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

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

These securities have not been and will not be registered under the United States Securities Act of 1933, as amended, (the "U.S. Securities Act") and, may not be reoffered, resold or transferred to, or for the account or benefit, of a U.S. Person (as that term is defined in Regulation S of the U.S. Securities Act) except pursuant to an effective registration statement under the U.S. Securities Act, and any applicable state securities laws, or pursuant to an available exemption from the registration requirements from the U.S. Securities Act and any applicable state securities laws. This prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of these securities offered hereby in the United States to, or for the account or benefit, of a U.S. Person. See "Plan of Distribution".

AMENDED AND RESTATED PRELIMINARY PROSPECTUS DATED SEPTEMBER 27, 2018, AMENDING AND RESTATING THE PRELIMINARY PROSPECTUS DATED JUNE 28, 2018, FOR BRITISH COLUMBIA, ALBERTA AND ONTARIO

Initial Public Offering **September 27, 2018**

OVATION SCIENCE INC.

Suite 1085, 555 Burrard St.
Vancouver, B.C. V7X 1M8
(604) 685-4745

Minimum of 4,000,000 Units and Up to a Maximum of 7,000,000 Units

Price: $0.30 per Unit

Minimum of $1,200,000 and up to a Maximum of $2,100,000

Ovation Science Inc. (the "Company") is offering (the "Offering") to purchasers resident in British Columbia, Alberta, and Ontario or elsewhere if permitted by applicable law, through its agent, PI Financial Corp. (the "Agent") on a commercially reasonable efforts basis, a minimum of 4,000,000 and a maximum of 7,000,000 units, with each unit comprised of one Common Share (as defined herein) and one-half of one non-transferable common share purchase warrant (the "Units") of the Company at a price of $0.30 per Unit with each whole warrant (the "Warrants") exercisable at $0.45 to acquire one Common Share (a "Warrant Share") for 24 months from the date of issue. The Warrants contain an acceleration provision (the "Acceleration Provision") which provides that if the volume weighted average closing price of the Common Shares is $0.65 or more for 10 consecutive trading days from the date of issuance of the Warrants, the Company will have the right, by providing notice (the "Acceleration Notice") to the Warrant holder(s), to accelerate the Expiry Date of the Warrants to that date which is 20 days from the date of the Acceleration Notice. The Company will offer the Agent an option to cover over-allotments (the "Agent's Option"), which will allow the Agent to offer up to 1,050,000 additional Units for additional proceeds of $315,000.00. The Agent's Option may be exercised in whole or in part any time prior to the Closing Date of the Offering. Offering proceeds will be a minimum gross proceeds of $1,200,000 and maximum gross proceeds of $2,100,000. The offering price was determined by negotiation between the Agent and the Company in accordance with applicable policies of the Canadian Securities Exchange (the "CSE"). See "Plan of Distribution".

	Price to Public[(1)]	**Agent's Discounts or Commission[(2)]**	**Net Proceeds to the Company[(3)]**
Per Unit	$0.30	$0.024	$0.276
Minimum Offering	$1,200,000	$96,000	$1,104,000
Maximum Offering	$2,100,000	$168,000	$1,932,000

Notes:

(1) The Agent shall receive a cash commission equal to 8% of the aggregate gross proceeds of the Offering and non-transferable options (the "Agent's Warrants") to purchase up to that number of Common Shares in the capital of the Company that is equal to 8% of the aggregate number of Units sold under this Offering exercisable at a price of $0.45 per Common Share for a period of 24 months from the listing date. The Agent's Warrants will be qualified under this prospectus. In addition, the Company has agreed to provide the Agent with a corporate finance fee of $25,000 plus GST of $1,250 for a total of $26,250 (the "Work Fee"). The Company has provided 50% of the Work Fee in the amount of $12,500 plus GST of $625 for a total of $13,125 and the balance will be payable at closing of the Offering. See "Plan of Distribution".

(2) Before deducting the balance of the costs of this issue estimated at $78,250, which includes the Work Fee, legal and audit fees and other expenses of the Company, the Agent's expenses including its legal fees, the listing fee payable to the Exchange and the filing fees payable to the British Columbia Securities Commission (the "BCSC"). See "Use of Proceeds".

(3) If the Agent's Option is fully exercised, the price to the public will be $2,415,000, the Agent's Commission will be $193,200, and the Net Proceeds to the Company will be $2,221,800.

The Agent (including any registered sub-agents who assist the Agent in the distribution of the Units), as exclusive agent for the purposes of this Offering, conditionally offers on a commercially reasonable efforts basis the Units, if as and when issued and delivered by the Company and accepted by the Agent in accordance with the terms and conditions contained in the agency agreement (the "Agency Agreement") dated _____ ____, 2018 between the Company and the Agent and subject to the approval of certain legal matters on behalf of the Company by Northwest Law Group and on behalf of the Agent by Miller Thomson LLP. See "Plan of Distribution".

Subscriptions for the Units will be received subject to rejection or allotment in whole or in part by the Company and the right is reserved by the Company to close the subscription books at any time without notice. It is expected that the Closing of the offering will occur on a date agreed upon by the Company and the Agent, but not later than the date that is 90 days after a receipt is issued for the final prospectus or if a receipt has been issued for an amendment to the final prospectus, within 90 days of issuance of such receipt and in any event not later than 180 days from the date of receipt of the final prospectus. It is expected that the Units will be delivered in electronic book entry form through CDS Clearing and Depository Services Inc. ("CDS") or its nominee upon Closing unless the Agent elects for physical share certificates which would be available for delivery upon Closing. If delivered in book entry form, purchasers of Common Shares will receive only a customer confirmation from the registered dealer that is a CDS participant and from or through which the Common Shares were purchased. Purchasers will receive physical certificates representing the Warrants purchased.

The completion of the Offering is subject to a minimum subscription of Units for aggregate gross proceeds of $1,200,000. The Offering will not be completed and no subscription funds will be advanced to the Company unless and until the minimum subscription of $1,200,000 has been raised. In the event that the minimum subscription is not attained by the end of the period of the Offering, all subscription funds that subscribers may have advanced to the Agent in respect of the Offering will be refunded to the subscribers without interest or deduction.

There is no market through which these securities may be sold and purchasers may not be able to resell securities purchased under this prospectus. This may affect the pricing of the securities in the secondary market, the transparency and availability of trading prices, the liquidity of the securities and the extent of issuer regulation. See "Risk Factors".

As at the date of this prospectus, the Company does not have any of its securities listed or quoted, has not applied to list or quote any of its securitise, 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 Company has applied to list its Common Shares on the CSE. Listing of the Common Shares is subject to the Company fulfilling all of the listing requirements of the CSE. The Warrants will not be listed.

Investors should consider an investment in the securities of the Company to be speculative and should review the risk factors outlined on page 30 of this prospectus under "Risk Factors".

The Company is not a related or connected issuer to the Agent (as such terms are defined in National Instrument 33-105 – *Underwriting Conflicts*). See "Relationship between the Company and Agent".

The Agent's position is as follows:

Agent's Position	Minimum Size or Number of Securities Available	Maximum Size or Number of Securities Available	Exercise Period or Acquisition Date	Exercise Price or Average Acquisition Price
Agent's Warrants(1)	320,000 Agent's Warrant Shares	644,000 Agent's Warrant Shares	24 months from the Listing Date	$0.45
Agent's Option(3)	Nil	1,050,000 Units	Until Closing	$0.30

Total securities issuable to the Agent	320,000 Agent's Warrant Shares	644,000 Agent's Warrant Shares[(2)]

Notes:

(1) The Agent's Warrants are qualified under this prospectus. See "Plan of Distribution".

(2) Assuming completion of the maximum Offering and full exercise of the Agent's Option the total Units to be sold under this Offering would be 8,050,000 which would increase the total securities issuable to the Agent from 560,000 Agent's Warrant Shares to 644,000 Agent's Warrant Shares.

(3) The Agent's Option is qualified under this prospectus. See "Plan of Distribution".

No person is authorized by the Company or the Agent to provide any information or to make any representations other than those contained in this prospectus in connection with the issue and sale of the securities offered pursuant to this prospectus.

As certain directors of the Company reside outside of Canada, they have appointed the following agent for service of process:

Name of Person	Name and Address of Agent
Terry Howlett	Northwest Law Group Suite 704 – 595 Howe Street Vancouver, BC V6C 2T5
Doreen McMorran	Northwest Law Group Suite 704 – 595 Howe Street Vancouver, BC V6C 2T5

Purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person or company that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, even is the party has appointed an agent for service of process.

PI Financial Corp.
1900-666 Burrard Street
Vancouver, BC
V6C 3N1
Telephone: 604-664-2900
Facsimile: 604-644-3660

This Prospectus qualifies the distribution of securities of an entity that is expected to indirectly derive a portion of its revenues from the cannabis industry in certain U.S. states, which industry is illegal under U.S. federal law. The Company is indirectly involved in the cannabis industry in the United States where local state law permits such activities.

Although certain states and territories of the U.S. authorize medical or recreational cannabis production and distribution by licensed or registered entities, under U.S. federal law, the possession, use, cultivation, and transfer of cannabis is illegal and any such acts are criminal acts under federal law under any and all circumstances under the CSA (as defined herein) The Company's sublicensees have assured that they are in compliance with state licensing and regulatory frameworks.

Almost half of U.S. states have enacted legislation to regulate the sale and use of medical cannabis without limits on THC (as defined herein) while other states have regulated the sale and use of medical cannabis with strict limits on the levels of THC. Notwithstanding the permissive regulatory environment of medical cannabis at the state level, cannabis continues to be categorized as a Schedule II controlled substance under the CSA in the United States and as such, is illegal under federal law in the United States.

As a result of the conflicting views between state legislatures and the federal government regarding cannabis, investments in cannabis businesses in the United States are subject to inconsistent legislation and regulation. Unless and until the United States Congress amends the CSA with respect to cannabis (and as to the timing or scope of any such potential amendments there can be no assurance), there is a significant risk that federal authorities may enforce current federal law, which may adversely affect the current and future investments of the Company in the United States. As such, there are a number of risks associated with the Company's existing and future investments in the United States, and such investments may become the subject of heightened scrutiny by regulators, stock exchanges and other authorities in Canada. There can be no assurance that this heightened scrutiny will not in lead to the imposition of certain restrictions on the Company's ability to invest in the United States or any other jurisdiction. See "Risk Factors".

There can be no assurance that third party service providers, including, but not limited to, suppliers, subcontractors and banks will not suspend or withdraw services which could negatively impact the business of the Company.

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GLOSSARY OF DEFINED TERMS

The following definitions and terms apply throughout this document unless the context otherwise requires. Expressions used in this prospectus and other terms and expressions may be defined throughout this prospectus.

"$0.02 Pooling Agreement"	an agreement dated April 10, 2018, whereby 1,449,500 Common Shares issued at $0.02 per share are subject to release over 450 days from the Listing Date.
"$0.10 Pooling Agreement"	an agreement dated April 10, 2018, whereby 5,266,120 Common Shares issued at $0.10 per share are subject to release over 270 days from the Listing Date.
"ACMPR"	Access to Cannabis for Medical Purposes Regulations.
"Agency Agreement"	the agency agreement dated _____ ___, 2018 between the Company and the Agent, providing that the Agent, on behalf of the Company, conditionally offers the Common Shares, on a commercially reasonable efforts basis.
"Agent"	PI Financial Corp.
"Agent's Commission"	the cash commission equal to 8% of the total gross proceeds of the Offering payable to the Agent on Closing of the Offering.
"Agent's Warrants"	the non-transferable compensation options to be granted to the Agent or its sub-agents, if any, to purchase up to a number of Common Shares equal to 8% of the aggregate number of Units sold under the Offering at a price of $0.45 per Common Share, exercisable at any time up to the close of business 24 months from the Closing.
"ASC"	the Alberta Securities Commission.
"Articles"	the articles of the Company.
"BCA"	the *Business Corporations Act* (British Columbia).
"BCSC"	the British Columbia Securities Commission.
"Canopy License Agreement"	the license agreement dated September 15, 2017, between Skinvisible Pharmaceuticals Inc. and Canopy Growth Corporation which has been assigned to the Company pursuant to the Invisicare Agreement.
"CBD"	cannabidiol, a naturally occurring non-psychoactive constituent compound of cannabis.
"CDS"	CDS Clearing and Depository Services Inc.
"CDSA"	Controlled Drug and Substances Act.
"Closing"	the closing of the Offering.
"Common Shares"	the common shares in the capital of the Company without par value, including the common shares comprising a portion of the Unit and the Warrant Shares.
"Company"	Ovation Science Inc.
"CSA"	the US federal Controlled Substances Act.
"DEA"	U.S. Drug Enforcement Administration.
"Directors" or "Board" or "Board of Directors"	the board of directors of the Company.
"Dispensary Products"	products from marijuana including not limited to CBD and/or THC and sold exclusively in US state licensed recreational or medical marijuana dispensaries.
"Escrow Agreement"	the escrow agreement dated April 10, 2018, among the Company, National Issuer Services Ltd. and the holders of the escrowed securities.
"Exchange" or "CSE"	the Canadian Securities Exchange.
"Farm Bill"	means the Agriculture Act of 2014 which is passed by the United States Congress that authorizes nutrition and agriculture programs in the United States for the years of 2014- 2018.
"FDA"	means the US Food and Drug Administration.
"FDR"	means the Canada Food and Drug Regulations.
"Final Rule"	means the DEA rule establishing a Controlled Substances Code Number for marihuana extract.
"Health Canada"	means the department of the government of Canada with responsibility for national public health.
"IFRS"	International Financial Reporting Standards.
"Invisicare Agreement"	the licensing and assignment agreement dated September 29, 2017, between Skinvisible and the Company.

"Licensed Producers"	producers with licenses issued by Health Canada to produce, sell, distribute or provide marijuana for medical purposes to eligible persons under the ACMPR.
"Lighthouse License Agreement"	The license agreement dated November 10, 2017, between the Company and Lighthouse Strategies, LLC.
"Listing Date"	the date on which the Common Shares are first listed for trading on the Exchange.
"MMAR"	Medical Marihuana Access Regulations, which was replaced by the MMPR on June 7, 2013.
"MMPR"	Marihuana for Medical Purposes Regulations, which was replaced by the ACMPR on August 24, 2016.
"NI 41-101"	National Instrument 41-101 – *General Prospectus Requirements.*
"Non-Dispensary Products"	products formulated with non-THC cannabinoids from hemp or marijuana which are non-exclusive for sale outside of state licensed recreational or medical marijuana dispensaries.
"NP 46-201"	National Policy 46-201 – *Escrow for Initial Public Offerings*.
"Offering"	the offering of a minimum of 4,000,000 and a maximum of 7,000,000 Units at a price of $0.30 per Unit pursuant to this prospectus.
"Options"	stock options granted pursuant to the Stock Option Plan.
"OSC"	the Ontario Securities Commission.
"Packaging Fees"	fees payable for use of the Company's Trademarks, Formulations, Patent Rights and Product Specifications.
"SEDAR"	System for Electronic Document Analysis and Retrieval.
"Skinvisible"	Skinvisible Pharmaceuticals, Inc.
"Stock Option Plan"	the stock option plan adopted by the Directors on April 10, 2018.
"THC"	tetrahydrocannabinol, a naturally occurring psychoactive constituent of cannabis.
"Warrant Shares"	Common Shares issuable on exercise of the Warrants.
"Work Fee"	the non-refundable $25,000 + GST fee payable to the Agent.

CURRENCY

All dollar amounts in this prospectus are in Canadian dollars unless otherwise indicated, and all references to $ in this prospectus are to Canadian dollars unless otherwise indicated.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This prospectus contains "forward-looking information" which may include, but is not limited to, statements with respect to the future financial or operating performance of the Company and its views of future events.

Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or variations (including negative variations) of such words and phrases, or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved.

Forward-looking statements involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors and assumptions include, among others, general business, economic, and competitive uncertainties; limited operating history of the Company; anticipated cash needs and need for additional financing; ability to protect, maintain and enforce intangible property rights; plans for expansion of formulas and products development; future growth plans and the ability to meet business objectives; the acceptance by customers and the marketplace of new products; the ability of the Company's sublicensees to attract new customers and develop and maintain existing customers; ability to attract and retain personnel; and expectations with respect to advancement and adoption of new formulas, new product lines and ingredients.

