying notes are an integral part of these financial statements

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 May 24, 2019.

Going Concern

These financial statements have been prepared on a going concern basis, which assumes that the Company will continue to operate for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business.

At February 28, 2019, the Company had not achieved profitable operations since its inception and had an accumulated deficit of $256,963 and recognized a cash flow deficiency from operations of $216,392. Whether and when the Company can attain profitability and positive cash flows from operations is uncertain. The lack of profitable operations and operating cash flow deficiency results in a material uncertainty which may cast significant doubt on the Company's ability to continue as a going concern.

The financial statements do not reflect adjustments that would be necessary if the going concern basis was not appropriate. Consequently, adjustments would then be necessary to the carrying value of assets and liabilities, the reported revenues and expenses and their classifications. Such adjustments, if required, could be material.

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 held by the Company relate to permits, patent application, URL website address and all intellectual rights, with an estimated useful life of 20 years. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

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.

Inventory

Outsourced inventories are valued at the lower of subcontracted costs and net realizable value determined on a first-in, first-out basis.

3. Significant accounting policies *(continued)*

Furniture and Equipment

Furniture and equipment are recorded at historical cost. Depreciation is recognized on a straight-line basis over five years, which represents the estimated useful lives of the assets. Depreciation rates, estimated lives and salvage values are reassessed annually.

Share-based payments

The Company applies a fair value based method of accounting for 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.

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.

Impairment of non-financial assets

The carrying amounts of the Company's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the CGU). The recoverable amount of an asset or a CGU is the greater of its value in use and its fair value less costs to sell.

3. Significant accounting policies *(continued)*

Financial instruments

Classification and Measurement of Financial Instruments

The Company measures its financial assets and financial liabilities at fair value on initial recognition, which is typically the transaction price unless a financial instrument contains a significant financing component. Subsequent measurement is dependent on the financial instrument's classification which in the case of financial assets, is determined by the context of the Company's business model and the contractual cash flow characteristics of the financial asset. Financial assets are classified into two categories: (1) measured at amortized cost and (2) fair value through profit and loss ("FVTPL"). Financial liabilities are subsequently measured at amortized cost, other than financial liabilities that are measured at FVTPL or designated as FVTPL where any change in fair value resulting from an entity's own credit risk is recorded as other comprehensive income ("OCI").

Amortized Cost

The Company classifies its accounts receivable and accounts payable and accruals as measured at amortized cost. The contractual cash flows received from the financial assets are solely payments of principal and interest and are held within a business model whose objective is to collect the contractual cash flows. These financial assets and financial liabilities are subsequently measured at amortized cost using the effective interest method.

FVTPL

The Company classifies its cash as measured at FVTPL. Financial assets and liabilities classified as FVTPL are subsequently measured at fair value with changes in fair value charged immediately to the consolidated statements of income and comprehensive income. The adoption of IFRS 9 did not change the classification of the Company's financial assets or financial liabilities.

Impairment of Financial Assets

IFRS 9 introduces a new model for the measurement of impairment of financial assets based on expected credit losses which replaces the incurred losses impairment model applied under IAS 39. Under this new model, the Company's accounts receivable are considered collectible within one year or less; therefore, these financial assets are not considered to have a significant financing component and a lifetime expected credit loss ("ECL") is measured at the date of initial recognition of the trade and other receivable.

The Company's accounts receivable are subject to the expected credit loss model under IFRS 9. For the accounts receivable, the Company applies the simplified approach to providing for expected credit losses prescribed by IFRS 9, which requires the use of the lifetime expected loss provision for all trade receivables. In estimating the lifetime expected loss provision, the Company considered historical industry default rates as well as credit ratings of major customers.

Revenue recognition

Revenue is recognized in a manner that depicts the transfer of promised goods or services to a customer and at an amount that reflects the consideration expected to be received in exchange for transferring those goods or services.

This is achieved by applying the following five steps: (i) identify the contract with a customer; (ii) identify the performance obligations in the contract (iii) determine the transaction price; (iv) allocate the transaction price to the performance obligations in the contract; and (v) recognize revenue when (or as) the entity satisfies a performance obligation. Typically, revenue is recognized on shipment of product as specified by a customer's order and customer payment is reasonably assured.

3. Significant accounting policies *(continued)*

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 financial statements and does not believe that adoption of IFRS 16 will result in a material impact.

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.

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.

Stock based payment transactions

The Company measures the cost of equity-settled share-based transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the share option, volatility, forfeiture rate, risk-free rate and dividend yield and making assumptions about them.

4. Significant accounting estimates and assumptions

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. Inventory

Inventory consists of:		
Outsourced subcontracted machined parts and supplies	$	**90,041**
Total	$	**90,041**

During the period ended February 28, 2019, the Company expensed $43,292 of inventory which is included in cost of sales.

6. Intangibles

		Patents
Intangible assets, cost	$	**5,094**
Accumulated amortization		**(254)**
Intangible assets, net of accumulated amortization	$	**4,840**

On February 22, 2018 the Company acquired intangible assets including patent application, URL website address, and all intellectual rights relating to the cannabis oil extraction technology. The Corporation issued 5,000,000 common shares for an aggregate of $1, the carrying-value of the intangible assets at the time. The intangible assets were acquired from the President, Director and then sole Shareholder of the Company (Note 13).

7. 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	15,700,000	366,000
Issued for intangibles *(note 6)*	5,000,000	1
As at February 28, 2019	20,700,100	366,002

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

On February 22, 2018, the Company issued 5,000,000 common shares of the Company in exchange for intangible assets purchased from a related party (Note 6) at a notional exchange value of $1 representing the carrying-value of the intangible assets.

During the period ended February 28, 2019, the Company issued 13,100,000 and 2,600,000 common shares of the Company at prices of $0.02 and $0.04, respectively, per common share for total proceeds of $366,000.

8. 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:

		2019
Loss before tax	$	(256,963)
Statutory income tax rate (%)		27%
Expected tax recovery at statutory rate		69,380
Increase (decrease) in taxes resulting from:		
Non-deductible items		(35,640)
Deferred tax benefits not recognized		(33,740)
Income tax provision	$	-

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

Furniture, equipment and intangibles	$	459
Non-capital losses		124,504
Total deductible temporary differences	$	124,963

As at February 28, 2019, the Company has not recognized a deferred tax asset in respect of an estimated non-capital loss carry-forward balance of $124,504 available to reduce future years' income for Canadian tax purposes. These losses, if not fully utilized, will begin to 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.

9. 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.

10. Financial instruments

The Company, as part of its operations, carries financial instruments consisting of cash, accounts receivable, 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, accounts receivable, 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.

Accounts receivable aging		
Current		**17,101**
30 to 60 days		**5,132**
60 to 90 days		**7,747**
Changes in non-cash working capital	**$**	**29,980**

10. Financial instruments *(continued)*

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, 2019, the Company had a cash balance of $143,489 to pay liabilities of $28,133.

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.

11. Stock Option Plan

The Company has a stock option plan for its officers, directors, employees and consultants. The maximum number of common shares issuable under the Plan cannot exceed 10% of the Company's issued and outstanding common shares.