Forward-looking statements are based on a number of material factors and assumptions, including speculative nature of investment risk; liquidity and future financing risk; market risk for securities; increased costs of being a publicly traded company; history of operating loss; going-concern risk; competition; limited operating history; success of quality control systems; product recalls; product liability; changing consumer preferences; key personnel risk; uncertainty caused by potential changes to legal regulations; potential changes in federal and state laws and regulations; global economy risk; and trends, risks and uncertainties. Actual results may vary from such forward-looking information for a variety of reasons, including but not limited to risks and uncertainties disclosed in this prospectus. See "Risk Factors".

These forward-looking statements are made as of the date of this prospectus and are based on the reasonable beliefs, expectations and opinions of management on the date of this prospectus (or as of the date they are otherwise stated to be made). Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. New factors emerge from time to time, and it is not possible for management to predict all of such factors and to assess in advance the impact of each such factor on the Company's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statement. There is 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. We do not undertake to update or revise any forward-looking statements, except as, and to the extent required by, applicable securities laws in Canada.

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

PROSPECTUS SUMMARY

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

The Company

Ovation Science Inc. (previously defined as the "Company") was incorporated in British Columbia on July 18, 2017. To date, the Company has been engaged in the business of sub licensing rights to use Invisicare®, a patented drug delivery technology used in topical and transdermal skin products containing hemp seed oil and cannabis products. The Company's first two sublicenses have been granted to Canopy Growth Corporation ("Canopy") and Lighthouse Strategies, LLC ("Lighthouse"). The Company has an exclusive worldwide license agreement for cannabis and hemp seed oil products containing Invisicare®. The Company is also considering launching its own CBD-only product line in the U.S. where CBD from hemp is permitted by state laws.

See "Business of the Company".

The Offering

Offering:	The Company is offering a minimum of 4,000,000 and a maximum of 7,000,000 Units at a price of $0.30 per Unit for minimum gross proceeds of $1,200,000 and maximum gross proceeds of $2,100,000. The Agent will also have the Agent's Option that may increase the maximum gross proceeds to $2,415,000 and maximum of 8,050,000 Units, if exercised in full. The prospectus qualifies the distribution of the Common Shares, the Warrants, the Agent's Option and the Agent's Warrants. See "Plan of Distribution".
Agent's Commission:	Under the terms of the Agency Agreement, the Company will pay the Agent a cash commission (previously defined as the "Agent's Commission") equal to 8% of the total gross proceeds of the Offering. In addition to the Agent's Commission, the Company will issue to the Agent a non-transferable options (previously defined as the "Agent's Warrants") to purchase Shares equal to 8% of the aggregate number of Units sold under the Offering at a price of $0.45 per Share for a period of 24 months following the Closing. The Company has also agreed to pay to the Agent the Work Fee of $25,000, plus applicable taxes and pay for all reasonable expenses of the Agent in connection with the Offering. See "Plan of Distribution".
Use of Proceeds:	The estimated net proceeds of the minimum Offering, after deducting the estimated balance of the expenses of the Offering of $78,250 and the Agent's Commission of $96,000, will be $1,025,750 and will be used for marketing, entering new sublicense agreements, and establishing a Canadian polymer and laboratory facility. The estimated net proceeds of the maximum Offering, after deducting the estimated balance of the expenses of the Offering of $78,250 and the Agent's Commission of $168,000, will be $1,853,750 and will be used for marketing, entering new sublicense agreements, and establishing a Canadian polymer and laboratory facility. The estimated net proceeds of the Offering if the Agent's Option is exercised in full, after deducting the estimated balance of the expenses of the Offering of $78,250 and the Agent's Commission of $193,200 will be $2,143,550 and will be used for marketing, entering new sublicense agreements, and establishing a Canadian polymer and laboratory facility. As at August 31, 2018, the Company had working capital of $52,961. Accordingly, the Company anticipates on having minimum available funds of approximately $1,078,711 upon completion of the minimum Offering; available funds of approximately $1,906,711 upon completion of the maximum Offering; and maximum available funds of approximately $2,196,511 if the Agent's Option is exercised in full. See "Use of Proceeds".

Risk Factors

An investment in the Company is speculative and involves a high degree of risk. Accordingly, prospective investors should carefully consider and evaluate all risks and uncertainties involved in an investment in the Company, including but not limited to risks related to: substantial number of authorized but unissued shares; dilution; no market for securities; speculative nature of investment; liquidity and future financing risk; increased costs of being a publicly traded company; current market volatility; negative cash flows from operating activities; history of operating loss; going-concern risk; if the Company's products and formulations are not deemed desirable and suitable for purchase and its sublicensees cannot establish a customer base, the Company may not be able to generate sufficient revenues, which would result in a failure of the business and a loss of any

investment one makes in the Company; if the demands for the formulations the Company offers slows, then its business would be materially affected; because the Company is new in the marketplace, it may not be able to compete effectively and increase market share; like all retailers, distributors and manufacturers or topical products, the Company faces an inherent risk of exposure to product liability claims in the event that the use of products that the Company formulates results in injury; if the Company's products become contaminated, its business could be seriously harmed; the Company's business may be adversely affected by unfavourable publicity within the skin care markets; as the Company intends to conduct international business transactions, it will be exposed to local business risks in different countries, which could have a material adverse effect on the Company's financial condition or results of operations; because of the nature of the Company's business, it may be subject to governmental regulations or laws that increase its costs of operations or decrease its ability to generate income; the Company's commercial success depends significantly on its ability to develop and commercialize its business without infringing the intellectual property rights of third parties; the implementation of the Company's business plan relies on its ability to manage growth. If it is not able to manage the growth, its business plan may not be successfully implemented; the Company's success depends on continuing to hire and retain qualified personnel, including its directors and officer and technical personnel. If the Company is not successful in attracting and retaining these personnel, its business will suffer; the Company's ability to attract new sublicensees and customers and expand its business into new lucrative markets is highly dependent on its ability to continue to invest in research and development resources; if the Company is unable to attract new sublicensees and customers, or if its existing sublicensees and customers do not purchase additional products, the growth of its business and cash flows will be adversely affected; key management personnel may leave the Company, which could adversely affect its ability to continue operations; cannabis (marijuana) remains a Schedule II drug in Canada under the Controlled Drug and Substances Act, and, unless otherwise regulated for production and distribution for medical purposes, its subject to offences under that Act; the Company is subject to changes in Canadian laws, regulations and guidelines which could adversely affect the Company's future business, financial condition and results of operations; while cannabis is legal in many US state jurisdictions, it continues to be a controlled substance under the United States Federal Controlled Substances Act; investors are cautioned in the United States, cannabis is largely regulated at state level; the approach to enforcement of cannabis laws may be subject to change or may not proceed as previously outlined; the Company may be subject to product recalls for product defects self-imposed or imposed by regulators; the Company's operations are subject to environmental regulation in the various jurisdictions in which it operates; the expansion of the medical cannabis industry may require new clinical research into effective medical therapies, which such research has been restricted in the U.S. and is new to Canada; changes in US state laws pertaining to industrial hemp; uncertainty caused by political changes to legal regulations; potential changes in federal and state laws and regulations; publicity or consumer perception; regulatory approvals and permits. See "Risk Factors".

Selected Financial Information

The following table summarizes selected financial information for the period from inception on July 18, 2017 to December 31, 2017 and the six months ended June 30, 2018 and should be read in conjunction with the audited financial statements for the period from inception on July 18, 2017 to December 31, 2017 and the unaudited financial statements for the period ended June 30, 2018 and the related "Management's Discussion and Analysis", as included elsewhere in this prospectus.

	Period from inception July 18, 2017 to December 31, 2017 (audited)	Period from January 1, 2018 to June 30, 2018 (unaudited)
Revenue		
Development fees	$ 12,545	17,979
Loss and comprehensive loss	(61,541)	(222,618)
Income (Loss) per share (basic and diluted)	(0.3)	(0.01)
Assets		
Cash	277,956	172,306
Trade and other Receivables	14,549	13,667
License	606,812	606,812
Inventory	-	12,858
Prepaid expense	-	12,500
Total Assets	899,317	818,143
Liabilities		
Current liabilities	333,906	312,370
Non-current liabilities	-	146,755
Shareholders' Equity	565,411	359,018
Total Liabilities and Shareholders' Equity	$ 899,317	818,143

CORPORATE STRUCTURE

The Company was incorporated under the *Business Corporations Act* (British Columbia) on July 18, 2017 with the name Ovation Science Inc.

The Company's head office is located at Suite 1085, 555 Burrard St, Vancouver, BC, V7X 1M8 and its registered office is located at Suite 704, 595 Howe Street, Vancouver B.C. V6C 2T5.

The Company does not have any subsidiaries.

BUSINESS OF THE COMPANY

The Company was established to take advantage of a new business opportunity to use patented Invisicare® technology in the production of skin products containing derivatives of cannabis, including but not limited to the cannabinoids THC and CBD as well as hemp seed oil. Under the terms of the Invisicare Agreement described in detail below, the Company holds the exclusive worldwide right to manufacture, distribute, sell, market, sub-license and promote products formulated with Invisicare® and containing cannabis products including cannabinoids, hemp seed oil and any synthetic derivatives of cannabis, including the right to use the subject matter of any Skinvisible patents and trademarks covering such products or Skinvisible's proprietary and patented Invisicare® delivery system technology (the "Polymer Delivery System"), subject to the rights of Canopy under the Canopy License Agreement .

Invisicare® is a polymer-based technology covered by patents and used in topical and transdermal delivery formulations. It is a technology that combines hydrophilic and hydrophobic polymers used to enhance topical products. Products using Invisicare® technology have the advantage of enhanced drug delivery to and through the skin. The technology delivers greater amounts of cannabis and enhances cannabinoid penetration into the blood stream. The technology also forms a protective bond that holds ingredients on skin resisting rub-off and wash off, is non-occlusive and allows for normal skin respiration and perspiration. These formulations also do not contain alcohol, parabens, waxes or other organic solvents.

The Company's business model is to sublicense the technology to licensed businesses engaged in the production of cannabis or hemp seed oil products for specific approved markets and/or geographic areas. At the present time, the Company has two sublicensees, Canopy Growth Corporation ("Canopy"), which holds the exclusive right to manufacture, distribute, sell, market and promote two product lines of non-prescription topical products formulated with Skinvisible's Polymer including hempseed oil products in Canada and United States and cannabinoid products in Canada. The Company's second sublicensee is Lighthouse Strategies, LLC ("Lighthouse"), which holds the exclusive right to manufacture, distribute, sell, market and promote topical and transdermal products formulated with the Polymer and cannabis sold exclusively in state licensed recreational or medical marijuana dispensaries for the United States and a non-exclusive right to manufacture, distribute, sell, market and promote such products outside of licensed dispensaries for the United States.

Canopy also has certain rights of first refusal to license products formulated with Invisicare® and containing cannabis for other markets and the right to a non-exclusive license for cannabis products in the U.S. sold outside the dispensary market.

Under the Company's business model, it earns revenue from a number of sources including, licensing fees, product development fees, product royalties, Packaging Fees, and polymer sales to its sublicensees.

Description of Business

The Company develops formulas for skin product lines containing hemp seed oil and cannabis, and licenses rights to product formulations to manufacturers and/or marketers globally. The Company has the exclusive world-wide rights to use Invisicare® technology for hemp seed oil and cannabis products. The Company has developed topical and transdermal creams and lotions made with CBD, THC and combinations thereof. All formulations are formulated with Invisicare® technology and go through a rigorous testing process to ensure the formulations are validated throughout the process. The Company does not handle product formulas containing marijuana and the production and testing of marijuana containing products is done at the licensed premises of its sublicensees or by third party analytical labs. The Company formulates products and then licenses the formulations, following which the sublicensees manufacture the products and purchase their own ingredients, source their own marijuana, and purchase the

Invisicare® polymer from the Company. The Company is currently only developing products for its sublicensees and does not have its own product line.

Three Year History

Since incorporation on July 18, 2017, the Company's activities have focused on developing product lines and entering into sublicensing agreements. The Company has a sublicense agreement with Canopy and a sublicense agreement with Lighthouse. The Company intends to continue sublicensing to other government licensed companies engaged in the sale of cannabinoids and/or hemp seed oil topical products worldwide. The Company expects that during its current financial year, its sublicensee Lighthouse will launch products in the US with formulations developed by the Company. The launch of products in Canada by Canopy is dependent on the results and timing of Health Canada regulations regarding marijuana and cannabis in forms other than dried marijuana or cannabis oil, however it is anticipated that products may launch before the end of 2018. The principle markets will be the US following closely by Canada in conjunction with other countries where cannabis topical products are approved. The Company has developed multiple product formulations in anticipation of the launch of those products by its sublicensees and for expansion outside of North America.

At present time, the principal market is Canada through the Company's sublicensee Canopy and the US dispensary market through the Company's sublicensee Lighthouse. The Company has limited revenue from product formulas and polymer sales to its two sublicensees. The first two products containing Invisicare® have been launched by Lighthouse. Additional product launches by Canopy are dependent on Health Canada approvals but expected to occur in the last quarter of 2018. Both Terry Howlett and Doreen McMorran have considerable experience in the skin product industry. In addition, Joan Chyphya has experience in the pharmaceutical industry. Such experience is expected to assist the Company in increasing sales and revenue.

The Company's intangible property consists of the license to use the Invisicare® patented technology, which is set out at page 13 of this Prospectus. The Company's success is dependent on its continuing sublicensing agreements with Canopy and Lighthouse. Should they lose either of those sublicensees it would have a significant negative effect on the Company's future revenues and markets. At the present time, the Company is utilizing the facilities of Skinvisible in Nevada and until the Company is able to establish its polymer and Invisicare® laboratory in Canada it is dependent on the facility in Nevada.

Invisicare Licensing and Assignment Agreement

On September 29, 2017, the Company entered into a licensing and assignment agreement with Skinvisible (the "Invisicare Agreement"). Under the Invisicare Agreement, the Company acquired the exclusive worldwide right to manufacture, distribute, market, sell, sublicense and promote products formulated with Invisicare® and containing cannabis products, including the right to use the subject matter of any Skinvisible patents and trademarks covering such products or the Polymer Delivery System. The product formulations may include Invisicare® polymer formulations and cannabis (which includes marijuana, and hemp, including but not limited to cannabinoids, hemp seed oil and synthetic derivatives of cannabis).

The consideration under the Invisicare Agreement was the payment by the Company to Skinvisible of US $500,000 as follows:

- US $250,000 paid within thirty (30) days of executing the Agreements (which sum has been paid);

- issuance of a promissory note (the "Skinvisible Promissory Note") for US $250,000, payable on the earlier of completion of the Company's initial public offering or March 31, 2018. The payment date was amended to the earlier of the completion of the Company's initial public offering or June 30, 2018 in consideration of additional advances by the Company under the note (the "First Promissory Note Extension Agreement"). Subsequently, the payment date was amended to the earlier of the completion of the Company's initial public offering or September 15, 2018 (the "Second Promissory Note Extension Agreement");

- On January 1, 2018 the Company paid US $50,000, and on March 5, 2018 the Company paid US $40,000 of the principal of the Skinvisible Promissory Note;

- In July of 2018, the Company paid US $130,000 of the principal of the Skinvisible Promissory Note. The balance of the note as of July 31, 2018 was US $30,000. On July 12, 2018, the payment date was amended to the earlier of completion of the Company's public offering or September 30, 2018 (the "Third Promissory Note Extension Agreement"); and

- In August of 2018, the Company paid the remaining balance on the Skinvisible Promissory Note.

The Company has the right to manufacture products covered by the Invisicare Agreement provided that the Company makes the product in accordance with Skinvisible's standards and that the Company applies the Invisicare® trademark in a prominent fashion on all packaging. The Company also has the right to make any modifications or improvements on such product without Skinvisible's prior written permission.

The Invisicare Agreement is effective from September 29, 2017 and has no termination date, however the agreement may be terminated under certain conditions, such as mutual consent of the parties or if either party materially fails to perform its obligations under the Invisicare Agreement.

Canopy License Agreement

Pursuant to the Invisicare Agreement, the Company was assigned a license agreement with Canopy dated September 15, 2017 (the "Canopy License Agreement"). Canopy is a Canadian based world-leading cannabis company with multiple brands and state-of-the-art product facilities including over half a million square feet of cannabis production capacity. (Source: https://www.canopygrowth.com/). Canopy has been granted exclusive rights to manufacture, distribute, sell, market and promote two of the Company's product lines: (1) Invisicare® products containing hemp seed oil- exclusively for Canada and USA, and (2) Invisicare® products containing cannabinoids from hemp or marijuana exclusively for Canada. In addition, Canopy has the right of first refusal for exclusivity in all other countries excluding China for hemp seed oil products and the right of first refusal for exclusivity in all other countries excluding China and the USA for cannabinoid products (however it has the right to license a non-exclusive cannabis line outside of licensed dispensaries in the USA). The exclusive rights and rights of first refusals are subject to certain terms set out in the Canopy License Agreement.

Under the Canopy License Agreement, the Company is required to provide formulas, product specifications, and manufacturing know-how and polymer to enable Canopy to make the products. The Company is required to provide research and development for products (subject to payment of development fees), and permit Canopy to use Invisicare® trademark for the purpose of advertising, marketing and distributing products.

Under the terms of the Canopy License Agreement, Canopy is required to pay development fees and a royalty payment based on a percentage of net revenue of products sold by Canopy and its affiliates. In addition, Canopy has the first right of refusal for any agreements the Company negotiates for the product lines outside of Canada and the USA. Canopy is required to launch a minimum number of products within each country it licenses. Canopy has the right to manufacture products covered by the Canopy License Agreement, subject to several conditions, including but not limited to: (1) the products must be made in accordance with the Company's formulas, (2) Canopy must exclusively source the polymer ingredient for products from the Company, (3) Canopy must apply Invisicare® trademark in a prominent fashion on all packaging, labels, tags, advertising, and promotional materials, including electronic mediums, associated with the Products and appropriately indicated on promotional materials that the trademarks are under license, (4) Canopy must pay development fees and all other fees as required by the Canopy License Agreement, and (5) Canopy must mark all products with appropriate patent numbers. Canopy is responsible, at its expense, to obtain all approvals necessary for manufacturing and sale and any regulatory approvals for testing of the products.

The Canopy License Agreement is effective from September 15, 2017 and has no termination date, however the agreement may be terminated under certain conditions, including but not limited to mutual consent of the parties or if either party materially fails to perform its obligations under the Canopy License Agreement.

Lighthouse License Agreement

On November 10, 2017, the Company entered into a license agreement with Lighthouse (the "Lighthouse License Agreement").

Under the Lighthouse License Agreement, the Company granted Lighthouse the exclusive right to utilize the Company's trademarks, formulations, patents and product specifications for preparation, packaging, promotion and sale of the following topical and transdermal products:

- Dispensary Products: From marijuana including not limited to CBD and/or THC and sold exclusively in state licensed recreational or medical marijuana dispensaries;

- Non-dispensary Products: Products formulated with non-THC cannabinoids from hemp or marijuana which are non-exclusive for sale outside of state licensed recreational or medical marijuana dispensaries.

The above products exclude synthetic cannabinoids or cannabinoids engineered from any other source other than the hemp or marijuana plant, products containing hemp seed oil and products requiring FDA prescription drug approval.
Lighthouse was also granted the exclusive right to manufacture, distribute, sell, market and promote the Dispensary Products within the United States including the right to use the subject matter of the patents which cover such products.

Lighthouse is required to provide the Company with development supplies and space and the Company is required to produce a minimum number of products using cannabinoids and formulated with Invisicare®. Lighthouse will launch Dispensary Products and Non-Dispensary Products within 6 months of development completion. Lighthouse is required to provide quarterly minimum Packaging Fee payments to the Company for products sold and Lighthouse must pay a Packaging Fee per product upon purchase of polymer from the Company. At its expense, Lighthouse will also obtain all approvals necessary for the manufacturing and sale and any regulatory approvals and testing of products. With limited exceptions, Lighthouse will refrain from engaging in the marketing and promotion of other topical or transdermal cannabis products. Lighthouse must reasonably prepare, package, distribute and sell such quantities of the Company's products to satisfy the demand. Lighthouse has the right to manufacture the products provided that they do so in accordance with the Company's formulations and product specifications. Lighthouse must exclusively source the polymer from the Company and the Invisicare® trademark must be placed in a prominent fashion on all packaging, labels, tags, advertising, and promotional materials, including electronic mediums, associated with the products, and appropriate indications on the aforementioned promotional materials that the trademarks are under license from the Company. Lighthouse must mark product packaging with appropriate patent numbers.

The Company is required to conduct research and development, permit Lighthouse to use Invisicare® and the Company's trademarks for the purpose of advertising, marketing and distributing the products, and disclose to Lighthouse the formulations, product specifications, and manufacturing know-how in sufficient detail to enable Lighthouse to make the products.

The Lighthouse License Agreement is effective from November 10, 2017 and has no termination date, however the agreement may be terminated under certain conditions, such as mutual consent of the parties or if either party materially fails to perform its obligations or if Lighthouse does not meet the quarter minimum payments under the agreement.

The Company Formulas

The Company's formula portfolio includes high quality topical and transdermal (products that enter the blood stream) creams and lotions made with CBD, THC and combinations thereof. Topical products are used locally on the skin to treat specific locations and transdermal products enter the blood stream. All formulations are formulated with the Invisicare® delivery technology and go through a rigorous development process to ensure the formulation validation. The Company has developed ten THC and THC-CBD combination formulas which are going through a series of analysis and stability testing protocols which will be the foundation of products to be launched by Canopy in Canada and Lighthouse in the USA.

The formulas have undergone thorough drug analysis of the active ingredients THC and CBD, plus stability testing to ensure consistent results.. The drug testing is conducted in the Company's laboratory and at licensed premises of sublicensees by contract chemists and also through independent analytical testing laboratories.

Company Premises

The Company's head office is located in Vancouver at Suite 1085, 555 Burrard Street, Vancouver, BC, V7X 1M8. The Company is temporarily sharing a laboratory and office space at the premises of Skinvisible at 6320 S. Sandhill Road, Suite 10, Las Vegas, Nevada. The Company intends to establish a polymer and laboratory facility in Canada following completion of the Offering.

Canadian Regulatory Environment

The Company's planned activities relate to cannabis which is regulated by the CDSA and its regulations, including the ACMPR, the NCR, as well as other applicable laws. Cannabis is subject to unique and specific regulation in Canada. Cannabis is a controlled substance listed in Schedule II of the CDSA.

Sale of cannabis as a drug would, as with any substance, be subject to the provisions of the FDA and to Part C of the FDR.

Unlike drugs including THC and/or CBD, cannabis itself is not authorized for sale as a drug by Health Canada under the FDR. However, Canadian courts have ruled that individuals with a demonstrated need for cannabis for medical purposes are entitled to a legal source of cannabis (recognized in *R. v. Smith*, [1987] 1 S.C.R. 1045, 40 D.L.R. (4th) 435 (the "Smith Decision"), *Allard v. Canada*, [2016] 3 FCR 303 (the "Allard Decision") and in earlier decisions, including *R v Parker* (Ontario Court of Appeal, (2000), 146 C.C.C. (3d) 193)). Sale of cannabis by Licensed Producers to clients, other Licensed Producers or other identified groups in accordance with the ACMPR is exempt from the application of the FDR by the *Cannabis Exemption (Food and Drugs Act) Regulations* (Canada), as amended, issued pursuant to the FDA. The ACMPR includes provisions regulating production, processing, and labelling of cannabis to ensure that quality, safety and predictability of effect are available. The provisions of the ACMPR in this respect are unique to cannabis and distinct from similar provisions applicable to drugs in the FDR.

Access to cannabis includes the option for clients to purchase dried marihuana or cannabis oil from Licensed Producers, which is delivered to the patients in the mail (the ACMPR do not provide for retail sales of cannabis). Access also includes growing by or on behalf of individuals remaining under the MMAR through the Allard injunction. Cultivation for personal use is also permitted under the ACMPR, with Licensed Producers now being permitted by the ACMPR to provide seeds or plants to clients who are approved by Health Canada. The amounts of cannabis, seeds and plants that a client may be provided with per month is determined with reference to a permitted daily amount of cannabis, normalized to the number of grams of dried marihuana per day, specific to the patient.

Recreational use of cannabis is now legal in Canada. On June 30, 2016, the federal government of Canada appointed the Task Force on Marijuana Legalization and Regulation (the "Task Force"). to address the legalization of recreational use of cannabis. The Task Force has taken consultations, ending August 29, 2016, and published its final report on November 30, 2016 on its recommendations titled: *Toward the Legalization, Regulation and Restriction of Access to Marijuana*, which is available online from Health Canada. On April 13, 2017 Bill C-45, *An Act respecting cannabis and to amend the Controlled Drugs and Substances Act, the Criminal Code and other Acts* ("Bill C-45" of the "Cannabis Act") draft legislation was introduced which would establish a framework for legalization of marihuana. On June 20, 2018, the Cannabis Act was passed by the federal government of Canada and received royal assent on June 21, 2018. Implementation of the Cannabis Act is expected in October of 2018. The impact of such regulatory changes on the Company's business plans is unknown and the proposed regulatory changes may end up not implemented at all. There are significant risks associated with the Company's business. See "*Risk Factors"*.

Recent Legislative Changes

Canadians have been able to access dried marihuana for medical purposes since 1999, when the Marihuana Medical Access Program was first established. At that time, individuals were authorized to possess dried marihuana and/or produce a limited number of marihuana plants for medical purposes via the issuance of an exemption under section 56 of the CDSA. In 2001, the MMAR was established to authorize access to marihuana for medical necessity. The MMAR set out a scheme for Canadians to access marihuana for medical purposes, if they had the support of a health care practitioner.

The MMAR evolved over time, mainly in response to a series of court decisions, and at the time of their repeal on March 31, 2014, medically authorized persons had three options for access to marihuana for medical purposes: (i) producing it themselves (personal production); (ii) designating a producer to produce marihuana for them (designated production); or (iii) purchasing it from Health Canada. With exponential increases in program participation and in the number of plants being produced, concerns about this regime were raised by physicians, municipalities, law enforcement, and other stakeholders.

The MMAR was met with various concerns from stakeholders. As such, on June 7, 2013, the MMAR was replaced by the MMPR, which was developed as a comprehensive response to address such concerns. The MMPR created the conditions for a commercial industry that produces and distributes quality-controlled dried marihuana to individuals who have the support of their health care practitioner.

In the Allard Decision, the Federal Court of Canada found the MMPR to be unconstitutional as it did not provide Canadians reasonable access (i.e. affordability and availability) to marihuana for medical purposes. More specifically, the Federal Court of Canada was of the view that the marihuana for medical purposes regime breached section 7 of the Canadian Charter of Rights and Freedoms (the "Charter") by placing limits on access to marihuana for medical purposes (e.g. the elimination of personal production and the restriction to purchasing from Licensed Producers).

The declaration of unconstitutionality was suspended for 6 months from the date of the *Allard* decision until August 24, 2016. The federal government of Canada committed to responding within that timeframe by promulgating regulations that provide reasonable access to cannabis for medical purposes. In addition, in June 2015 the Supreme Court of Canada ruled that restricting medical access to marihuana to its dried form is inconsistent with the Charter in the *Smith* decision.

On August 24, 2016, Health Canada introduced the ACMPR. The ACMPR provides reasonable access by enabling individuals who have the support of their health care practitioner to access cannabis for medical purposes through three access points: (i) commercial licensed producers; (ii) personal production; and (iii) designated production. The ACMPR substantively incorporated the regulatory framework established under the former MMPR for access through the commercial industry and the former personal/designated production regime under the former MMAR. The ACMPR also allows for the production and possession of cannabis in forms other than dried, further to the Smith Decision, by incorporating into regulation the relevant section 56 CDSA class exemptions issued in response to the decision.

On April 13, 2017, the Canadian government introduced Bill C-45, The purpose of Bill C-45 is to provide legal access to cannabis, including for non-medicinal purposes, and to control and regulate its production, distribution and sale. The passage of Bill C- 45 would allow adults to legally possess and use cannabis for recreational purposes.

Currently, it is illegal to buy, sell, produce, import or export cannabis unless it is authorized under the CDSA and its regulations, such as the ACMPR. The current program for access to cannabis for medical purposes would continue following the passage of Bill C-45. Cannabis will remain illegal as Bill C-45 moves through the legislative process. There can be no assurance that Bill C-45 will be passed into law, or passed into law substantially in the form in which it was introduced.

Market

The Canadian medical cannabis industry was created approximately 5 years ago with the introduction of the MMPR in June 2013. As at May 25, 2018, according to the most recent publicly available information from Health Canada, there were a total of 105 Licensed Producers. The vast majority of Licensed Producers have business models that were designed to supply a reasonable portion of Canada's estimated future medical marihuana market.

On its website, Health Canada indicates that as of December 31, 2017, there were 269,502 individuals licensed, under the ACMPR, to possess and consume dried cannabis for medicinal purposes in Canada. In the Regulatory Impact Analysis Statement, dated December 15, 2012, commissioned in connection with the development of the MMPR, Health Canada's analysis used an upper bound (or ceiling) of 450,000 Canadians who might become participants in Canada's Marihuana Medical Access Program by 2024 as the reference case.

According to the Health Canada website, the average size of dosage per prescription for licenses granted to individual users during the period of January 1, 2017 to March 31, 2017 was 2.4 grams of dried marihuana per day and that the average shipment per customer per day is 0.75 grams.

Trends

Legalization and Regulation of Non-Medical Use of Cannabis in Canada

The federal government of Canada is moving forward on its plan to legalize and regulate cannabis for recreational use. Key indications / milestones of progress on legalization include the following:

- In its December 2015 Speech From the Throne, the Liberal Government of Canada reaffirmed its intent to "legalize, regulate, and restrict access to marihuana". (Source: https://www.canada.ca/en/services/health/marijuana-cannabis/task-force-marijuana-legalization-regulation/framework-legalization-regulation-cannabis-in-canada.html).

- On April 20, 2016, the Canadian federal government announced its intention to introduce, by the spring of 2017, legislation to legalize the recreational use of marihuana in Canada. (Source: https://globalnews.ca/news/2650706/canada-to-introduce-pot-legalization-legislation-in-2017/).

- On June 30, 2016, Health Canada announced the creation of the Task Force on Marijuana Legalization and Regulation

(the "Task Force"). The Task Force consists of high-level experts in the fields of law enforcement, medicine, policy creation and health care administration. The Task Force's objectives are to consult with governments, industry, the public and all other relevant stakeholders in order to provide advice on the design of a new legislative and regulatory framework to the ministers. (Source: https://www.canada.ca/en/health-canada/news/2016/06/government-of-canada-moves-forward-on-marijuana-legalization-and-regulation.html).

- On August 24, 2016 the MMPR was repealed and the ACMPR came into force. Health Canada stated in the August 2016 publication titled *Understanding the New Access to Cannabis for Medical Purposes Regulations* that. The ACMPR is designed to provide an immediate solution required to address the Federal Court of Canada's judgement. Moving forward, Health Canada will evaluate how a system of medical access to cannabis should function alongside the Government's commitment to legalize, strictly regulate and restrict access to marihuana. (Source: https://www.canada.ca/en/health-canada/services/publications/drugs-health-products/understanding-new-access-to-cannabis-for-medical-purposes-regulations.html).

- On November 30, 2016, the Task Force published its final report titled: *A Framework for the Legalization and Regulation of Cannabis in Canada*. In the final report, the Task Force recommended that the federal government of Canada regulate the production of cannabis and its derivatives (e.g. edibles and concentrates) at the federal level, drawing on the good production practices of the current cannabis for medical purposes system. Also, the Task Force recommended that the wholesale distribution of cannabis be regulated by provinces and territories and that retail sales be regulated by the provinces and territories in close collaboration with municipalities. Further, the Task Force recommended allowing personal cultivation of cannabis for non-medical purposes with the following conditions: (i) a limit of four plants per residence; (ii) a maximum height limit of 100 cm on the plants; (iii) a prohibition on dangerous manufacturing processes; (iv) reasonable security measures to prevent theft and youth access; and (v) oversight and approval by local authorities. (Source: https://www.canada.ca/en/services/health/marijuana-cannabis/task-force-marijuana-legalization-regulation/framework-legalization-regulation-cannabis-in-canada.html).