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. The fair value of the 1,500,000 stock options granted on March 14, 2018 is $0.088 per option, calculated at the grant date using the Black-Scholes option pricing model. The assumptions for this calculation were a risk free interest rate of 1.99%, expected life of 5 years and expected volatility of 137%.

12. Segmented Information

Revenues are predominantly to Canadian customers with $50,608 to customers in the USA and $5,947 to customers in Australia.

13. Related Party Transactions

On February 22, 2018 the Company acquired intangible assets including patent application, URL website address, and all intellectual rights relating to the cannabis oil extraction technology. The Corporation issued 5,000,000 common shares for an aggregate of $1, the carrying-value of the intangible assets at the time. The intangible assets were acquired from the President, Director and then sole Shareholder of the Company.

13. Related Party Transactions *(continued)*

Key Management Personnel

The Company has determined that the key management personnel of the Company consists of its officers and directors. The following table provides information on compensation expense related to officers and directors.

Wages, consulting fees and benefits	$	25,000
Stock based compensation expense		132,000
Total	$	157,000

14. Changes in non-cash working capital

Accounts receivable		(29,980)
Inventory		(90,041)
Accounts payable and accruals		28,133
Changes in non-cash working capital	$	(91,888)

15. Subsequent events

Subsequent to the period ended February 28, 2019 the following events occurred:

On March 21, 2019, the Company and optionees agreed to cancel the 1,500,000 common shares purchase options discussed in Note 11. The Company granted 1,725,000 common share purchase options to directors of the Corporation. The stock options are exercisable at a price of $0.08 per share, expire in five years and the options will vest immediately at the date of grant.

On April 1, 2019, the Company granted 375,000 common share purchase options to an officer of the Corporation. The stock options are exercisable at a price of $0.08 per share, expire in five years and the options will vest immediately at the date of grant.

SCHEDULE “B”

UNAUDITED INTERIM FINANCIAL STATEMENTS OF MEDXTRACTOR CORP. FOR THE THREE MONTHS ENDED MAY 31, 2019

(*attached*)

MedXtractor Corp.
Interim Condensed Financial Statements
For the three months ended May 31, 2019
(unaudited)

MedXtractor Corp.
Interim Condensed Statement of Financial Position
As at
(unaudited)

		May 31, 2019		Feb. 28, 2019 *(Audited)*
Assets				
Current				
Cash	$	201,147	$	143,489
Accounts receivable		4,881		29,980
Inventory (Note 5)		59,415		90,041
	$	265,443	$	263,510
Non-current Assets				
Furniture and Equipment		1,032		822
Intangibles (Note 6)		4,840		4,840
Total assets	$	271,315	$	269,172
Liabilities				
Current				
Accounts payable and accruals	$	8,586	$	28,133
Total liabilities		8,586		28,133
Shareholders' Equity				
Share capital *(Note 7)*	$	378,002	$	366,002
Contributed surplus		161,292		132,000
Deficit		(276,565)		(256,963)
Total shareholders' equity		262,729		241,039
Total liabilities and shareholders' equity	$	271,315	$	269,172

Approved on behalf of the Board

"signed"
Director

"signed"
Director

The accompanying notes are an integral part of these financial statements

		Three months ended May 31, 2019		Three months ended May 31, 2018
Revenues				
Sales (Note 9)	$	94,237	$	60
Cost of Sales		46,924		30
Gross margin	$	47,313	$	30
Expenses				
Advertising and promotion		4,528		3,590
Interest and bank charges		2,444		125
Contractors		5,994		-
Legal, audit and professional		13,120		32,595
Travel, meals and entertainment		2,544		1,926
Research and development		4,620		-
Office expenses		1,003		4,633
Accounting		1,495		248
Rent		2,100		-
Stock based compensation (Note 8)		29,292		132,000
Total expenses	$	67,140	$	175,117
Other Income				
Interest Income	$	225	$	388
Total other income	$	225	$	388
Net operating loss and comprehensive loss	$	(19,602)	$	(174,699)

The accompanying notes are an integral part of these financial statements

MedXtractor Corp.
Interim Condensed Statement of Changes in Shareholders' Equity
(unaudited)

	Share Capital ($)	Contributed Surplus ($)	Deficit ($)	Shareholders' Equity ($)
Balance at February 28, 2018	250,002	-	(20,759)	229,243
Stock based compensation	-	132,000	-	132,000
Net loss	-	-	(174,699)	(174,699)
Balance at May 31, 2018	250,002	132,000	(195,458)	186,544
Balance at February 28, 2019	366,002	132,000	(256,963)	241,039
Share issuances (Note 7)	12,000	-	-	12,000
Stock based compensation (Note 8)	-	29,292	-	29,292
Net loss	-	-	(19,602)	(19,602)
As at May 31, 2019	**378,002**	**161,292**	**(276,565)**	**262,729**

The accompanying notes are an integral part of these financial statements

	Three months ended May 31, 2019	Three months ended May 31, 2018
Cash provided by the following activities:		
Operating activities		
Net loss	$ (19, 602)	$ (174,699)
Stock based compensation (Note 11)	29,292	132,000
Change in non-cash working capital (Note 10)	48,178	(50,049)
Cash flows from (used in) operating activities	$ 57,868	$ (92,748)
Investing activities		
Purchase of furniture and equipment	$ (210)	$ (430)
Investing in intangibles (Note 6)	-	1
Cash flows used in investing activities	$ (210)	$ (429)
Increase (decrease) in cash	57,658	(93,177)
Cash, beginning of period	143,489	228,207
Cash, end of period	$ 201,147	$ 135,030

The accompanying notes are an integral part of these financial statements

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 for the three months ended May 31, 2019 are unaudited and have been prepared in accordance with IAS 34 Interim Financial Reporting using accounting policies consistent 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 period ending February 28, 2019. These interim condensed financial statements should be read in conjunction with the audited financial statements and the notes thereto for the period from incorporation and ending February 28, 2019.

These financial statements were authorized for issue in accordance with a resolution of the directors on July 3, 2019.

Going Concern

These financial statements have been prepared on a going concern basis, which assumes that the Company will continue to operate for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business.

As at May 31, 2019, the Company had not achieved profitable operations since its inception and had an accumulated deficit of $276,565. Whether and when the Company can attain profitability from operations is uncertain. The lack of profitable operations results in a material uncertainty which may cast significant doubt on the Company's ability to continue as a going concern.

The financial statements do not reflect adjustments that would be necessary if the going concern basis was not appropriate. Consequently, adjustments would then be necessary to the carrying value of assets and liabilities, the reported revenues and expenses and their classifications. Such adjustments, if required, could be material.

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

New accounting standards

On March 1, 2019, the Company adopted 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 adoption of IFRS 16 Leases had no impact on its financial statements as the company does not have any lease contracts.

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.

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.

Stock based payment transactions

The Company measures the cost of equity-settled share-based transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the share option, volatility, forfeiture rate, risk-free rate and dividend yield and making assumptions about them.