U.S. Marijuana Exposure Discussion

The Company has ancillary involvement in the U.S. marijuana industry, as defined in CSA Staff Notice 51-352 (Revised*) Issuers with U.S. Marijuana-Related Activities*. The Company does not handle marijuana and instead provides goods and recipes to sublicensees who are directly involved in the U.S. marijuana industry. The Company is not aware of any non-compliance of regulations and licensing requirements in the U.S. by its U.S. sublicensee Lighthouse. The Company's balance sheet exposure is minimal because its banking arrangement is in Canada and any cash is retained in the Canadian bank account. The Company's operating exposure risk due to the illegality of marijuana under U.S. federal law will be mitigated by the fact the Company plans to establish a polymer and laboratory facility in Canada. The fact that marijuana is illegal under U.S. federal law may limit the Company's ability to raise additional funding, particularly in the U.S. The Company is completing the Offering in Canada and is applying to list its Common Shares on the CSE, which will help mitigate this risk. The Company has not obtained legal advice, either in the form of a legal opinion or otherwise, regarding the Company or sublicensees compliance with applicable state regulatory frameworks and potential exposure and implications arising from U.S. federal law.

Competitive Advantage

The Company has a competitive advantage to other companies in the industry and market because of the Invisicare® polymer delivery system. Invisicare® provides the following advantages:

- Enhances how drugs are delivered to the skin compared to other products, in some cases as much as 5 times more.

- *Transport across the skin*: for transdermal products the cannabinoids penetration through the layers of skin and into the blood stream is enhanced.

- *Binding*: Invisicare® forms a protective bond that holds ingredients on skin resisting both rub off and wash off while allowing skin to breathe naturally which was concluded by an independent study conducted in 2006 by California Skin Research Institute.
- *Skin friendly*: Invisicare® is non-occlusive and allows for normal skin respiration and perspiration while holding the body's natural moisture on the skin as well as protecting against exposure from a wide variety of environment irritants.

- *Fewer additives*: formulations do not contain alcohol, parabens, waxes or other organic solvents which can cause skin irritation or effect drug delivery.

Unlike other companies, the Company uses drug protocols when developing its products. Franz cell diffusion analysis is used to determine transdermal penetration and an accelerated stability process to determine shelf life and to ensure active ingredients are validated throughout the process. Invisicare® is covered by US and Canadian patents and international patents that protect all of its cannabis formulations from duplication by other parties. The patents are granted in the USA, Canada, EU (UK, Germany, France, and Switzerland), Australia, China, Hong Kong, S. Korea and India. The patent protection covers composition, manufacturing and use.

Patents Granted:

LOCATION	**PATENT NUMBER**	**COVERAGE**
United States	9,149,490	Acne treatment composition and methods for using.
United States	8,318,818	Topical composition, topical composition precursor, and methods for manufacturing and using.
United States	7,674,471	Topical composition, topical composition precursor, and methods for manufacturing and using.
United States	6,756,059	Topical composition, topical composition precursor, and methods for manufacturing and using.
United States	8,481,058	Topical composition, topical composition precursor, and methods for manufacturing and using.
United States	8,299,122	Method for stabilizing retinoic acid, retinoic acid containing composition, and method of using a retinoic acid containing composition.
United States	8,128,913	Sunscreen composition with enhanced UV-A absorber stability and methods.
United States	6,582,683	Dermal barrier composition.
Australia	2002355964	Topical composition, topical composition precursor, and methods for manufacturing and using.
Canada	2457124	Topical composition, topical composition precursor, and methods for manufacturing and using.
China	02816324	Topical composition, topical composition precursor, and methods for manufacturing and using.
Switzerland	1425044	Topical composition, topical composition precursor, and methods for manufacturing and using.
Germany	60242220.5	Topical composition, topical composition precursor, and methods for manufacturing and using.
European Patent Convention	1425044	Topical composition, topical composition precursor, and methods for manufacturing and using.
France	1425044	Topical composition, topical composition precursor, and methods for manufacturing and using.
Great Britain	1425044	Topical composition, topical composition precursor, and methods for manufacturing and using.
Hong Kong	HK1066971	Topical composition, topical composition precursor, and methods for manufacturing and using.
India	208399	Topical composition, topical composition precursor, and methods for manufacturing and using.
South Korea	1009428590000	Topical composition, topical composition precursor, and methods for manufacturing and using.

Direct competition to the Company includes Dixie, Mary's Medicinals, Apothecanna, and celebrity product line Whoopi & Maya. One of competitive advantages the Company has is that its products contain a significantly higher amount of THC and CBD than their competitors. Mary's Medicinals transdermal cream and patches are in direct competition with the Company's transdermal products as not only do they offer transdermal delivery but they have also developed their products with more THC and CBD than their competitors.

Target Market

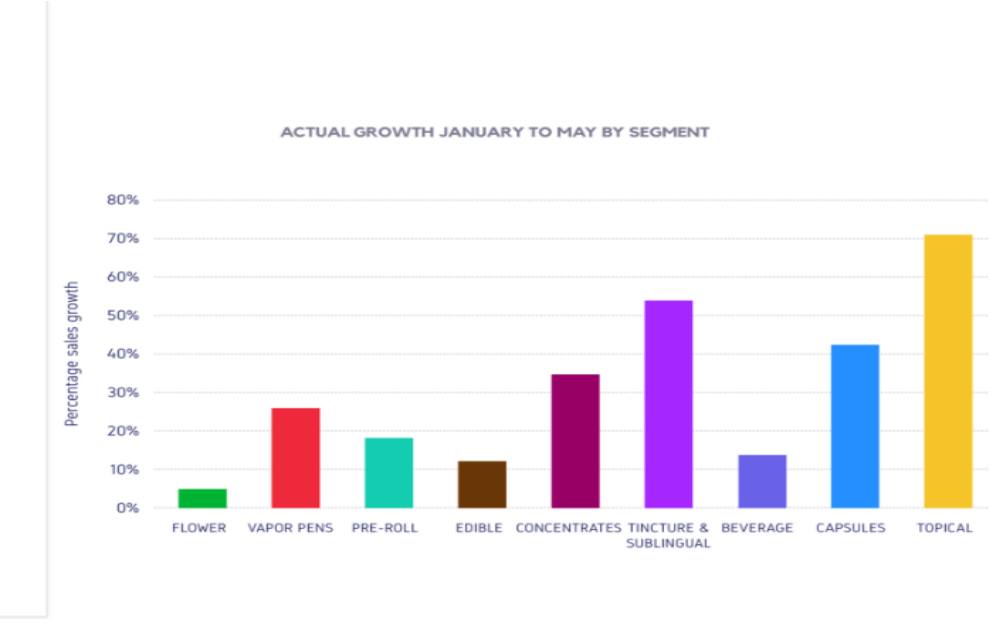
The Company will work closely with its sublicensees to build national and inter-national brands. For countries not yet licensed, the Company will target experienced brand developers that are well financed and have the bandwidth to successfully market the Company products to the end-user, however it should be noted that Canopy has invested in many countries where cannabis is already approved and anticipates a rapid expansion into these territories with the Company's products.

Products will be developed for its sublicensees that meet the demands of the end-users. Canadians are among the highest users of cannabis in the world. Health Canada reported in February 2017 that almost 130,000 Canadians were registered to purchase medical cannabis, up 32% from September 2016. (Source: Health Canada as cited in https://www.thestar.com/news/canada/2017/02/23/number-of-canadians-with-medical-pot-prescriptions-now-almost-130000.html).

In 2015 it was reported that approximately 1 in 10 adults in the USA used cannabis for medical purposes, with baby-boomers and women reported in 2017 as some of the fastest growing segments. (Sources: https://www.medicaldaily.com/more-adults-are-smoking-marijuana-nearly-1-10-adults-report-past-year-use-358142; and https://www.cannabisconsumer.org/uploads/9/7/9/6/97962014/cannabis_consumer_demographics_and_behavior.pdf).

There are a number of different products that a cannabis user can purchase at a dispensary; the most common being marijuana flower / oil to smoke or vape. Two of the fastest growing categories however are infused products including topicals and edibles. These two categories are purchased by both medical and recreational customers.

A recent study by Headset Inc. on purchasing trends in Washington State reported a significant growth in topicals (see chart below) led primarily by the changing demographics of the market, which includes new consumers.



(Headset,Inc.)

A 2017 report by BCC Research estimates the pain market, which includes topical, oral and medical devices to treat mild to severe and chronic pain, will reach USD $52 billion by 2022 globally. Growth in the use of pain medications is being triggered in part by an aging pollution. The use (and abuse) of opioids for severe / chronic pain is epidemic, making the headlines almost every day. Opioids also are not well tolerated by many people and have a highly addictive nature with long term use. In the US, institutions such as the National Institute for Health and Clinical Excellence (NICE) are therefore recommending topical products as a first line treatment. The treatment of pain with topical cannabis products such as those developed by the Company, with its anti-inflammatory properties, therefore represents a large and growing market. (Source: The Global Market for Pain Management Drugs and Devices (HLC026F), BCC Market Research, August 2017).

The use of cannabis, including topical cannabis has been specifically approved in many U.S. states for the treatment of post traumatic stress disorder (PTSD). The U.S. National Center for PTSD states 7 to 8 out of every 100 people develop symptoms of

post-traumatic stress, with Canada having some of the highest rates at 9.2% of the population. People suffering from PTSD are looking for ways to reduce or eliminate medications such as opiates, sleeping pills and anti-psychotics and cannabis has been the answer for many of them and therefore has propelled many U.S. states to add it to its approval list and many countries like Canada to conduct research studies. (Sources: https://www.ptsd.va.gov/professional/co-occurring/marijuana_use_ptsd_veterans.asp; https://www.ptsd.va.gov/public/ptsd-overview/basics/how-common-is-ptsd.asp; http://www.cbc.ca/natureofthings/features/ptsd-canada-has-the-highest-rate-and-other-surprising-things; https://www.ncbi.nlm.nih.gov/pubmed/18801110).

The beauty and personal care market is another end-user which will benefit from the Company's hemp seed oil and CBD creams. Euromonitor International estimated in 2015 that the worldwide skin care market to beat US$111 billion, with North America generating US$15.3 billion of those sales. (Source: https://www.linkedin.com/pulse/how-consumers-shop-anti-aging-skin-care-market-trends-michelle-skelly/).

Employees

As of the date of this prospectus, the Company has no employees. The Company's executive officers are independent contractors of the Company. The Company also employs chemists on an independent contractor basis.

Trends

There is significant competition for CBD and THC products with already established national brands. Potential changes to government regulations in Canada, the US, and globally could have a positive or negative impact. Topical products are gaining acceptance.

The present and future activities of the Company may be influenced to some degree by factors such as the availability of capital and governmental regulations. The influence of such factors cannot always be predicted.

To the knowledge of the Company, other than what is described in this prospectus, there is no current trend or event that could reasonably influence, in a significant manner, the activities, financial situation or operating results of the Company for the current fiscal year. See "Risk Factors".

USE OF PROCEEDS

Funds Available

The net proceeds to be received by the Company from the minimum Offering, after deducting the balance of the estimated expenses of the Offering of approximately $78,250 and the Agent's Commission of $96,000, will be $1,025,750. The net proceeds to be received by the Company from the maximum Offering, after deducting the balance of the estimated expenses of the Offering of approximately $78,250 and the Agent's Commission of $168,000, will be $1,853,750. As at August 31, 2018, the Company had working capital of $52,961.

Accordingly, the Company anticipates having minimum available funds of approximately $1,078,711, maximum available funds of approximately $1,906,711 and if the Agent's Option is exercised in full, funds of approximately $2,196,511, following Closing of the Offering. The estimated costs of the Offering include, the Work Fee, legal and audit fees and other expenses of the Company, the Agent's expenses including its legal fees, the listing fee payable to the Exchange and the filing fees payable to the BCSC, ASC, and OSC**.**

Principal Purposes

The funds available will be used for the purposes listed below:

	Minimum Offering Amount ($)	Maximum Offering Amount ($)
Polymer and laboratory facility development in Canada	100,000	150,000
Estimated general and administrative expenses for the 12 months following the Offering	340,000	340,000
Marketing of the Company and its products	300,000	800,000

Unallocated Working Capital	338,711	616,711
Total	1,078,711	1,906,711

The Company expects to incur approximately $340,000 in general and administrative costs on an annual basis to cover the expenses of operating as a public company over the next 12 months. A breakdown of the estimated general and administrative costs for that period is as follows:

	Annual Amount ($)
Audit and Accounting Expenses	10,000
Legal Expenses	50,000
Management Fees	198,000
Director Fees	6,000
Regulatory Filing Fees	16,000
Office Expenses	20,000
Transfer Agent	10,000
Travel Expense	30,000
Total	340,000

The Company intends to spend its available funds as stated in this prospectus. There may be circumstances, however, where, for sound business reasons, a reallocation of funds may be necessary.

Over the next twelve months, net proceeds from the Offering will be distributed to insiders as follows:

- Terry Howlett, Chief Executive Officer, a Director and Promoter of the Company will receive management fees of $72,000.
- Logan B. Anderson, Chief Financial Officer, a Director and Promoter of the Company will receive management fees of $42,000.
- Doreen McMorran, Vice President, a Director and Promoter of the Company will receive management fees of $48,000.
- David K. Ryan, Investor Relations Officer and a Director of the Company will receive management fees of $36,000.
- Ian Howard, a Director of the Company will receive director fees of $3,000.
- Joan Chypyha, a Director of the Company will receive director fees of $3,000.

The above numbers are based on the current rate of management fees paid to the named officers and directors. The current rate is substantially below market rates. The officers agreed to accept these below market rates to preserve capital during the Company's early development. As more funds become available, through financing and increases in revenues, these rates will be adjusted upward to market rates. Other than as set out above, the Company has no plans to provide fees or salaries to any of its named directors and officers over the next 12 months.

Negative Operating Cash Flow

Since inception, the Company has had negative operating cash flow and incurred losses. The Company's negative operating cash flow and losses are expected to continue until its products become well established in the marketplace. The Company cannot predict when it will reach positive operating cash flow, if ever. Due to the expected continuation of negative operating cash flow, the Company may be reliant on future financings in order to meet its cash needs. There is no assurance that such future financings will be available on acceptable terms or at all. See "Risk Factors". The Company's unallocated funds will be added to the working capital of the Company.

Business Objectives and Milestones

The business objectives the Company expects to achieve using the available funds are to: (i) complete the Offering; (ii) establish a Canadian polymer and laboratory facility, (iii) obtain a listing of the Common Shares on the Exchange; (iv) expands its sublicensing and product sales efforts globally; and (v) marketing the Company and Invisicare® products.

The Company's business objectives of completing the Offering and listing on the Exchange will occur on the Closing date of the Offering and Listing Date. The cost of covering administrative costs for the first 12 months following listing is estimated at $340,000. The Company intends to set up a polymer and laboratory facility in Canada within 12 months of completing the Offering and it is estimated to cost $100,000 to $150,000. The Company believes that these estimated costs will be sufficient as the Company has been in discussions with a sublicensee to establish its polymer and laboratory facility within one of the sublicensee's facilities. The polymer is intended to be inventoried within the polymer and laboratory facility. The Company expects its sublicensing and marketing to be ongoing with no specific timeframe. The Company intends to generally market its technology and products through advertising and attending trade shows with the goal of obtaining new sublicensees. The Company will also spend some funds on corporate awareness activities. As of the date of this Prospectus, no specific marketing and advertising plans have been developed, this will be done once total amounts available for the marketing budget are known.

DIVIDENDS

The Company has never declared, nor paid, any dividend since its incorporation and does not foresee paying any dividend in the near future since all available funds will be used to conduct exploration activities. Any future payment of dividends will depend on the financing requirements and financial condition of the Company and other factors which the Board, in its sole discretion, may consider appropriate and in the best interests of the Company.

Under the BCA, the Company is prohibited from declaring or paying dividends if there are reasonable grounds for believing that the Company is insolvent or the payment of dividends would render the Company insolvent.