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. Inventory

Inventory consists of:		As at May 31, 2019		Feb. 28, 2019
Outsourced subcontracted machined parts and supplies	$	59,415	$	90,041
Total	$	59,415	$	90,041

During the three months ended May 31, 2019, the Company expensed $30,626 of inventory which is included in cost of sales.

6. Intangibles

		May 31, 2019 Patents		Feb. 28, 2019 Patents
Intangible assets, cost	$	5,094	$	5,094
Accumulated amortization		(254)		(254)
Intangible assets, net of accumulated amortization	$	4,840	$	4,840

7. 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	15,700,000	366,000
Issued for intangibles *(note 6)*	5,000,000	1
As at February 28, 2019	20,700,100	366,002
Issued for cash	300,000	12,000
As at May 31, 2019	21,000,100	378,002

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

On February 22, 2018, the Company issued 5,000,000 common shares of the Company in exchange for intangible assets purchased from a related party at a notional exchange value of $1 representing the carrying-value of the intangible assets.

During the period ended February 28, 2019, the Company issued 13,100,000 and 2,600,000 common shares of the Company at prices of $0.02 and $0.04, respectively, per common share for total proceeds of $366,000.

On April 2, 2019 the Company issued 300,000 common shares as settlement of accounts payable, consisting of 100,000 common shares at $0.02, 100,000 common shares at $0.04 and 100,000 common shares at $0.06, for aggregate deemed proceeds of $12,000 on issue of shares.

8. Stock Option Plan

The Company has a stock option plan for its officers, directors, employees and consultants. The maximum number of common shares issuable under the Plan cannot exceed 10% of the Company's issued and outstanding common shares.

On March 21, 2019, the Company and optionees agreed to cancel the 1,500,000 common shares purchase options. The Company granted 1,725,000 common share purchase options to directors of the Corporation. The stock options are exercisable at a price of $0.08 per share, expire in five years and the options will vest immediately at the date of grant. The fair value of the 1,725,000 stock options granted on March 21, 2019 is $0.01 per option, calculated at the grant date using the Black-Scholes option pricing model. The assumptions for this calculation were a risk free interest rate of 1.56%, expected life of 5 years and expected volatility of 128%.

On April 1, 2019, the Company granted 375,000 common share purchase options to an officer of the Corporation. The stock options are exercisable at a price of $0.08 per share, expire in five years and the options will vest immediately at the date of grant. The fair value of the 375,000 stock options granted on April 1, 2019 is $0.8 per option, calculated at the grant date using the Black-Scholes option pricing model. The assumptions for this calculation were a risk free interest rate of 1.58%, expected life of 5 years and expected volatility of 128%.

9. Segmented Information

For the three months ended May 31, 2019 revenues are $41,116, (May 31, 2018 $60) to Canadian customers and $ 53,121 (May 31, 2018 nil) to customers in the USA and Australia.

10. Changes in non-cash working capital

		Three months ended May 31, 2019		Three months ended May 31, 2018
Accounts receivable		**25,099**		**(2,398)**
Inventory		**30,626**		**(38,978)**
Prepaid expenses		**-**		**(11,000)**
Accounts payable and accruals		**(7,546)**		**2,326**
Changes in non-cash working capital	**$**	**48,178**	**$**	**(50,050)**

11. Financial instruments

The Company, as part of its operations, carries financial instruments consisting of cash, accounts receivable, 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, accounts receivable, 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.

Accounts receivable aging		
Current		**1,643**
30 to 60 days		-
60 to 90 days		**3,238**
Changes in non-cash working capital	**$**	**4,881**

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 May 31, 2019, the Company had a cash balance of $201,147 (February 28, 2019 - $143,489) to pay liabilities of $8,586 (February 28, 2019 - $28,133).

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.

SCHEDULE “C”

MANAGEMENT DISCUSSION AND ANALISYS OF
MEDXTRACTOR CORP.
FOR THE PERIOD FROM JANUARY 24, 2018 (date of incorporation) AND ENDED FEBRUARY 28, 2019

(*attached*)

MEDXtractor

MedXtractor Corp.

Management Discussion and Analysis

For the period from January 24, 2018 (date of incorporation) to February 28, 2019

This management's discussion and analysis ("**MD&A**") of **MedXtractor Corp.** (the "Company" or the "Corporation" or "MedX") contains an analysis of the Company's operational and financial results for the period from January 24, 2018 to February 28, 2019.This MD&A has been prepared by management as of August 28, 2019 and has been approved by the Company's Board of Directors. This MD&A should be read in conjunction with the Company's audited financial statements and related notes for the period from January 24, 2018 (date of incorporation) to February 28, 2019, which have been prepared in accordance with International Financial Reporting Standards ("**IFRS**").

All dollar amounts referred to in this MD&A are expressed in Canadian dollars except where indicated otherwise. The Company's most recent filings are available under the Company's profile on the System for Electronic Document Analysis and Retrieval ("**SEDAR**") and can be accessed through the internet at www.sedar.com.

Cautionary Note Regarding Forward-Looking Statements

This MD&A contains "forward-looking information" within the meaning of Canadian securities legislation concerning the business, operations and financial performance and condition of the Company. Statements containing forward-looking information include, but are not limited to, statements with respect to anticipated developments in the Company's operations in future periods; planned activities; the adequacy of the Company's financial resources and other events or conditions that may occur in the future; the ability of the Company to create value for its shareholders; the ability of the Company to meet expected financing requirements. Generally, statements containing forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might", "will" or "will be taken", "occur" or "be achieved". Statements containing forward-looking information are based on the opinions and estimates of management as of the date such statements are made, and they are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such statements, including but not limited to risks related to: current global financial conditions; the need for additional financing and its availability on acceptable terms; the speculative nature of the cannabis industry; the ability to satisfy the financial needs required to maintain the Company's status as a going concern; the early stage of the Company's operations; the Company's need to rely on technical experts, which may not be available; future dilution to existing shareholders; certain uninsured or uninsurable risks; adverse effects on share prices from factors beyond the Company's control; as well as other factors discussed herein. Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those expected in statements containing forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended.

There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. The Company does not undertake to update any forward-looking information that is included herein, except in accordance with applicable securities laws.

The Business

MedX is a technology and marketing private company, incorporated on January 24, 2018 and has its head office in Calgary, Alberta, Canada. MedX is focused on the commercialization of its line of essential oil extractors. There are three capacities of extractor currently available; 2oz, 5oz and 16oz, all of which target the worldwide Craft cannabis grower horizontal. MedX began sales in June, 2018 and has installations in three countries worldwide. The extractors are designed and built in Calgary, Canada for which MedX holds a US patent as well as a Canadian patent-pending. MedX's technology allows for the extraction of essential oils and other compounds from a variety of botanical feedstock using carbon dioxide ("CO2") as the extraction solvent. MedX believes that CO2-based extraction provides the purest raw extracts available. Demand is primarily from the medical cannabis grower as consumption methods move away from smoking flower toward vaping, tinctures and edibles - all of which require extracts as a base. MedX technology is 100% owned by MedX and there are no royalties or payments of any kind payable to any party anywhere in the world.

Recent Corporate Developments, Business Initiative, and Subsequent Events

Planned Filing of Non-Offering Preliminary Prospectus

MedX is planning on filing in August 2019 a non-offering preliminary Prospectus ("Prospectus") with the Alberta Securities Commission and the British Columbia Securities Commissions for the purpose of allowing MedX to become eligible for listing pursuant to Section 1.2(a) of Policy 2 of the Policies and Procedures of the Canadian Securities Exchange (the "CSE") and to become a reporting issuer in those jurisdictions and to enable the Company to develop an additional organized market for its shares of common shares ("Common Shares" or "Shares") and to qualify for distribution of the Special Warrants (defined hereafter) and the securities underlying them.

July Closing of Private Placement

On July 24, 2019, MedX closed a Private Placement for gross proceeds of $367,220 and issued 4,590,250 Special Warrants at a price of $0.08 per Special Warrant. The Special Warrants automatically convert into units ("Units") of MedX and will be deemed to have been exercised and converted without any further action on the part of the Holder or the payment of additional consideration on the earliest of: (i) the first business day following the date on which a receipt for a final prospectus has been issued to the Company by the securities regulatory authorities in a Province of Canada; or (ii) the 365th day following the date of issuance of the Special Warrants. On conversion, each Unit shall consist of one Common Share of the Company and one warrant ("Warrant"). Each Warrant is exercisable into one Common Share of the Company upon payment to the Company of $0.20 on or before the date that is 12 months from the conversion date of the Special Warrants. In addition, the Company issued 93,575 Special Warrants to certain finders who assisted the Company in raising funds under the Private Placement. The terms of the Special Finders Warrants are identical to the Special Warrants. The Special Warrants, Special Finder Warrants and the Common Shares underlying them are qualified for distribution by the planned Prospectus.

Operating Performance and Outlook

Selected Annual Information

The following table sets forth selected financial information of the Company for the period from January 24, 2018 (date of incorporation) to February 28, 2019.

	February 28, 2019
Revenue	$ 162,392
Loss for the period	(256,963)
Loss per share, basic and diluted	(0.02)
Total assets	269,172

Results of Operations

The following table sets forth detailed financial information of the Company for the period from January 24, 2018 (date of incorporation) to February 28, 2019.

		February 28, 2019
Revenue		
Sales	$	162,392
Cost of sales		54,944
Gross margin	$	107,448
Expenses		
Depreciation and amortization	$	459
Advertising and promotion		60,031
Interest and bank charges		3,084
Contractors		6,000
Dues and subscriptions		17,944
Legal audit, and professional		112,790
Travel, meals and entertainment		9,225
Referral fees		4,811
Research and development		2,447
Office expenses		9,067
Accounting		5,772
Rent		2,100
Stock based compensation		132,000
Total expenses	$	365,730
Other Income		
Interest	$	1,319
Net operating loss	**$**	**256,963**

Revenues - are predominantly to Canadian customers with $50,608 to customers in the USA and $5,947 to customers in Australia.

Cost of Sales include direct costs of manufactured products.

Advertising and promotion – includes costs for website development, digital and print advertising and promotion.

Legal, audit, and professional – includes audit fees for the year ended February 28, 2019, legal fees for incorporation and initial public offering (IPO) professional fees that were incurred in the year. The anticipated IPO was not finalized in fiscal 2019.

Stock based compensation - 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. The $132,000 fair value of the 1,500,000 stock options granted on March 14, 2018 is $0.088 per option, calculated at the grant date using the Black-Scholes option pricing model. The assumptions for this calculation were a risk free interest rate of 1.99%, expected life of 5 years and expected volatility of 137%.

Summary of Quarterly Results

	Feb. 28, 2019	Nov. 30, 2018	Aug. 31, 2018	May 31, 2018	Feb. 28, 2018
Revenue	72,582	5,395	84,355	60	-
Cost of Sales	27,713	1,780	25,421	30	-
Gross Profit	44,869	3,615	58,934	30	-
Expenses (cash)	80,491	38,923	49,993	43,117	20,747
Expenses (non-cash)	459	-	-	132,000	-
Other income (interest)	277	419	247	388	(12)
Net income (loss)	(35,804)	(34,889)	9,188	(174,699)	(20,759)
Net loss per share	(0.00)	(0.00)	0.00	(0.01)	(0.00)
Total assets	269,172	281,331	195,900	195,214	229,241
Total long term liabilities	-	-	-	-	-
Cash dividend per share	-	-	-	-	-
Shares Outstanding	20,700,100	20,700,100	15,000,100	15,000,100	15,000,100

Liquidity and Capital Resources

At February 28, 2019, the company had working capital of $235,377 including cash of $143,489.

The Company's objective when managing capital is to maintain the confidence of shareholders and investors in the implementation of its business plans by maintaining sufficient levels of liquidity to fund and support its development as well as other corporate activities. The Company's capital historically has been derived from the issuance of equity. Management monitors its financial position on an ongoing basis.

Financial statements have been prepared on a going concern basis which assumes that the Company will continue in operation for the foreseeable future and be able to realize its assets and discharge its liabilities and commitments in the normal course of business. The company expects that it will need to raise additional funds in the short-term to finance additional growth initiatives. There is no certainty that the Company will be able to obtain the financing required to continue development activities.

The Company is authorized to issue an unlimited number of common shares without par value.

Off Balance Sheet Arrangements

The Company is not a party to any off balance sheet arrangements or transactions.

Changes in Accounting Policies

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 has evaluated the impact of the standard on its financial statements and does not believe that adoption of IFRS 16 will result in a material impact.

Financial Instruments

The Company, as part of its operations, carries financial instruments consisting of cash, accounts receivable, 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.

Other MD&A Requirements

Outstanding Share Data

The Company's authorized share capital consists of an unlimited number of common shares without par value.

Equity instruments issued and outstanding:

	August 28 2019	February 28 2019
Common shares	21,062,600	20,700,100
Special and Finders Special Warrants (1)	4,683,825	-
Stock Options	2,100,000	1,500,000

(1) The Special and Finders Special Warrants automatically convert into units ("Units") of MedX and will be deemed to have been exercised and converted without any further action on the part of the Holder or the payment of additional consideration on the earliest of: (i) the first business day following the date on which a receipt for a final prospectus has been issued to the Company by the securities regulatory authorities in a Province of Canada; or (ii) the 365th day following the date of issuance of the Special Warrants. On conversion, each Unit shall consist of one Common Share of the Company and one warrant ("Warrant"). Each Warrant is exercisable into one Common Share of the Company upon payment to the Company of $0.20 on or before the date that is 12 months from the conversion date of the Special Warrants.

Related Party transactions

On February 22, 2018 the Company acquired intangible assets including patent application, URL website address, and all intellectual rights relating to the cannabis oil extraction technology. The Corporation issued 5,000,000 common shares. The transaction was recorded at an aggregate of $1, the carrying-value of the intangible assets at the time. The intangible assets were acquired from the President, Director and then sole Shareholder of the Company.

The Company has determined that the key management personnel of the Company consists of its officers and directors. The following table provides information on compensation expense related to officers and directors.