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following Management Discussion and Analysis ("MD&A") has been prepared by management, in accordance with the requirements of National Instrument 51-102 as of September 10, 2018 and should be read in conjunction with the audited consolidated financial statements and accompanying notes for the period ended December 31, 2017, and the unaudited financial statements for the three and six months ended June 30, 2018, and the related notes contained therein which have been prepared under International Financial Reporting Standards ("IFRS") attached to this prospectus.

All financial information in this MD&A has been prepared in accordance with IFRS and all dollar amounts are quoted in Canadian dollars, the reporting and functional currency of the Company, unless specifically noted.

FORWARD-LOOKING STATEMENTS

This MD&A contains certain forward-looking statements and information relating to the Company that are based on the beliefs of its management as well as assumptions made by and information currently available to the Company. When used in this document, the words "anticipate", "believe", "estimate", "expect" and similar expressions, as they relate to the Company or its management, are intended to identify forward-looking statements. This MD&A contains forward-looking statements relating to, among other things, regulatory compliance, the sufficiency of current working capital, the estimated cost and availability of funding for the Company's operations. Such statements reflect the current views of management with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the actual results, performance or its achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. See also "Cautionary Statement Regarding Forward-Looking Information".

OVERALL PERFORMANCE

The Company was incorporated under the BCA on July 18, 2017. The Company was established to take advantage of a new business opportunity to use patented Invisicare® technology in the production of skin products containing derivatives of cannabis,

including THC, cannabinoids and hemp oil. Under the terms of the Invisicare Agreement described in detail below, the Company holds the exclusive world wide right to manufacture, distribute, sell, market, sub-license and promote products formulated with Invisicare®, containing cannabis products including cannabinoids, hemp seed and synthetic derivatives of cannabis.

Invisicare® is a patented technology for polymer-based topical and transdermal delivery systems formulations and related technologies for combining hydrophilic and hydrophobic polymer emulsions in skin products. The advantages of products using Invisicare® technology are enhancement of drug delivery to skin by delivering greater amounts and enhancing cannabinoid penetration to enter the blood stream. The technology also forms a protective bond that holds ingredients on skin resisting rub-off and wash off, is non-occlusive and allows for normal skin respiration and perspiration on and the formulations do not contain alcohol, parabens, waxes or other organic solvents.

The Company's business model is to sublicense the Invisicare® technology to licensed businesses engaged in the production of cannabis or hemp products for certain markets and/or geographic areas. At the present time, the Company has two sublicensees, Canopy, which holds the exclusive sublicense for certain cannabis based products in Canada and in the United States, excluding the dispensary market. The Company's second sublicensee is Lighthouse, which holds the exclusive license for the United States for licensed dispensaries. Canopy also has certain rights of first refusal to license products for other worldwide markets. See "Business of the Company".

Under the Company's business model, it earns revenue from a number of sources including, licensing fees, product development fees, product royalties, and polymer sales to its sublicensees.

Since incorporation on July 18, 2017, the Company's activities have focused developing product lines and entering sublicensing agreements, including the Canopy License Agreement and the Lighthouse License Agreement. The Company intends to continue sublicensing with other government licensed companies engaged in the sale of cannabinoid and/or hemp oil containing products worldwide.

As at June 30, 2018, the Company had $172,306 in cash. For the three-month and six month periods ended June 30, 2018, the Company generated revenue of $17,979 and a gross profit of $6,467. The Company incurred a net loss and comprehensive loss for the three and six months ended June 30, 2018 respectively of ($140,749) and ($222,618), which included $49,500 and $99,000 in management fees, $8,579 and $24,066 in office and general, $11,295 and $21,752 in product development, $12,980 and $12,980 in share-based payments, and ($3,015) and ($2,102) in foreign exchange losses and $52,084 and $52,084 in professional fees. As at December 31, 2017 the Company had $277,956 in cash. For the year ended December 31, 2017, the Company revenue of $12,545 and a gross profit of $Nil. The Company had a net loss and a comprehensive loss of $61,541, which included $49,500 management fees, $5,111 office and general, professional fees of $9,026 and a $1,810 foreign exchange gain.

There have been no industry or economic factors that affected the Company's performance to date. The effect of the Company paying down a portion of the Skinvisible Promissory Note was that it contributed to the decline in the Company's cash position.

See the information under the heading "Risk Factors" that have and may continue to affect the Company and its business.

DESCRIPTION OF BUSINESS

The Company develops skin lines containing hemp seed oil and cannabis, and licenses rights to hemp seed oil and cannabis products. Currently, the Company has the exclusive world-wide rights to all hemp seed oil and cannabis products (hemp and marijuana) developed with Invisicare®, which enhances the delivery of drugs and other ingredients to and through the skin. The Company, through the Invisicare Agreement has the right to use Invisicare® technology, a skin product covered by patents in eleven (11) countries including USA and Canada. The Company has developed topical and transdermal creams and lotions made with CBD, THC and combinations thereof. All formulations are formulated with Invisicare® technology and go through a rigorous pharmaceutical testing process to ensure the formulations are validated throughout the process. The Company does not handle product formulas containing marijuana and the production and testing of marijuana containing products is done at the licensed premises of its sublicensees. As previously discussed, the Company's business model is also to sublicense the Invisicare® technology to licensed businesses engaged in the production of cannabis or hemp products for certain markets and/or geographic areas.

DISCUSSION OF OPERATIONS

On September 29, 2017, the Company entered into a licensing and assignment agreement with Skinvisible (the "Invisicare Agreement"). Under the Invisicare Agreement, the Company acquired the exclusive worldwide right to manufacture, distribute, market, sell, sublicense and promote products formulated with Invisicare® and containing cannabis products, including the right to use the subject matter of any Skinvisible patents and trademarks covering such products or the Polymer Delivery System. The product formulations may include Invisicare® polymer formulations and cannabis (which includes marijuana, and hemp, including but not limited to cannabinoids, hemp seed oil and synthetic derivatives of cannabis).
In addition, pursuant to the Invisicare Agreement, the Company was assigned Canopy License Agreement. Canopy has been granted exclusive rights to manufacture, distribute, sell, market and promote two of the Company's product lines: (1) Invisicare® products containing hemp seed oil- exclusively for Canada and USA, and (2) Invisicare® products containing cannabinoids from hemp or marijuana exclusively for Canada. In addition, Canopy has the right of first refusal for exclusivity in all other countries excluding China for hemp seed oil products and the right of first refusal for exclusivity in all other countries excluding China and the USA for cannabinoid products (however it has the right to license a non-exclusive cannabis line outside of licensed dispensaries in the USA). The exclusive rights and rights of first refusals subject to certain terms set out in the Canopy License Agreement. See "Business of the Company" for more details relating to the Canopy License Agreement.

Lighthouse License Agreement

On November 10, 2017, the Company entered into the Lighthouse License Agreement. Lighthouse is a Nevada- based cannabis marketing company.

Under the Lighthouse License Agreement, the Company has granted Lighthouse the exclusive right to utilize the Company's trademarks, formulations, patents and product specifications for preparation, packaging, promotion and sale of the following topical and transdermal products:

- Dispensary Products: From marijuana including not limited to CBD and/or THC and sold exclusively in state licensed recreational or medical marijuana dispensaries;

- Non-dispensary Products: Products formulated with non-THC cannabinoids from hemp or marijuana which are non-exclusive for sale outside of state licensed recreational or medical marijuana dispensaries.
  See "Business of the Company" for more details relating to the Lighthouse License Agreement.

The Company had cash on hand at June 30, 2018 of $172,306 and management may rely on capital raised through subsequent financings to meet working capital requirements for the next twelve-month period. See "Liquidity and Capital Resources" and "Risk Factors" for a discussion of risk factors that may impact the Company's ability to raise funds.

SUMMARY OF RESULTS FOR THE PERIOD ENDED DECEMBER 31, 2017 AND JUNE 30, 2018

The following sets out the selected periods consolidated financial data of the Company for the most recently completed interim period (from the date of incorporation being July 18, 2017 to December 31, 2017) and the quarters ended March 31, and June 30, 2018:

	Period Ended December 31, 2017	Quarter Ended March 31, 2018	Quarter Ended June 30 2018
Total Revenue	$ 12,545	$ -	$ 17,979
Net comprehensive Income (Loss)	$ (61,541)	$ (81,870)	$ (140,749)
Basic and diluted net loss per share	$ (0.03)	$ (0.00)	(0.01)

SELECTED QUARTERLY INFORMATION

The Company had net comprehensive loss of $140,749 and for the three-month quarter ended June 30, 2018 and incurred a net comprehensive loss of $61,541 for the period ended December 31, 2017. Revenues for the period ended December 31, 2017 were $12,545 compared to $17,979 for June 30, 2018. Operating expenses for the period ended December 31, 2017 were $72,276

compared to $134,438 for the quarter ended June 30, 2018. The Company incurred a foreign exchange loss of $3,015 for the quarter ended June 30, 2018 compared to a gain of $1,810 in the period ended December 31, 2017. Sales are expected to fluctuate during the start up period and expenses are expected to increase as the Company ramps up production and marketing.

LIQUIDITY AND CAPITAL RESOURCES

Period from July 18, 2017 to December 31, 2017

The Skinvisible Promissory Note had a balance remaining of $304,986 as at December 31, 2017.

As at December 31, 2017 the Company had a working capital deficiency of $41,101 and cash on hand of $277,956.

On July 18, 2017 the Company issued one Common Share at a price of $0.005 per share, which will be escrowed in accordance with the rules and regulations of the CSE.

On September 26, 2017, the Company issued 5,000,000 Common Shares to Skinvisible at a price of $0.005 per share for proceeds of $25,000. These Common Shares will be held in escrow and will be released on a staged out basis pursuant to the rules and regulations of the CSE and NP 46-201. On March 28, 2018 these Common Shares issued to Skinvisible were transferred to two directors of the Company at a price of $0.087 per Common Share.

On October 6, 2017, the Company issued 4,837,000 Common Shares at a price of $0.02 per share for cash proceeds of $96,740. 750,000 of these Common Shares were issued to Skinvisible and 2,195,000 were issued to directors and companies controlled by directors. On March 28, 2018 the 692,500 Common Shares issued to Skinvisible were transferred to two directors of the Company at a price of $0.087 per share and 57,500 Common Shares issued to Skinvisible were transferred to a consultant of the Company at a price of $0.087 per Common Share.

On December 31, 2017, the Company issued 5,266,120 Common Shares at a price of $0.10 per share for cash proceeds of $526,612.

In connection with the above Common Share issuances the Company incurred a total of $21,400 in share issuance costs.

Three and Six Months Ended June 30, 2018

Payments on the Skinvisible Promissory Note reduced the Company's cash position during the period. The payment made on the Skinvisible Promissory Note was $115,783 which reduced the balance of the Skinvisible Promissory Note to USD $160,000,which includes interest.

Subsequent to the period ended June 30, 2018 the Company made payments totaling USD $160,000 to repay the Skinvisible Promissory Note in full.

As at June 30, 2018 the Company had a working capital deficiency of $101,039 (December 31, 2017 -working capital deficiency of $41,101) and cash on hand of $172,306 (December 31,2017 - $277,956).

The Company issued no Common Shares during the period. However, please see above for the transfer of various Common Shares issued during the year ended December 31, 2017, which transfers occurred during the period ended June 30, 2018.

The Company intends to meet its working capital requirements through completion of the Offering. The Company does not have any sources of financing that it has not yet used. To date, the Company's liquidity trend has been declining as a result of ongoing expenses while it waits for completion of the Offering. On completion of the Offering, the Company expects to have sufficient capital resources to allow it to carry on its business for at least one (1) year.

See the discussion under the heading "Risk Factors" for risks associated with the Company and its business.

As at August 31, 2018 the Company had a working capital surplus of $52,961.

Operating Activities

Period from July 18, 2017 to December 31, 2017

During the period ended December 31, 2017, operating activities used cash of $59,931. The use of cash for the period ended December 31, 2017 was largely attributable to the acquisition of the Skinvisible license.

Investing Activities and Financing Activities

During the period ended December 31, 2017, the Company raised $626,952 through the issuance of Common Shares.

Six months ended June 30, 2018

For the six months ended June 30, 2018, operating activities used cash of $143,163; cash outflows were used to fund a loss of $212,618 and net inventory purchases of $12,858, which was offset by increases to accounts payable of $73,850.

Financing Activities

Cash flows from financing activities for the period were $34,217 generated from $150,000 in proceeds from convertible notes, which was offset by a $115,783 early payment of the Skinvisible Promissory Note.

CHANGES IN ACCOUNTING POLICIES

The Company has reviewed the below new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not early adopted any of these standards and is currently evaluating the impact, if any, that these standards might have on its financial statements.

New standard IFRS 9 "Financial Instruments"

This new standard is a partial replacement of IAS 39 "Financial Instruments: Recognition and Measurement". IFRS 9 introduces new requirements for the classification and measurement of financial assets, additional changes relating to financial liabilities, a new general hedge accounting standard which will align hedge accounting more closely with risk management. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018 with early adoption permitted. Accounting standards or amendments to existing standards that have been issued but have future effective dates are either not applicable or not expected to have a significant impact on the Company's financial statements.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

OFF BALANCE SHEET ARRANGEMENTS

The Company did not have any off-balance sheet arrangements during the period ended June 30, 2018 or the period ended December 31, 2017.

RELATED PARTY TRANSACTIONS

During the period from July 18, 2017 to December 31, 2017,

- the Company paid $18,000 for consulting fees to Terry Howlett the CEO and Director of the Company.
- the Company paid $10,500 for consulting fees to a company controlled by Logan Anderson the CFO and Director of the Company.

- the Company paid $12,000 for consulting fees to Doreen McMorran a director of the Company.
- the Company paid $9,000 for consulting fees to a company controlled by David Ryan a director of the Company

During the six months ended June 30, 2018,

- the Company paid $36,000 for consulting fees to Terry Howlett the CEO and Director of the Company.
- the Company paid $21,000 for consulting fees to a company controlled by Logan Anderson the CFO and Director of the Company.
- the Company paid $24,000 for consulting fees to Doreen McMorran a director of the Company.
- the Company paid $18,000 for consulting fees to a company controlled by David Ryan a director of the Company.
- As at June 30, 2018, $68,675 was owing to directors and officers of the Company.
- On June 29, 2018 the Company issued an unsecured convertible promissory note of $100,000 to a director of the Company. The note bears interest at 10% and maybe converted in whole or part at the sole discretion of the director into common shares of the Company at a value of $0.30 per Common Share at any time prior to August 29, 2019.

The remuneration of directors and key management personnel for the six months ended June 30, 2018 can be summarized as follows:

		June 30, 2018
Management fees	$	99,000
Share-based payments		12,980
	$	111,980

Subsequent to the period end, on July 5, 2018, the Company entered into an unsecured loan agreement with Terry Howlett, whereby Terry Howlett loaned the Company USD 40,000, with a maturity date of September 5, 2019 which is subject to an interest rate of 10% per annum, payable at maturity.

On July 5, 2018, the Company also entered into an unsecured loan agreement with Doreen McMorran, whereby Doreen McMorran loaned the Company USD 40,000, with a maturity date of September 5, 2019 which is subject to an interest rate of 10% per annum, payable at maturity.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The Company's financial instruments consist of cash, receivables, accounts payable and accrued liabilities, due to related parties and loans payable. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments. The fair value of these financial instruments approximates their carrying value, unless otherwise noted.

DISCLOSURE OF OUTSTANDING SECURITY DATA

As of the date of this Prospectus, the Company has the following outstanding security data:

Common Shares

The Company's authorized share capital consists of an unlimited number of common shares without par value. As of the date of this Prospectus, the Company had 15,103,121 Common Shares issued and outstanding.

Stock Options and Warrants

On April 10, 2018 the Company issued 1,150,000 stock options to directors, officers and consultants of the Company at an exercise price of $0.30 per share. The stock options are for a two-year period and expire April 10, 2020. See "Options to Purchase Securities"). As of the date of this Prospectus, the Company had 1,150,000 stock options outstanding.

There are currently no warrants issued by the Company.

RISK FACTORS

An investment in the Company is speculative and involves a high degree of risk. Accordingly, prospective investors should carefully consider the specific risk factors set out in this prospectus. The Directors consider the risks and other factors contained in this prospectus to be the most significant for potential investors in the Company, but the risks listed do not necessarily comprise all those associated with an investment in the Company. Additional risks and uncertainties not currently known to the Directors may also have an adverse effect on the Company's business.