Wages, consulting fees and benefits	$	25,000
Stock based compensation expense		132,000
Total	$	157,000

Proposed Transactions

Planned Filing of Non-Offering Preliminary Prospectus

MedX is planning on filing in August 2019 a non-offering preliminary Prospectus ("Prospectus") with the Alberta Securities Commission and the British Columbia Securities Commissions for the purpose of allowing MedX to become eligible for listing pursuant to Section 1.2(a) of Policy 2 of the Policies and Procedures of the Canadian Securities Exchange (the "CSE") and to become a reporting issuer in that jurisdiction and to enable the Company to develop an additional organized market for its shares of common shares ("Common Shares" or "Shares") and to qualify for distribution of the Special Warrants (defined hereafter) and the securities underlying them.

Subsequent Events

Subsequent to the period ended February 28, 2019 the following events occurred:

On March 21, 2019, the Company and optionees agreed to cancel the 1,500,000 common shares purchase options discussed in Note 11. The Company granted 1,725,000 common share purchase options to directors of the Corporation. The stock options are exercisable at a price of $0.08 per share, expire in five years and the options will vest immediately at the date of grant.

On April 1, 2019, the Company granted 375,000 common share purchase options to an officer of the Corporation. The stock options are exercisable at a price of $0.08 per share, expire in five years and the options will vest immediately at the date of grant.

On July 24, 2019, MedX closed a Private Placement for gross proceeds of $367,220 and issued 4,590,250 Special Warrants at a price of $0.08 per Special Warrant. The Special Warrants automatically convert into units ("Units") of MedX and will be deemed to have been exercised and converted without any further action on the part of the Holder or the payment of additional consideration on the earliest of: (i) the first business day following the date on which a receipt for a final prospectus has been issued to the Company by the securities regulatory authorities in a Province of Canada; or (ii) the 365th day following the date of issuance of the Special Warrants. On conversion, each Unit shall consist of one Common Share of the Company and one warrant ("Warrant"). Each Warrant is exercisable into one Common Share of the Company upon payment to the Company of $0.20 on or before the date that is 12 months from the conversion date of the Special Warrants. In addition, the Company issued 93,575 Special Warrants to certain finders who assisted the Company in raising funds under the Private Placement. The terms of the Special Finders Warrants are identical to the Special Warrants. The Special Warrants, Special Finder Warrants and the Common Shares underlying them are qualified for distribution by the planned Prospectus.

Short Term Objectives and How We Intend to Achieve Them

To accomplish the Corporation's short term goals, we need to:

1) Connect with Craft-scale growers. The Corporation has developed and tested a marketing/advertising program. The Corporation believes that it knows what to do and how much it will cost to do it. The marketing program is expected to cost approximately $130,000 over the next 12 months.

2) Provide and manufacture small-scale extractors. The Corporation believes it owns the only patented small-scale CO2-based ("CO**2**") extraction technology suitable for Craft-sized growers. The Corporation has significant inventory and sales began in the latter half of 2018. Management expects inventory will require approximately $70,000 over the next 12 months.

3) To become a reporting issuer in Canada to enable the Corporation to develop an additional organized market for its Common Shares and apply for a listing on the Canadian Securities Exchange. The cost to become a reporting issuer and become listed on the CSE is expected to be approximately $60,000.

4) Qualify the distribution of up to 9,367,650 Common Shares of the Corporation issuable for no additional consideration upon conversion and exercise of 9,367,650 Special Warrants, Special Finders Warrants and Warrants. This cost is included in the $60,000 cost to become a reporting issuer.

There is no guarantee that any of the above objectives will be accomplished. The Corporation expects to achieve the above objectives within 12 months following the date of listing on the CSE.

Risk Factors

Industry Risks

The Corporation faces 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 that 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.

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 generate the majority of our revenues from the medical and recreational cannabis industries. Neither foreign nor ancillary markets provide a guarantee of revenue. Many markets may never legalize the consumption of recreational cannabis, which limits 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.

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 sale of its extractors and believes that there are no federal laws pertaining 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 management believes that 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.

The Corporation's Risks

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.

Going Concern

At February 28, 2019, the Company had not achieved profitable operations since its inception and had an accumulated deficit of $256,963 and recognized a cash flow deficiency from operations of $216,392. Whether and when the Company can attain profitability and positive cash flows from operations is uncertain.

The lack of profitable operations and operating cash flow deficiency results in a material uncertainty which may cast significant doubt on the Company's ability to continue as a going concern.

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

Should we become 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.

Early failures would impair our ability to attract additional capital

Our business model contemplates continuing sales and 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.

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.

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.

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 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.

While we have a US patent, litigation arising out of infringement or other commercial disputes could cause us to incur expenses and impair our competitive advantage

We may incur substantial expenses in defending against prospective claims, regardless of their merit. Our success depends in part on our ability to enforce intellectual property protection for our concepts and to preserve our trade secrets. The validity and breadth of claims covered in our patent filed with Canadian and U.S. authorities involve complex legal and factual questions and, therefore, may be subject to challenge. No assurances can be given 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 Corporation'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 limited warranty and a 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.

Insufficient Capital

The Corporation currently has revenue producing operations but may, from time to time, report a working capital deficit. To maintain its activities, the Corporation may 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. At present it is impossible to determine what amounts of additional funds, if any, may be required.

Limited Operating History

The Corporation has a limited history of revenue.

Negative Operating Cash Flow

Since inception, the Corporation has had cumulative negative operating cash flow. The Corporation has incurred losses since its founding. The losses and cumulative negative operating cash flow may continue for the foreseeable future as funds are expended on the business plan. The Corporation had negative cash flows from operations of $(216,392) for the period ended February 28, 2019.

Patent Risks

Although the Corporation has exercised the usual due diligence with respect to determining title to patents and 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.

Foreign Currency Risk

Foreign 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

Certain of the directors and officers of the Corporation are engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies and, as a result of these and other activities, such directors and officers of the Corporation may become subject to conflicts of interest. The ABCA provides that in the event that a director has an interest in a contract or proposed contract or agreement, the director shall disclose his interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement unless otherwise provided under the ABCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the ABCA. To the Corporation's knowledge, as at the date hereof there are no existing or potential material conflicts of interest between The Corporation and a director or officer of the Corporation except as otherwise disclosed herein.

Employees

The Corporation has no taxable employees at this time and all non-contract tasks are performed by management. This structure was adopted to simplify startup management and financial reporting and is expected to remain this way until Management decides otherwise.

Locations

We have a small warehouse/shop in Calgary for which we pay minimal month-to-month rent. Administrative functions are performed by Mr. James Durward at his Calgary home. Custom parts are machined at third-party machine shops. Additional physical space is available and will be added on an "as-needed" basis.

Intellectual Property

We have a US patent that was granted on May 14, 2019 - US 10,286,336 B2 and the Canadian application is pending.

Insurance

There is no liability insurance at this time but such insurance will be pursued after a public listing.

Additional Information

Additional information regarding the Company and its business and operations is available on the Company's profile at www.sedar.com and on the Company's website at medxtractor.com.

Corporate Information

BOARD OF DIRECTORS:
James Durward (1)
G. Steven Price (1)
Dusan Kuzma (1)
Neil A Runions

1) Member of Audit Committee

OFFICERS:

James Durward	-	President, Chief Executive Officer, Corporate Secretary
Dwayne A. Vinck	-	Chief Financial Officer

STOCK EXCHANGE LISTING:
none

AUDITORS:
MNP LLP
Calgary, Alberta

LEGAL COUNSEL:
Heighington Law
Calgary, Alberta

REGISTRAR AND TRANSFER AGENT:
TSX Trust Company,
Calgary, Alberta

SCHEDULE "D"

MANAGEMENT DISCUSSION AND ANALYSIS OF MEDXTRACTOR CORP. FOR THE THREE MONTH PERIOD ENDED MAY 31, 2019

(*attached*)

MEDXtractor

MedXtractor Corp.

Management Discussion and Analysis

For the three months ended May 31, 2019

Unaudited

This management's discussion and analysis ("**MD&A**") of **MedXtractor Corp.** (the "**Company**") contains an analysis of the Company's operational and financial results for the three months ended May 31, 2019. This MD&A has been prepared by management as of August 28, 2019 and has been approved by the Company's Board of Directors. This MD&A should be read in conjunction with the Company's audited financial statements and related notes for the period from January 24, 2018 to February 28, 2019 and the unaudited interim condensed financial statements for the three months ended May 31, 2019 and notes thereto, which have been prepared in accordance with International Financial Reporting Standards ("**IFRS**").

All dollar amounts referred to in this MD&A are expressed in Canadian dollars except where indicated otherwise. The Company's most recent filings are available under the Company's profile on the System for Electronic Document Analysis and Retrieval ("**SEDAR**") and can be accessed through the internet at www.sedar.com.

Cautionary Note Regarding Forward-Looking Statements

This MD&A contains "forward-looking information" within the meaning of Canadian securities legislation concerning the business, operations and financial performance and condition of the Company. Statements containing forward-looking information include, but are not limited to, statements with respect to anticipated developments in the Company's operations in future periods; planned activities; the adequacy of the Company's financial resources and other events or conditions that may occur in the future; the ability of the Company to create value for its shareholders; the ability of the Company to meet expected financing requirements. Generally, statements containing forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might", "will" or "will be taken", "occur" or "be achieved". Statements containing forward-looking information are based on the opinions and estimates of management as of the date such statements are made, and they are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such statements, including but not limited to risks related to: current global financial conditions; the need for additional financing and its availability on acceptable terms; the speculative nature of the cannabis industry; the ability to satisfy the financial needs required to maintain the Company's status as a going concern; the early stage of the Company's operations; the Company's need to rely on technical experts, which may not be available; future dilution to existing shareholders; certain uninsured or uninsurable risks; adverse effects on share prices from factors beyond the Company's control; as well as other factors discussed herein. Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those expected in statements containing forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended.

There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. The Company does not undertake to update any forward-looking information that is included herein, except in accordance with applicable securities laws.

The Business

MedX is a technology and marketing private company, incorporated on January 24, 2018 and has its head office in Calgary, Alberta, Canada. MedX is focused on the commercialization of its line of essential oil extractors. There are three capacities of extractor currently available; 2oz, 5oz and 16oz, all of which target the worldwide Craft cannabis grower horizontal. MedX began sales in June, 2018 and has installations in three countries worldwide. The extractors are designed and built in Calgary, Canada for which MedX holds a US patent as well as a Canadian patent-pending. MedX's technology allows for the extraction of essential oils and other compounds from a variety of botanical feedstock using carbon dioxide ("CO_2") as the extraction solvent. MedX believes that CO_2-based extraction provides the purest raw extracts available. Demand is primarily from the medical cannabis grower as consumption methods move away from smoking flower toward vaping, tinctures and edibles - all of which require extracts as a base. MedX technology is 100% owned by MedX and there are no royalties or payments of any kind payable to any party anywhere in the world.

Recent Corporate Developments, Business Initiative, and Subsequent Events

MedX is planning on filing in August 2019 a non-offering preliminary Prospectus ("Prospectus") with the Alberta Securities Commission and the British Columbia Securities Commissions for the purpose of allowing MedX to become eligible for listing pursuant to Section 1.2(a) of Policy 2 of the Policies and Procedures of the Canadian Securities Exchange (the "CSE") and to become a reporting issuer in those jurisdictions and to enable the Company to develop an additional organized market for its shares of common shares ("Common Shares" or "Shares") and to qualify for distribution of the Special Warrants (defined hereafter) and the securities underlying them.

On July 24, 2019, MedX closed a Private Placement for gross proceeds of $367,220 and issued 4,590,250 Special Warrants at a price of $0.08 per Special Warrant. The Special Warrants automatically convert into units ("Units") of MedX and will be deemed to have been exercised and converted without any further action on the part of the Holder or the payment of additional consideration on the earliest of: (i) the first business day following the date on which a receipt for a final prospectus has been issued to the Company by the securities regulatory authorities in a Province of Canada; or (ii) the 365th day following the date of issuance of the Special Warrants. On conversion, each Unit shall consist of one Common Share of the Company and one warrant ("Warrant"). Each Warrant is exercisable into one Common Share of the Company upon payment to the Company of $0.20 on or before the date that is 12 months from the conversion date of the Special Warrants. In addition, the Company issued 935,750 Special Warrants to certain finders who assisted the Company in raising funds under the Private Placement. The terms of the Special Finders Warrants are identical to the Special Warrants.

The Special Warrants, Special Finder Warrants and the Common Shares underlying them are qualified for distribution by the planned Prospectus.

Results of Operations

The following table outlines the details of operations for the quarters ended May 31, 2019 and 2018.

		Three months ended		
		May 31, 2019		May 31, 2018
Revenue				
Sales	$	94,237	$	60
Cost of sales		46.924		30
Gross margin	$	47,313	$	30
Expenses				
Advertising and promotion		4,528		3,590
Interest and bank charges		2,444		125
Contractors		5,994		-
Legal audit, and professional		13,120		32,595
Travel, meals and entertainment		2,544		1,926
Research and development		4,620		-
Office expenses		1,003		4,633
Accounting		1,495		248
Rent		2,100		-
Stock based compensation		29,292		132,000
Total expenses	$	67,140	$	175,117
Other Income				
Interest	$	225		388
Net operating loss	**$**	**(19,602)**	**$**	**(174,699)**

Revenue - For the three months ended May 31, 2019 revenues are $41,116, (May 31, 2018 $60) to Canadian customers and $ 53,121 (May 31, 2018 nil) to customers in the USA and Australia.

The fluctuation in sales, cost of sales and gross margin is primarily due to the startup nature of the Issuer. During the startup period many marketing approaches were tested and numerous mechanical design configuration changes were done to increase extractor performance. The configuration changes resulted in additional components with additional costs result in lower gross margins. Additionally, while the 16oz version provides the highest margin and sells the most units, it is also the version that has been most exposed to sales discounts, which may include free shipping and/or outright sales discounts.