General

Although management believes that the above risks fairly and comprehensibly illustrate all material risks facing the Company, the risks noted above do not necessarily comprise all those potentially faced by the Company as it is impossible to foresee all possible risks.

Although the directors will seek to minimise the impact of the risk factors, an investment in the Company should only be made by investors able to sustain a total loss of their investment. Investors are strongly recommended to consult a person who specialises in investments of this nature before making any decision to invest.

ADDITIONAL INFORMATION

Additional information and the documents filed with the Canadian securities regulatory authorities are available at the Company's profile on http://www.sedar.com.

DESCRIPTION OF THE SECURITIES DISTRIBUTED

Authorized Capital

The authorized capital of the Company consists of an unlimited amount of authorized Common Shares, of which 15,103,121 Common Shares were issued and outstanding as at the date of this prospectus, and an unlimited number of preferred shares, of which none are issued and outstanding as at the date of this prospectus.

Common Shares

The holders of the Common Shares are entitled to receive notice of and to attend and vote at all meetings of the shareholders of the Company and each Common Share shall confer the right to one vote in person or by proxy at all meetings of the shareholders of the Company. The holders of the Common Shares, subject to the prior rights, if any, of any other class of shares of the Company, are entitled to receive such dividends in any financial year as the Board of Directors of the Company may by resolution determine. In the event of the liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, the holders of the Common Shares are entitled to receive, subject to the prior rights, if any, of the holders of any other class of shares of the Company, the remaining property and assets of the Company. The Common Shares do not carry any pre-emptive, subscription, redemption or conversion rights, nor do they contain any sinking or purchase fund provisions.

Preferred Shares

The holders of the preferred shares are not entitled to receive notice of and not entitled to vote at all meetings of the shareholders of the Company other than at meeting of preferred shareholders. The preferred shares may include one or more series of shares. The registered holders of the preferred shares are entitled to receive dividends if and when declared by the Board of Directors out

of the funds or assets of the Company properly applicable to the payment of dividends. The Board of Directors of the Company may at any time declare and authorize the payment of such dividends exclusively to the registered holders of the preferred shares without declaring any corresponding dividends to the registered holders of the Common Shares. In the event of the liquidation, dissolution or winding up of the Company or other distribution of the assets of the Company among its members for the purpose of winding up the affairs of the Company, whether voluntary or involuntary, the registered holders of the preferred shares shall be entitled to receive the amount paid up with respect to each preferred share together with an amount equal to all declared and unpaid dividends on such shares in priority of the Common Shares. After payment to the registered holders of the preferred shares of the amount payable to them as provided for above, they shall not, as such, be entitled to share in any further distribution of the property or assets of the Company. The preferred shares do not carry any pre-emptive, subscription, redemption or conversion rights, nor do they contain any sinking or purchase fund provisions.

Warrants

The Warrants forming part of the Units offered will be non-transferable. Each whole Warrant is exercisable at $0.45 to acquire one Common Share for 24 months from the date of issue, subject to the Acceleration Provision which provides that if the volume weighted average closing price of the Common Shares trading on a stock exchange is $0.65 or more for 10 consecutive trading days from the date of issuance of the Warrants, the Company will have the right, by providing Acceleration Notice to the Warrant holder(s), to accelerate the Expiry Date of the Warrants to that date which is 20 days from the date of the Acceleration Notice. The certificates representing the Warrants will also provide for the customary adjustment in the number of Warrant Shares issuable on exercise of the Warrants and/or the exercise price per Warrant Share upon the occurrence of certain events including but not limited to if there is (a) a reclassification or change of Common Shares, (b) any consolidation, amalgamation, arrangement or other business combination of the Company resulting in any reclassification or change in Common Shares into other shares, or (c) any sale, lease, exchange or transfer of the Company's assets as an entirety or substantially as an entity to another entity. No fractional Warrant Shares will be issued.

Agent's Warrants

The Company has agreed to grant to the Agent non-transferable compensation options (previously defined as the "Agent's Warrants") exercisable to acquire that number of Common Shares that is equal to 8% of the number of Units sold pursuant to this Offering at the price of $0.45 per Common Share for a period of 24 months from the Listing Date. The Agent's Warrants will be qualified under this prospectus. See "Plan of Distribution".

Agent's Option

The Company will offer the Agent the Agent's Option, which will allow the Agent to offer up to 1,050,000 additional Units. The Agent's Option may be exercised in whole or in part any time prior to the Closing Date of the Offering. The Agent's Option will be qualified under this prospectus.

Debt Securities

The Company has issued the following convertible debt securities:

- A convertible promissory note to an arms-length individual in the amount of $50,000, dated June 28, 2018, with a maturity date of August 28, 2019 which is subject to an interest rate of 10% annum, payable at maturity. At anytime prior to August 28, 2019, the individual may convert all or any portion of principal or interest outstanding under the note, to Common Shares of the Company, at a price of $0.30 per Common Share;

- A convertible promissory note to Joan Chypyha, in the amount of $100,000, dated June 29, 2018, with a maturity date of August 29, 2019 which is subject to an interest rate of 10% per annum, payable at maturity. At anytime prior to August 29, 2019, Joan Chypyha may convert all or any portion of principal or interest outstanding under the note, to Common Shares of the Company, at a price of $0.30 per Common Share,

  (collectively, the "Canadian Convertible Promissory Notes"); and

- A convertible promissory note to an arms-length individual in the amount of US $100,000, dated August 14, 2018, with a maturity date of October 14, 2019 which is subject to an interest rate of 10% per annum, payable at maturity. Any time

prior to October 14, 2019, the individual may convert all or any portion of the principal or interest outstanding under the note, to Common Shares of the Company, at a price of CAD 0.30 per Common Share. Currency exchange rates for conversion will be the rate quoted by the Company's bank, for the purchase of CAD funds on the date of conversion, (the "United States Convertible Promissory Note").

CONSOLIDATED CAPITALIZATION

The following table summarizes changes in the Company's capitalization as at June 30, 2018, as of the date of this prospectus, and following completion of the Offering:

	As at June 30, 2018	As at the date hereof	After giving effect to the minimum Offering[1]	After giving effect to the maximum Offering[1]	After giving effect to the maximum Offering[2]
Common Shares	15,103,121	15,103,121	19,103,121	22,103,121	23,153,121
Agent's Warrants	Nil	Nil	320,000	560,000	644,000
Options	1,150,000	1,150,000	1,150,000	1,150,000	1,150,000
Warrants	Nil	Nil	2,000,000	3,500,000	4,025,000
Convertible Debt (CAD)[3]	Nil	CAD 150,000	CAD 150,000	CAD 150,000	CAD 150,000
Convertible Debt (USD)[4]	Nil	USD 100,000	USD 100,000	USD 100,000	USD 100,000
Long Term Liabilities	Nil	Nil	Nil	Nil	Nil

Notes:

(1) Assuming the Agent's Option is not exercised.

(2) Assuming full exercise of the Agent's Option.

(3) References the Canadian Convertible Promissory Notes, which if exercised, converts into approximately 500,000 Common Shares of the Company at a price of CAD 0.30 per Common Share.

(4) References the United States Convertible Promissory Note, which if exercised, converts into 435,433 Common Shares of the Company at a price of CAD 0.30 per Common Share, based on an exchange rate of 1 USD equal to 1.3063 CAD as of September 18, 2018.

OPTIONS TO PURCHASE SECURITIES

The Directors of the Company adopted a stock option plan on April 10, 2018 (the "Stock Option Plan"). The purpose of the Stock Option Plan is to advance the interests of the Company by encouraging the directors, officers, employees, management company employees and consultants of the Company, and of its subsidiaries and affiliates, if any, to acquire Common Shares in the share capital of the Company, thereby increasing their proprietary interest in the Company, encouraging them to remain associated with the Company and furnishing them with additional incentive in their efforts on behalf of the Company in the conduct of its affairs. The Stock Option Plan provides that, subject to the requirements of the Exchange, the aggregate number of securities reserved for issuance will be 10% of the number of the Company's Common Shares issued and outstanding at the time such options are granted. The Stock Option Plan will be administered by the Company's Board of Directors, which will have full and final authority with respect to the granting of all options thereunder.

Options may be granted under the Stock Option Plan to such directors, officers, employees, management or consultants of the Company and its affiliates, if any, as the Board of Directors may from time to time designate. The exercise price of option grants will be determined by the Board of Directors, but after listing on the Exchange will not be less than the closing market price of the Common Shares on the Exchange less allowable discounts at the time of grant. The Stock Option Plan provides that the number of Common Shares that may be reserved for issuance to any one individual upon exercise of all stock options held by such individual may not exceed 5% of the issued Common Shares, if the individual is a director, officer, employee or consultant, or 1% of the issued Common Shares, if the individual is engaged in providing investor relations services, on a yearly basis. All options granted under the Stock Option Plan will expire not later than the date that is ten years from the date that such options are granted. Options terminate earlier as follows: (i) immediately in the event of dismissal with cause; (ii) 120 days from date of termination other than for cause, or a shorter period if decided by the Board of Directors at time of granting; or (iii) one year from the date of death or

disability. Options granted under the Stock Option Plan are not transferable or assignable other than by will or other testamentary instrument or pursuant to the laws of succession.

Stock Options Granted

As of the date hereof, the Company has granted the following options:

Name	Number of Options	Option Exercise Price	Option Expiry Date
Terry Howlett	150,000	$0.30	April 10, 2020
Logan Anderson	250,000	$0.30	April 10, 2020
Doreen McMorran	150,000	$0.30	April 10, 2020
Ian Howard	50,000	$0.30	April 10, 2020
Joan Chypyha	50,000	$0.30	April 10, 2020
David Ryan	350,000	$0.30	April 10, 2020
James Roszell	100,000	$0.30	April 10, 2020
David Wood	50,000	$0.30	April 10, 2020

The total options granted to directors of the Company is 1,000,000 and the total options granted to consultants of the Company is 150,000.

PRIOR SALES

Since inception on July 18, 2017, the Company has completed the following distributions of its securities:

(a) On July 18, 2017, the Company issued one Common Share at a price of $0.005 per Common Share, which Common Share will be escrowed in accordance with the terms of the Escrow Agreement.

(b) On September 26, 2017, the Company issued 5,000,000 Common Shares at a price of $0.005 per Common Share for total proceeds of $25,000. These Common Shares will be escrowed in accordance with the terms of the Escrow Agreement.

(c) On October 6, 2017, the Company issued 4,837,000 Common Shares at a price of $0.02 per Common Share for total proceeds of $96,740. 3,387,500 of these Common Shares will be escrowed in accordance with the terms of the Escrow Agreement and the balance of 1,449,500 will be pooled in accordance with the terms of the $0.02 Pooling Agreement.

(d) On December 31, 2017, the Company issued 5,266,120 Common Shares at a price of $0.10 for total proceeds of $526,612. These Common Shares will be pooled in accordance with the terms of the $0.10 Pooling Agreement.

ESCROWED SECURITIES

In accordance with National Policy 46-201 - *Escrow for Initial Public Offerings* (previously defined as "NP 46-201"), all securities an issuer owned or controlled by its principals are required to be placed in escrow at the time of the issuer's initial public offering, unless the shares held by the principal or issuable to the principal upon conversion of convertible securities held by the principal collectively represent less than 1% of the voting rights attaching to the total issued and outstanding securities of the issuer after giving effect to the initial public offering. Upon completion of the Offering, the Company anticipates being an "emerging issuer" as defined in NP 46-201.

The following securities of the Company (the "Escrowed Securities") are held by, and are subject to the terms of an escrow agreement dated April 10, 2018, among the Company, National Issuer Services Ltd., as escrow agent, and the holders of the Escrowed Securities, being Terry Howlett, Doreen McMorran, Logan Anderson, Joan Chypyha, and Ian Howard (the "Escrow Agreement"):

Designation of Class	Number of Securities	Percentage of Issued Shares Prior to Completion of the Offering	Percentage of Issued Shares on Completion of the minimum Offering	Percentage of Issued Shares on Completion of the maximum Offering
Common Shares	8,387,501	55.5%	43.9%	37.9%

As the Company anticipates being an "emerging issuer" as defined in NP 46-201, the following automatic timed releases will apply to the Common Shares held by its principals who are subject to escrow:

On the Listing Date	1/10 of the Escrowed Securities
6 months after the Listing Date	1/6 of the remaining Escrowed Securities
12 months after the Listing Date	1/5 of the remaining Escrowed Securities
18 months after the Listing Date	1/4 of the remaining Escrowed Securities
24 months after the Listing Date	1/3 of the remaining Escrowed Securities
30 months after the Listing Date	1/2 of the remaining Escrowed Securities
36 months after the Listing Date	the remaining Escrowed Securities

Assuming there are no changes to the Escrowed Securities initially deposited and no additional escrow securities are deposited, this will be subject to a 10% release on the Listing Date, with the remaining Escrowed Securities being released in 15% tranches every 6 months thereafter.

Under NP 46-201, a "principal" is: (a) a person who has acted as a promoter of the Company within two years of the date of this prospectus; (b) a director or senior officer of the Company; (c) a person that holds securities carrying more than 20% of the voting rights attached to the Company's outstanding securities immediately before and immediately after the Offering; and (d) a person that: (i) holds securities carrying more than 10% of the voting rights attached to the Company's outstanding securities immediately before and immediately after the Offering; and (ii) has elected or appointed, or has the right to elect or appoint, one or more directors or senior officers of the Company. A principal's spouse and their relatives that live at the same address as the principal will be deemed principals and any securities of the Company held by such a person will be subject to the escrow requirements.

Under the terms of the Escrow Agreement, Escrowed Securities cannot be transferred by the holder unless permitted under the Escrow Agreement. Notwithstanding this restriction on transfer, a holder of Escrowed Securities may (a) pledge, mortgage or charge the Escrowed Securities to a financial institution as collateral for a loan provided that no Escrow Securities will be delivered by the escrow agent to the financial institution; (b) exercise any voting rights attached to their Escrowed Securities; (c) receive dividends or other distributions on the Escrowed Securities; and (d) exercise any rights to exchange or convert the Escrowed Securities in accordance with the Escrow Agreement.

The Escrowed Securities may be transferred within escrow to: (a) subject to approval of the Company's Board of Directors, an individual who is an existing or newly appointed director or senior officer of the Company or of a material operating subsidiary of the Company; (b) a person that before the proposed transfer holds more than 20% of the voting rights attached to the Company's outstanding securities; (c) a person or company that after the proposed transfer will hold more than 10% of the voting rights attached to the Company's outstanding securities and that has the right to elect or appoint one or more directors or senior officers of the Company or any of its material operating subsidiaries; (d) upon the bankruptcy of a holder or company of Escrowed Securities, the securities held in escrow may be transferred within escrow to the trustee in bankruptcy or other person legally entitled to such securities; (e) a financial institution that the holder pledged, mortgaged or charged the Escrowed Securities to a financial institution as collateral for a loan on realization of such loan; and (f) a registered retirement savings plan ("RRSP"), registered retirement income fund ("RRIF") or similar registered plan or fund with a trustee, where the annuitant of the RRSP or RRIF, or the beneficiaries of another plan or fund are limited to the holder's spouse, children or parents, or if the holder is the trustee of such registered plan or fund, to the annuitant of the RRSP or RRIF, or a beneficiary of the other registered plan or fund or his or her spouse, children or parents.

In addition, tenders of Escrowed Securities pursuant to a business combination, which includes a take-over bid, issuer bid, statutory arrangement, amalgamation, merger or other reorganization similar to an amalgamation or merger, are permitted. Escrowed Securities subject to a business combination will continue to be escrowed if the successor entity is not an "exempt

issuer", the holder is a principal of the successor entity; and the holder holds more than 1% of the voting rights of the successor entities' outstanding securities.

Under the terms of the Escrow Agreement, 10% of each escrowed shareholder's shares (a total of 838,750 Common Shares) will be released from escrow on the Listing Date. The remaining * Common Shares will be held in escrow immediately following the listing date.