For the year ended February 28, 2019, the Issuer sold 27 units, 20 of which were 16oz units and representing 74% of the total units sold. For the three-month period ended May 31, 2019, the Issuer sold 11 units and of those units, six of them were 16oz units, representing 55% of the total units sold. This changing product mix resulted in a decrease in gross margins of approximately 16% from February 28, 2019 to May 31, 2019. The decrease in margins was primarily because there was a higher proportion of higher margin units sold during the February 28, 2019 year-end (74%) vs. the higher margin units sold for the three-month period ended May 31, 2019 (55%). Management believes the changing product mix and overseas shipping charges are the key drivers causing the minor fluctuation in the gross margin as a percentage of sales.

For the periods ended February 28, 2019 and May 31, 2019, the cost of sales decreased from $54,944 to $46,924, a decrease of $8,020. The difference was largely driven by the decrease in the number of units sold for the period ended May 31, 2019, foreign exchange adjustments, and fluctuations in sales discounts.

For the periods ended February 28, 2019 and May 31, 2019, sales decreased from $162,392 to $94,237, a decrease of $68,155. This was primarily because the results compare one quarter of sales vs. a full year. Management does not believe there is any other significant reason for the decrease in sales.

Legal, audit, and professional – includes costs of independent auditor review engagement for the quarter ended May 31, 2019 and for 2018 included incorporation legal costs.

Stock based compensation – 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. The $132,000 fair value of the 1,500,000 stock options granted on March 14, 2018 is $0.088 per option, calculated at the grant date using the Black-Scholes option pricing model. The assumptions for this calculation were a risk-free interest rate of 1.99%, expected life of 5 years and expected volatility of 137%.

On March 21, 2019, the Company and optionees agreed to cancel the 1,500,000 common shares purchase options. The Company granted 1,725,000 common share purchase options to directors of the Corporation. The stock options are exercisable at a price of $0.08 per share, expire in five years and the options will vest immediately at the date of grant. The fair value of the 1,725,000 stock options granted on March 21, 2019 is $0.01 per option, calculated at the grant date using the Black-Scholes option pricing model. The assumptions for this calculation were a risk-free interest rate of 1.56%, expected life of 5 years and expected volatility of 128%.

On April 1, 2019, the Company granted 375,000 common share purchase options to an officer of the Corporation. The stock options are exercisable at a price of $0.08 per share, expire in five years and the options will vest immediately at the date of grant. The fair value of the 375,000 stock options granted on April 1, 2019 is $0.8 per option, calculated at the grant date using the Black-Scholes option pricing model. The assumptions for this calculation were a risk-free interest rate of 1.58%, expected life of 5 years and expected volatility of 128%.

Summary of Quarterly Results

	May 31, 2019	Feb. 28, 2019	Nov. 30, 2018	Aug. 31, 2018	May 31, 2018	Feb. 28, 2018
Revenue	94,237	72,582	5,395	84,355	60	-
Cost of Sales	46,924	27,713	1,780	25,421	30	-
Gross Profit	47,313	44,869	3,615	58,934	30	-
Expenses (cash)	37,848	80,491	38,923	49,993	43,117	20,747
Expenses (non-cash)	29,292	459	-	-	132,000	-
Other income (interest)	225	277	419	247	388	(12)
Net income (loss)	(19,602)	(35,804)	(34,889)	9,188	(174,699)	(20,759)
Net loss per share	(0.00)	(0.00)	(0.00)	0.00	(0.01)	(0.00)
Total assets	271,315	269,172	281,331	195,900	195,214	229,241
Total long term liabilities	-	-	-	-	-	-
Cash dividend per share	-	-	-	-	-	-
Shares Outstanding	21,000,100	20,700,100	20,700,100	15,000,100	15,000,100	15,000,100

Liquidity and Capital Resources

At May 31, 2019, the company had working capital of $256,857 including cash of $201,147 as compared to working capital of $235,377 including cash of $143,489 as at May 31, 2018.

The Company's objective when managing capital is to maintain the confidence of shareholders and investors in the implementation of its business plans by maintaining sufficient levels of liquidity to fund and support its development as well as other corporate activities. The Company's capital historically has been derived from the issuance of equity. Management monitors its financial position on an ongoing basis.

Financial statements have been prepared on a going concern basis which assumes that the Company will continue in operation for the foreseeable future and be able to realize its assets and discharge its liabilities and commitments in the normal course of business. The company expects that it will need to raise additional funds in the short-term to finance additional growth initiatives. There is no certainty that the Company will be able to obtain the financing required to continue development activities.

The Company is authorized to issue an unlimited number of common shares without par value.

Off Balance Sheet Arrangements

The Company is not a party to any off-balance sheet arrangements or transactions.

Changes in Accounting Policies

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 has evaluated the impact of the standard on its financial statements and does not believe that adoption of IFRS 16 will result in a material impact.

Financial Instruments

The Company, as part of its operations, carries financial instruments consisting of cash, accounts receivable, 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.

Other MD&A Requirements

Outstanding Share Data

The Company's authorized share capital consists of an unlimited number of common shares without par value.

Equity instruments issued and outstanding:

	August 28, 2019	May 31, 2019	February 28 2019
Common shares	21,062,600	21,000,100	20,700,100
Special and Finders Special Warrants[(1)]	4,683,825	-	-
Stock Options	2,100,000	2,100,000	1,500,000

(1) The Special and Finders Special Warrants automatically convert into units ("Units") of MedX and will be deemed to have been exercised and converted without any further action on the part of the Holder or the payment of additional consideration on the earliest of: (i) the first business day following the date on which a receipt for a final prospectus has been issued to the Company by the securities regulatory authorities in a Province of Canada; or (ii) the 365th day following the date of issuance of the Special Warrants. On conversion, each Unit shall consist of one Common Share of the Company and one warrant ("Warrant"). Each Warrant is exercisable into one Common Share of the Company upon payment to the Company of $0.20 on or before the date that is 12 months from the conversion date of the Special Warrants.

Related Party transactions

On March 21, 2019, the Company and optionees agreed to cancel the 1,500,000 common shares purchase options. The Company granted 1,725,000 common share purchase options to directors of the Corporation. The stock options are exercisable at a price of $0.08 per share, expire in five years and the options will vest immediately at the date of grant. On April 1, 2019, the Company granted 375,000 common share purchase options to an officer of the Corporation. The stock options are exercisable at a price of $0.08 per share, expire in five years and the options will vest immediately at the date of grant.

Proposed Transactions

Planned Filing of Non-Offering Preliminary Prospectus

MedX is planning on filing in August 2019 a non-offering preliminary Prospectus ("Prospectus") with the Alberta Securities Commission and the British Columbia Securities Commissions for the purpose of allowing MedX to become eligible for listing pursuant to Section 1.2(a) of Policy 2 of the Policies and Procedures of the Canadian Securities Exchange (the "CSE") and to become a reporting issuer in that jurisdiction and to enable the Company to develop an additional organized market for its shares of common shares ("Common Shares" or "Shares") and to qualify for distribution of the Special Warrants (defined hereafter) and the securities underlying them.

Subsequent Events

Subsequent to the three months ended May 31, 2019 the following events occurred:

On July 24, 2019, MedX closed a Private Placement for gross proceeds of $367,220 and issued 4,590,250 Special Warrants at a price of $0.08 per Special Warrant. The Special Warrants automatically convert into units ("Units") of MedX and will be deemed to have been exercised and converted without any further action on the part of the Holder or the payment of additional consideration on the earliest of: (i) the first business day following the date on which a receipt for a final prospectus has been issued to the Company by the securities regulatory authorities in a Province of Canada; or (ii) the 365th day following the date of issuance of the Special Warrants. On conversion, each Unit shall consist of one Common Share of the Company and one warrant ("Warrant"). Each Warrant is exercisable into one Common Share of the Company upon payment to the Company of $0.20 on or before the date that is 12 months from the conversion date of the Special Warrants. In addition, the Company issued 93,575 Special Warrants to certain finders who assisted the Company in raising funds under the Private Placement. The terms of the Special Finders Warrants are identical to the Special Warrants. The Special Warrants, Special Finder Warrants and the Common Shares underlying them are qualified for distribution by the planned Prospectus.

Short Term Objectives and How We Intend to Achieve Them

To accomplish the Corporation's short-term goals, we need to:

1) Connect with Craft-scale growers. The Corporation has developed and tested a marketing/advertising program. The Corporation believes that it knows what to do and how much it will cost to do it. The marketing program is expected to cost approximately $130,000 over the next 12 months.

2) Provide and manufacture small-scale extractors. The Corporation believes it owns the only patented small-scale CO2-based ("CO2") extraction technology suitable for Craft-sized growers. The Corporation has significant inventory and sales began in the latter half of 2018. Management expects inventory will require approximately $70,000 over the next 12 months.

3) To become a reporting issuer in Canada to enable the Corporation to develop an additional organized market for its Common Shares and apply for a listing on the Canadian Securities Exchange. The cost to become a reporting issuer and become listed on the CSE is expected to be approximately $60,000.

4) Qualify the distribution of up to 9,367,650 Common Shares of the Corporation issuable for no additional consideration upon conversion and exercise of 9,367,650 Special Warrants, Special Finders Warrants and Warrants. This cost is included in the $60,000 cost to become a reporting issuer.

There is no guarantee that any of the above objectives will be accomplished. The Corporation expects to achieve the above objectives within 12 months following the date of listing on the CSE.

Risk Factors

Industry Risks

The Corporation faces 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 that 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 CO_2 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.

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 generate the majority of our revenues from the medical and recreational cannabis industries. Neither foreign nor ancillary markets provide a guarantee of revenue. Many markets may never legalize the consumption of recreational cannabis, which limits the demand for our CO_2 Extractors. Also, licensing in a foreign markets may be dependent upon performance in home markets and if one of our CO_2 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.

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 sale of its extractors and believes that there are no federal laws pertaining 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 management believes that 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.

The Corporation's Risks

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.

Going Concern

As at May 31, 2019, the Company had not achieved profitable operations since its inception and had an accumulated deficit of $276,565. Whether and when the Company can attain profitability from operations is uncertain. The lack of profitable operations results in a material uncertainty which may cast significant doubt on the Company's ability to continue as a going concern.

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

Should we become 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.

Early failures would impair our ability to attract additional capital

Our business model contemplates continuing sales and 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.

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.

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.

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 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.

While we have a US patent, litigation arising out of infringement or other commercial disputes could cause us to incur expenses and impair our competitive advantage

We may incur substantial expenses in defending against prospective claims, regardless of their merit. Our success depends in part on our ability to enforce intellectual property protection for our concepts and to preserve our trade secrets. The validity and breadth of claims covered in our patent filed with Canadian and U.S. authorities involve complex legal and factual questions and, therefore, may be subject to challenge. No assurances can be given 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 Corporation'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 limited warranty and a 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.

Insufficient Capital

The Corporation currently has revenue producing operations but may, from time to time, report a working capital deficit. To maintain its activities, the Corporation may 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. At present it is impossible to determine what amounts of additional funds, if any, may be required.

Limited Operating History

The Corporation has a limited history of revenue.

Negative Operating Cash Flow

Since inception, the Corporation has had cumulative negative operating cash flow. The Corporation has incurred losses since its founding. The losses and cumulative negative operating cash flow may continue for the foreseeable future as funds are expended on the business plan. The Corporation had positive cash flows from operations of $57,868 for the three months ended May 31, 2019, yet cannot predict when it will reach cumulative positive operating cash flow.

Patent Risks

Although the Corporation has exercised the usual due diligence with respect to determining title to patents and 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.

Foreign Currency Risk

Foreign 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

Certain of the directors and officers of the Corporation are engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies and, as a result of these and other activities, such directors and officers of the Corporation may become subject to conflicts of interest. The ABCA provides that in the event that a director has an interest in a contract or proposed contract or agreement, the director shall disclose his interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement unless otherwise provided under the ABCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the ABCA. To the Corporation's knowledge, as at the date hereof there are no existing or potential material conflicts of interest between The Corporation and a director or officer of the Corporation except as otherwise disclosed herein.

Employees

The Corporation has no taxable employees at this time and all non-contract tasks are performed by management. This structure was adopted to simplify startup management and financial reporting and is expected to remain this way until Management decides otherwise.

Locations

We have a small warehouse/shop in Calgary for which we pay minimal month-to-month rent. Administrative functions are performed by Mr. James Durward at his Calgary home. Custom parts are machined at third-party machine shops. Additional physical space is available and will be added on an "as-needed" basis.

Intellectual Property

We have a US patent that was granted on May 14, 2019 - US 10,286,336 B2 and the Canadian application is pending.

Insurance

There is no liability insurance at this time but such insurance will be pursued after a public listing.

Additional Information

Additional information regarding the Company and its business and operations is available on the Company's profile at www.sedar.com and on the Company's website at medxtractor.com.

Corporate Information

BOARD OF DIRECTORS:
James Durward (1)
G. Steven Price (1)
Dusan Kuzma (1)
Neil A Runions

1) Member of Audit Committee

OFFICERS:

James Durward	-	President, Chief Executive Officer, Corporate Secretary
Dwayne A. Vinck	-	Chief Financial Officer

STOCK EXCHANGE LISTING:
none

AUDITORS:
MNP LLP
Calgary, Alberta

LEGAL COUNSEL:
Heighington Law
Calgary, Alberta

REGISTRAR AND TRANSFER AGENT:
TSX Trust Company,
Calgary, Alberta

CERTIFICATE OF THE CORPORATION

DATE: October 8, 2019

This Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities previously issued by the Issuer as required by the securities legislation in British Columbia and Alberta.

(Signed) *"**James M. Durward**"*

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

(Signed) *"**Dwayne Vinck**"*

Dwayne Vinck
Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

(Signed) *"**G. Steven Price**"*

G. Steven Price
Director

(Signed) *"**Dusan Kuzma**"*

Dusan Kuzma
Director

CERTIFICATE OF THE PROMOTER

DATE: October 8, 2019

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

(Signed) *"**James M. Durward**"*

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