Stock Pooling

The holders of 1,449,500 Common Shares issued at $0.02 per share are subject to the $0.02 Pooling Agreement for over 450 days with the following release formula:

On the Listing Date	15% of the pooled securities
90 days after the Listing Date	17% of the remaining pooled securities
180 days after the Listing Date	17% of the remaining pooled securities
270 days after the Listing Date	17% of the remaining pooled securities
360 days after the Listing Date	17% of the remaining pooled securities
450 days after the Listing Date	17% of the remaining pooled securities

The holders of 5,266,120 Common Shares issued at $0.10 per share are subject to the $0.10 Pooling Agreement for over 270 days with the following release formula:

On the Listing Date	25% of the pooled securities
90 days after the Listing Date	25% of the remaining pooled securities
180 days after the Listing Date	25% of the remaining pooled securities
270 days after the Listing Date	25% of the remaining pooled securities

PRINCIPAL SHAREHOLDERS

As at the date of this prospectus, 15,103,121 Common Shares were issued and outstanding. The following table lists the persons who own or will own, directly or indirectly, 10% or more of the issued and outstanding Common Shares:

Name	Number and Class of Shares Owned	Number and Class of Shares Owned After Offering	Type of Ownership	Percentage of Common Shares Owned Prior to Giving Effect to the Offering	Percentage of Common Shares Owned After Giving Effect to the Minimum Offering[(1)]	Percentage of Common Shares Owned After Giving Effect to the Maximum Offering[(1)(2)]
Terry Howlett	3,818,750	Common Shares	Direct	25.3%	20.0%	16.5%[(3)]
Doreen McMorran	3,818,750	Common Shares	Direct	25.3%	20.0%	16.5%[(3)]

Notes:

(1) Assuming that no Common Shares are purchased by these persons under the Offering.

(2) Assuming that the Agent's Option is exercised.

(3) On a fully-diluted basis, assuming all of the 1,150,000 stock options granted, 644,000 Agent's Warrants, 4,025,000 Warrants, exercise of all the 1,150,000 granted Options and conversion of all convertible debt securities at a rate of 1 USD equal to 1.3063 CAD the percentage of Common Shares owned after giving effect to the maximum offering ; based on 29,907,554 Common Shares outstanding, Terry Howlett and Doreen McMorran will each own 13.27%.

DIRECTORS AND EXECUTIVE OFFICERS

The following table sets forth, for each of the Directors and executive officers of the Company, the name, municipality of residence, age, principal occupation, position held with the Company and the date on which the person became a Director.

Name, Municipality of Residence and Age	Principal Occupations during past five years	Position with the Company	Director or Officer Since	Securities Held[2]	Percentage of Securities Held
Terry Howlett, 70, Henderson, Nevada	President CEO and Director of Skinvisible, Inc.from May 1999-February 2011 and since March 2011. President and CEO of Skinvisible Pharmaceuticals Inc. from March 1999 to January 2018.	Chief Executive Officer Director	October 4, 2017 October 4, 2017	3,818,750 Common Shares 150,000 Options	25.3%
Logan B Anderson[1], 63, North Vancouver, B.C.	CFO of Aloro Mining Corp. ("Aloro") since June 2004, Director of Aloro since June 2004; Director and President of Manado Gold Corp. since August 2010 and CEO since June 2011**;** President and Director of International Battery Metals Ltd. since May 2017; Director and CFO of Scotch Creek Ventures Inc. since January 2017; President of Amteck Management Inc. (and its predecessor Amteck Financial Services Company) a private consulting company since 1993.	Chief Financial Officer and Secretary Director	October 4, 2017 July 18, 2017	250,001 Common Shares 250,000 Options	1.7%
Doreen McMorran, 55, Henderson, Nevada	Vice President of Business Development for Skinvisible Pharmaceuticals, Inc. since April 2008.	Vice President of Business Development Director	October 4, 2017 October 4, 2017	3,818,750 Common Shares 150,000 Options	25.3%
Ian Howard[1], 78, North Vancouver, BC	CEO and owner of Leverage Sponsorship Co. and is the COO and Director of SkinCareGuide**.**	Director	October 4, 2017	250,000 Common Shares 50,000 Options	1.7%
Joan Chyphya[1], 51, Richmond Hill, ON	Chief Business-Development Officer at Rhei Pharmaceuticals Ltd; Vice President of Corporate Development and General Manager of Barrier Therapeutics Canada Inc.**;** President of Alto Pharmaceuticals Ltd, and most recently the former President of Cipher Pharmaceuticals (Canada) (TSX: CPH).	Director	February 2, 2018	250,000 Common Shares 50,000 Options	1.7%

Name, Municipality of Residence and Age	Principal Occupations during past five years	Position with the Company	Director or Officer Since	Securities Held[(2)]	Percentage of Securities Held
David Ryan, 51, Langley, B.C.	Self-employed consultant. Director of GlobeX Data Ltd. since March 2017; President, Seceretary and Director of Midnight Star Ventures Inc. since April 2013. A former Director, President, Secretary and Vice President Finance of Yaterra Ventures Corp.Director and CEO of Scotch Creek Ventures Inc. since January 2017**;** Director and VP Corporate Communications of Manado Gold Corp. since August 2010 and Chief Financial Officer since 2016.	Investor Relations Officer Director	October 4, 2017 October 4, 2017	350,000 Options	n/a
Total Securities				**8,387,501 Common Shares** **1,000,000 Options**	**55.5%**

Notes:

(1) Member of the Audit Committee.
(2) Ownership is direct unless otherwise indicated.

Term of Office

The Directors are elected at each annual general meeting and hold office until the next annual general meeting or until their successors are duly elected or appointed in accordance with the Company's Articles or until such director's earlier death, resignation or removal.

Biographical Information

The following is a brief description of the background of the Directors and executive officers of the Company.

Terry Howlett - *Age 70, Chief Executive Officer, Director and Promoter*

Mr. Howlett founded Skinvisible, Inc. in 1999. With over 35 years of entrepreneurial, business management and market initialization experience, he drives and directs the Company's development and technology vision. He is experienced at guiding emerging and publicly traded start-up companies through the stages of capital formation, strategic planning and business growth; specializing in venture capital financing.

Mr. Howlett will devote approximately 75% of his time to the Company or such greater amount of time as is necessary. Mr. Howlett has not entered into a non-competition or non-disclosure agreement with the Company. Mr. Howlett is an independent contractor of the Company.

Logan B. Anderson – *Age 63, Chief Financial Officer, Secretary, Director and Promoter*

Mr. Anderson provides considerable financial and management expertise to Ovation Science Inc. He holds the designation of ACA with the Chartered Accountants (Australia and New Zealand). He began his career as an associate chartered accountant in New Zealand and then Canada. This was followed by his position as controller of a management services company which was responsible for the management of a number of private and publicly traded companies. Since 1993, Mr. Anderson has served as President of Amteck Management Inc., a private financial consulting services company servicing both private and public companies. Mr. Anderson is currently President / Director and on the audit committee of International Battery Metals Inc.,

President, CEO and Director, of Manado Gold Corp, the CFO, Secretary and Director of Aloro Mining Corp., and also CFO and Director of Scotch Creek Ventures.

Mr. Anderson will be responsible for the accounting activities of the Company. Mr. Anderson will devote approximately 20% of his time to the Company or such greater amount of time as is necessary. Mr. Anderson has not entered into a non-competition or non-disclosure agreement with the Company. Mr. Anderson is an independent contractor of the Company.

Doreen McMorran - *Age 55, Vice President of Business Development, Director and Promoter*

Ms. McMorran has over 25 years of experience in the medical and pharmaceutical industry, specifically in the areas of strategic planning, sales and marketing of dermatology products. Prior to joining Skinvisible in 2008 as Vice President of Business Development, she spent 6 years marketing and selling to international dermatology and skincare focused companies like Procter and Gamble, Johnson & Johnson, Stiefel, Galderma, and Novartis, as well as providing medical education both traditional and online for physicians and consumers about dermatology conditions, products and treatments. Ms. McMorran, holds a Bachelor of Commerce (Honors) degree from the University of Manitoba. Additionally she has held senior management level positions with a number of healthcare companies, focusing on business development, sales, marketing and operations.

Ms. McMorran will devote approximately 75% of her time to the Company or such greater amount of time as is necessary. Ms. McMorran has not entered into a non-competition or non-disclosure agreement with the Company. Ms. McMorran is an independent contractor of the Company.

Ian Howard - *Age 78, Director*

Mr. Howard has over 40 years of extensive experience in marketing, government and health care and over 25 years of business experience with companies internationally including being the former Executive Assistant to two Cabinet Ministers and Senior VP of the National Lottery in Canada. He has worked on most major sporting and public projects in Canada in addition to Europe, Asia and the USA including the 1994 Commonwealth Games, Victoria, 1996 World Conference on AIDS, Vancouver, 1998 Commonwealth Games, Kuala Lumpur, 1998 World Conference on AIDS, Geneva, 2005 World Congress on Melanoma, Vancouver, 2010 Olympic Bid planning and execution. Currently Mr. Howard is the CEO and owner of Leverage Sponsorship Co. and is the COO and Director of SkinCareGuide, an international dermatology medical education company with numerous dermatology publications, websites including Skin Therapy Letter®.

Mr. Howard will devote approximately 5% of his time to the Company or such greater amount of time as is necessary. Mr. Howard has not entered into a non-competition or non-disclosure agreement with the Company. Mr. Howard is an independent contractor of the Company.

Joan Chypyha - *Age 51, Director*

Ms. Chypyha has more than 25 years of experience in the pharmaceutical industry holding various senior management positions with an emphasis on marketing, sales and business development. In her career, Ms. Chypyha spent 16 years at Hoffmann-La Roche in progressively senior marketing positions; Chief Business-Development Officer at Rhei Pharmaceuticals Ltd.; Vice President of Corporate Development and General Manager of Barrier Therapeutics Canada Inc.; President of Alto Pharmaceuticals Ltd, and most recently the former President of Cipher Pharmaceuticals (Canada) (TSX: CPH). Joan earned a BSc from University of Toronto and a MBA from Queens University.

Ms. Chypyha will devote approximately 5% of her time to the Company or such greater amount of time as is necessary. Ms. Chypyha has not entered into a non-competition or non-disclosure agreement with the Company. Ms. Chypyha is an independent contractor of the Company.

David Ryan - *Age 51, Director*

Mr. Ryan has extensive experience in investment and public markets. For the past 20 years, he has been part of in bringing multiple initial public offerings to market. He has helped raise both equity and debt financings for numerous public companies in both primary and secondary financings as well as served on the board of public companies and in various roles from president to director.

Mr. Ryan will devote approximately 20% of his time to the Company or such greater amount of time as is necessary. Mr. Ryan has not entered into a non-competition or non-disclosure agreement with the Company. Mr. Ryan is an independent contractor of the Company.

Cease Trade Orders

David K. Ryan was a director of Yaterra Ventures Corp. in January 2013 when it became subject to a cease trade order of the BCSC for failing to file financial statements as required by Multilateral Instrument 51-105. On April 24, 2014, Mr. Ryan resigned as director of Yaterra.

Other than as disclosed above , no, director or executive officer of the Company, is or has been, within the ten years preceding the date of this prospectus, a director, chief executive officer or chief financial officer of any company that:

(a) was subject to an order that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or

(b) was subject to an order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

For the purposes of this prospectus, an "order" means a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to an exemption under securities legislation, and such order was in effect for a period of more than 30 consecutive days.

Bankruptcies

No director or executive officer of the Company, or shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, is or has been, within the ten years preceding the date of this prospectus:

(a) a director or an executive officer of any company that, while the person was acting in that capacity, or within a year of that person ceasing to act in the capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold its assets or made a proposal under any legislation relating to bankruptcies or insolvency; or

(b) become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of the individual.

Penalties or Sanctions

No director or executive officer of the Company, or any shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company has:

(a) been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

(b) been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.

Personal Bankruptcies

No director or executive officer of the Company, or any shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company or a personal holding company of any such persons has, within the ten years before the date of this prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been

subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director or officer.

Conflicts of Interest

There are no existing material conflicts of interest between the Company and any Director or officer of the Company. Directors and officers of the Company may serve as directors and/or officers of other companies or have significant shareholdings in other companies and, to the extent that in the future such other companies may participate in ventures in which the Company may participate, certain Directors of the Company may have a conflict of interest in negotiating and conducting terms in respect of any transaction involving such companies. In the event that such conflict of interest arises at a meeting of the Board, a Director who has such a conflict is required to disclose such conflict and abstain from voting for or against the approval of such transaction.

The information as to ownership of securities of the Company, corporate cease trade orders or bankruptcies, penalties or sanctions, personal bankruptcies or insolvencies and existing or potential conflicts of interest has been provided by each insider of the Company individually in respect of himself or herself.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The Company's executive compensation program during the most recently completed financial year ended December 31, 2017 was administered by the Company's Board of Directors. The Board of Directors was solely responsible for determining the compensation to be paid to the Company's executive officers and evaluating their performance. The Board of Directors has not adopted any specific policies or objective for determining the amount or extent of compensation for directors or officers.

Significant Elements

The significant elements of compensation for the Company's "Named Executive Officers", being the Chief Executive Officer, the Chief Financial Officer and the three other most highly compensated executive officers whose total compensation exceeds $*, are management fees and stock options. The Company does not presently have a long-term incentive plan for its Named Executive Officers. There is no policy or target regarding allocation between cash and non-cash elements of the Company's compensation program. The Board of Directors reviews annually the total compensation package of each of the Company's executives on an individual basis.

Cash Salary

The Company's compensation payable to the Named Executive Officers is based upon, among other things, the responsibility, skills and experience required to carry out the functions of each position held by each Named Executive Officer and varies with the amount of time spent by each Named Executive Officer in carrying out his or her functions on behalf of the Company.

In particular, the Chief Executive Officer and Vice President's compensation will be determined by time spent on: (i) the Company's business; (ii) the Company's product portfolio; (iii) negotiating with licensing agents that the Company may acquire; and (iv) new business ventures. The Chief Financial Officer's compensation is primarily determined by time spent in reviewing the Company's financial statements and providing business advice.

Stock Options

The Company's Stock Option Plan is intended to emphasize management's commitment to the growth of the Company. The grant of stock options, as a key component of the executive compensation package, enables the Company to attract and retain qualified executives. Stock option grants are based on the total of stock options available under the Stock Option Plan. In granting stock options, the Board of Directors reviews the total of stock options available under the Stock Option Plan and recommends grants to newly retained executive officers at the time of their appointment and considers recommending further grants to executive officers from time to time thereafter. The amount and terms of outstanding options held by an executive are taken into account when determining whether and how new option grants should be made to the executive. The exercise periods are to be set at the date of grant. The stock option grants may contain vesting provisions in accordance to the Company's Stock Option Plan.

As of the date hereof, the Company has granted 1,000,000 options to its directors and officers. See "Options to Purchase Securities" above.

Summary Compensation Table

The following table sets forth information about compensation paid to, or earned by, the Company's Named Executive Officers during the period from inception to December 31, 2017.

Name and Principal Position	Year	Salary ($)	Share Based Awards ($)	Option Based Awards ($)	Non Equity Incentive Plan Compensation ($)		Pension Value ($)	All Other Compensation[(1)] ($)	Total Compensation ($)
					Annual Incentive Plans	Long Term Incentive Plans ($)			
Terry Howlett Chief Executive Officer	2017	Nil	Nil	Nil	Nil	Nil	NIL	18,000	18,000
Logan Anderson Chief Financial Officer & Secretary	2017	Nil	Nil	Nil	Nil	Nil	Nil	10,500	10,500
Doreen McMorran Vice President of Business Development	2017	Nil	Nil	Nil	Nil	Nil	Nil	12,000	12,000
David K. Ryan Investor Relations Officer	2017	Nil	Nil	Nil	Nil	Nil	Nil	9,000	9,000

(1) Management Fees

Employment and Consulting Agreements

The Company has not entered into written employment or consulting agreements with its Chief Executive Officer and its Chief Financial Officer. The Company has agreed to pay its Chief Executive Officer a total of $6,000 per month and its Chief Financial Officer a total of $3,500 per month. Compensation to the named officers is significantly below amounts paid to executives in similar industry companies. The officers have elected to be paid at these below market values in order to preserve capital for the Company's early development. As more funding is obtained by the Company, either through financing or revenues, the amounts are expected to be adjusted substantially upwards towards market value.

Incentive Plan Awards

The Company has no long-term incentive plan other than the Stock Option Plan.

The following table sets forth all outstanding share based and option-based awards to the Named Executive Officers as at the fiscal year ended December 31, 2017:

Name	Option Based Awards				Share Based Awards		
	Number of Securities underlying unexercised options (#)	Option exercise price ($)	Option Expiration Date	Value of unexercised in-the-money options ($)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested ($)	Market or payout value of vested share-based awards not paid out or distributed ($)
Terry Howlett Chief Executive Officer	2017	Nil	Nil	Nil	Nil	Nil	Nil
Logan B. Anderson Chief Financial Officer & Secretary	2017	Nil	Nil	Nil	Nil	Nil	Nil
Doreen McMorran Vice President of Business Development	2017	Nil	Nil	Nil	Nil	Nil	Nil
David K. Ryan Investor Relations Officer	2017	Nil	Nil	Nil	Nil	Nil	Nil

As of the date of this prospectus, the Company has granted the following option-based awards to the Named Executive Officers.

Name	Number of Options	Option Exercise Price	Option Expiry Date
Terry Howlett	150,000	$0.30	April 10, 2020
Logan Anderson	250,000	$0.30	April 10, 2020
Doreen McMorran	150,000	$0.30	April 10, 2020
David Ryan	350,000	$0.30	April 10, 2020

Director Compensation

The following table sets forth the compensation paid to the Company's Directors for the period from Inception to December 31, 2017.

Name	Fees Earned ($)	Share-based awards ($)	Option-based Awards ($)	Non-Equity Incentive Plan Compensation ($)	Pension Value ($)	All Other Compensation ($)	Total ($)
Terry Howlett	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Logan Anderson	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Doreen McMorran	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Ian Howard	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Joan Chypyha	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Doreen McMorran	NIL	NIL	NIL	NIL	NIL	NIL	NIL

Compensation arrangements for Directors is determined by the Board on a case by case basis and negotiated between the Board and the Director to be compensated.

Termination and Change of Control Benefits

There are no management or consulting agreements with any Directors or officers of the Company that provide for payments to an officer or director, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the company or a change in a director's or officer's responsibilities.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

There is not as of the date of this prospectus, nor has there been since inception on July 18, 2017, any indebtedness of any Director, executive officer, senior officer, employee or any former director, executive officer, employee or senior officer or any associate of any of them, to or guaranteed or supported by the Company either pursuant to an employee stock purchase program of the Company or otherwise, and no such individual is or has been indebted to any other entity where the indebtedness is the subject of a guarantee, support agreement, letter of credit, or similar arrangement or understanding by the Company.

AUDIT COMMITTEES AND CORPORATE GOVERNANCE

Audit Committee

Audit Committee Charter

The Audit Committee's role is to act in an objective, independent capacity as a liaison between the auditors, management and the Board of Directors and to ensure the auditors have a facility to consider and discuss governance and audit issues with parties not directly responsible for operations.

On April 10, 2018, the Board of Directors adopted a charter delineating the Audit Committee's responsibilities. The Audit Committee Charter is attached to this prospectus as Schedule "A".

Composition of Audit Committee

The following persons are members of the Company's audit committee:

Name	Independent/Not Independent	Financially Literate
Logan Anderson	Not Independent	Yes
Ian Howard	Independent	Yes
Joan Chypyha	Independent	Yes

Relevant Education and Experience

All members of the Audit Committee have the ability to read, analyze and understand the complexities surrounding the issuance of financial statements that present a breadth and level 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 Company's financial statements, and have an understanding of internal controls. The members of the Audit Committee intend to maintain their currency by periodically taking continuing education courses.

The education and experience of each Audit Committee member that is relevant to the performance of his/her responsibilities as an Audit Committee member is as follows:

Logan Anderson: Holds the designation of ACA with the Chartered Accountants (Australia and New Zealand). Over 35 years serving as director and CFO of a number of public companies.

Ian Howard: Over 40 years extensive experience in business including CEO and owner of Leverage Sponsorship Co. and is the COO and Director of SkinCareGuide.

Joan Chypyha: Former President of Cipher Pharmaceuticals (Canada) (TSX: CPH) and holds a BSc from University of Toronto and a MBA from Queens University.

Audit Committee Oversight

At no time since the commencement of the Company's most recent completed financial year has a recommendation of the Audit Committee to nominate or compensate an external auditor not been adopted by the Board.

Reliance on Certain Exemptions

The Company is relying on exemption 6.1 in National Instrument 52-110.

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the following exemptions:

(a) the exemption in section 2.4 of National Instrument 52-110 (*De Minimis Non-audit Services*);
(b) the exemption in subsection 6.1.1(4) of National Instrument 52-110 (*Circumstance Affecting the Business or Operations of the Venture Issuer*);
(c) the exemption in subsection 6.1.1(5) of National Instrument 52-110 (*Events Outside Control of Member*);
(d) the exemption in subsection 6.1.1(6) of National Instrument 52-110 (*Death, Incapacity or Resignation*); or
(e) an exemption from National Instrument 52-110, in whole or in part, granted under Part 8 of National Instrument 52-110 (*Exemption*).

Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services. However, the Company's Audit Committee Charter states that Audit Committee must pre-approve all non-audit services, including the fees and terms thereof, to be performed for the Company by the Auditor.

External Auditor Fees

The aggregate fees billed to the Company for the services provided by the external auditor for the fiscal year ended December 31, 2017 are as follows:

	Period from Inception to December 31, 2017
Audit Fees	$8,500
Audit-Related Fees	$Nil
Tax Fees	$1,500
All Other Fees	$Nil
Total	$10,000

Corporate Governance

Corporate governance relates to the activities of the Board of Directors, the members of which are elected by and are accountable to the shareholders, and takes into account the role of the individual members of management who are appointed by the Board of Directors and who are charged with the day-to-day management of the Company. The Board of Directors is committed to sound corporate governance practices, which are both in the interest of its shareholders and contribute to effective and efficient decision making.

The Company's corporate governance practices are summarized below:

Board of Directors

The Board of Directors is currently comprised of six members. The rules of the Exchange do not have independent director requirements. An "independent" director is a director who has no direct or indirect material relationship with the Company. A material relationship is a relationship which could, in the view of the Board of Directors, reasonably interfere with the exercise of a

director's independent judgment. Ian Howard and Joan Chypyha are independent directors of the Company, as aside from Common Shares held by them they have no ongoing interest or relationship with the Company other than serving as directors.

Terry Howlett, Logan B. Anderson, Doreen McMorran, and David K. Ryan cannot be considered independent directors because they are officers of the Company.

Directorships

The following directors are directors of other reporting issuers:

Terry Howlett: Skinvisible, Inc.

Logan B. Anderson: International Battery Metals Inc.; Manado Gold Corp.; and Aloro Mining Corp.

David K. Ryan: Midnight Star Ventures Corporation and Manado Gold Corp.

Orientation and Continuing Education

The Board of Directors provides an overview of the Company's business activities, systems and business plan to all new directors. New director candidates have free access to any of the Company's records, employees or senior management in order to conduct their own due diligence and will be briefed on the strategic plans, short, medium and long term corporate objectives, business risks and mitigation strategies, corporate governance guidelines and existing policies of the Company. The Directors are encouraged to update their skills and knowledge by taking courses and attending professional seminars.

Ethical Business Conduct

The Board of Directors believes good corporate governance is an integral component to the success of the Company and to meet responsibilities to shareholders. Generally, the Board of Directors has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board of Directors in which the director has an interest have been sufficient to ensure that the Board of Directors operates independently of management and in the best interests of the Company.

The Board of Directors is also responsible for applying governance principles and practices, and tracking development in corporate governance, and adapting "best practices" to suit the needs of the Company. Certain of the Directors of the Company may also be directors and officers of other companies, and conflicts of interest may arise between their duties. Such conflicts must be disclosed in accordance with, and are subject to such other procedures and remedies as applicable under the BCA.

Nomination of Directors

The Board of Directors has not formed a nominating committee or similar committee to assist the Board of Directors with the nomination of directors for the Company. The Board of Directors considers itself too small to warrant creation of such a committee; and each of the Directors has contacts he can draw upon to identify new members of the Board of Directors as needed from time to time.

The Board of Directors will continually assess its size, structure and composition, taking into consideration its current strengths, skills and experience, proposed retirements and the requirements and strategic direction of the Company. As required, directors will recommend suitable candidates for consideration as members of the Board of Directors.

Compensation

The Board of Directors reviews the compensation of its directors and executive officers an ongoing basis. The Directors will determine compensation of directors and executive officers taking into account the Company's business ventures and the Company's financial position. See "Executive Compensation".

Other Board Committees

The Company has established an Audit Committee. There are no other committees of the Board of Directors.

Assessments

The Board of Directors has not implemented a process for assessing its effectiveness. As a result of the Company's small size and the Company's stage of development, the Board of Directors considers a formal assessment process to be inappropriate at this time. The Board of Directors plans to continue evaluating its own effectiveness on an ad hoc basis.

The Board of Directors does not formally assess the performance or contribution of individual Board members or committee members.

PLAN OF DISTRIBUTION

Offering

Under the Agency Agreement the Company has appointed the Agent on a commercially reasonable efforts basis to offer for sale a minimum of 4,000,000 and a maximum of 7,000,000 Units of the Company at a price of $0.30 per Unit for minimum gross proceeds of $1,200,000 and maximum gross proceeds of $2,100,000. The issue price of $0.30 per Unit was determined by negotiation between the Company and the Agent in accordance with the policies of the Exchange. The Agent will not advance any funds to the Company until the minimum under the Offering is met.

The completion of the Offering is subject to a minimum subscription of 4,000,000 Units for minimum gross proceeds of $1,200,000. The Offering will not be completed and no subscription funds will be advanced to the Company unless and until the minimum subscription of $1,200,000 has been raised. In the event that the minimum subscription is not attained by the end of the period of the Offering, all subscription funds that subscribers may have advanced to the Agent in respect of the Offering will be refunded to the subscribers without interest or deduction. The Company will grant the Agent the Agent's Option, which will allow the Agent to offer up to 1,050,000 additional Units. The Agent's Option may be exercised in whole or in part any time prior to the Closing Date of the Offering.

Subscriptions for Units will be received subject to rejection or allotment in whole or in part and the right is reserved by the Company to close the subscription books at any time without notice. It is expected that the Closing of the Offering will occur on a date agreed upon by the Company and the Agent, but not later than the date that is 90 days after a receipt is issued for the final prospectus or if a receipt has been issued for an amendment to the final prospectus, within 90 days of issuance of such receipt and in any event not later than 180 days from the date of receipt of the final prospectus. It is expected that share certificates evidencing the Common Shares will be available for delivery on the Closing unless the Agent elects for delivery in electronic book entry form through CDS Clearing and Depository Services Inc. ("CDS") or its nominee. If delivered in book entry form, purchasers of Common Shares will receive only a customer confirmation from the registered dealer that is a CDS participant and from or through which the Common Shares were purchased.

There is currently no market through which any of the securities of the Company, including the Common Shares, may be sold and purchasers and holders thereof may not be able to resell or dispose of any of the securities purchased, distributed or qualified under this prospectus.

The Company has granted the Agent a right of first refusal to act as the Company's fiscal agent for any brokered financing for twelve (12) months following Closing of the Offering.

The obligations of the Agent under the Agency Agreement may be terminated at the Agent's discretion upon the occurrence of certain stated events. The Agent is not obligated to purchase any of the Units under the Offering.

Agent's Commission

The Company has agreed to pay to the Agent a cash commission equal to 8% of the aggregate gross proceeds of the Offering in consideration for its services in connection with the Offering. Such commission, together with all other expenses of the Offering,

will be paid by the Company out of the proceeds of the Offering. The Company has also agreed to pay to the Agent the Work Fee of $25,000, plus applicable taxes upon Closing of the Offering.

As additional compensation, on the Closing, the Company has agreed to grant to the Agent the Agent's Warrants exercisable to acquire that number of Common Shares that is equal to 8% of the number of Units sold pursuant to this Offering at the price of $0.45 per Common Share for a period 24 months from the Listing Date. The Agent's Warrants will be qualified under this prospectus.

The Company will pay all reasonable costs and expenses of the Agent related to the Offering, including the Agent's legal fees and disbursements.

Listing of Common Shares on the Exchange

The Company has applied to list its Common Shares on the Exchange. Listing of the Common Shares is subject to the Company fulfilling all of the listing requirements of the Exchange.

As of the date of this prospectus, the Company 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).

RISK FACTORS

An investment in the Company is speculative and involves a high degree of risk. Accordingly, prospective investors should carefully consider the specific risk factors set out below, in addition to the other information contained in this document, before making any decision to invest in the Company. The Directors consider the following risks and other factors to be the most significant for potential investors in the Company, but the risks listed do not necessarily comprise all those associated with an investment in the Company and are not set out in any particular order of priority. Additional risks and uncertainties not currently known to the Directors may also have an adverse effect on the Company's business.

If any of the following risks actually occur, the Company's business, financial condition, capital resources, results or future operations could be materially adversely affected. In such a case, the price of the Common Shares could decline, and investors may lose all or part of their investment.

Substantial Number of Authorized but Unissued Shares

The Company has an unlimited number of Common Shares that may be issued by the Board of Directors without further action or approval of the Company's shareholders. While the Board of Directors is required to fulfill its fiduciary obligations in connection with the issuance of such shares, the shares may be issued in transactions with which not all shareholders agree, and the issuance of such shares will cause dilution to the ownership interests of the Company's shareholders.

Dilution

The financial risk of the Company's future activities will be borne to a significant degree by purchasers of the Common Shares. If the Company issues Common Shares from its treasury for financing purposes, control of the Company may change and purchasers may suffer additional dilution.

No Market for Securities

There is currently no market through which any of the Common Shares, may be sold and there is no assurance that such securities of the Company will be listed for trading on a stock exchange, or if listed, will provide a liquid market for such securities. Until the Common Shares are listed on a stock exchange, holders of the Common Shares may not be able to sell their Common Shares. Even if a listing is obtained, there can be no assurance that an active public market for the Common Shares will develop or be sustained after completion of the Offering. The offering price determined by negotiation between the Company and the Agent was based upon several factors, and may bear no relationship to the price that will prevail in the public market. The holding of

Common Shares involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. Common Shares should not be purchased by persons who cannot afford the possibility of the loss of their entire investment.

Speculative Nature of Investment Risk

An investment in the Common Shares of the Company carries a high degree of risk and should be considered as a speculative investment by purchasers. The Company has a limited history of earnings, limited cash reserves, a limited operating history, has not paid dividends, and is unlikely to pay dividends in the immediate or near future. The Company is in the development and early commercialization stage. Operations are not yet sufficiently established such that the Company can mitigate the risks associated with planned activities.

Liquidity and Future Financing Risk

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

Increased Costs of Being a Publicly Traded Company

If the Company successfully lists on the CSE, the Company will incur significant additional legal, accounting and filing fees that at present, are not being incurred. Securities legislation and the rules and policies of the CSE require listed companies to, among other things, adopt corporate governance and related practices, and to continuously prepare and disclose material information all of which will significantly increase legal and financial compliance costs.

Current Market Volatility

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

Negative Cash Flow from Operating Activities

The Company has had negative cash flow from operating activities since inception. Significant capital investment will be required to achieve the Company's existing plans. There is no assurance that the Company's business will generate earnings, operate profitably or provide a return on investment in the near future. Accordingly, the Company may be required to obtain additional financing in order to meet its future cash commitments.

History of Operating Losses

The Company has a history of operating losses and may not sustain profitability. The Company cannot guarantee investors that it will become profitable, and even if the Company achieves profitability, given the competitive and evolving nature of industry in it operates, the Company may not be able to sustain or increase profitability and its failure to do so could adversely affect its business, including its ability to raise additional funds.

Going-Concern Risk

The Company's financial statements have been prepared on a going concern basis under which the entity is considered to be able to realize its assets and liabilities in the ordinary course of business. The Company's future operations are dependent upon the

identification and successful completion of equity or debt financing and the achievement of profitable operations at an indeterminate time in the future. There can be no assurances that the Company will be successful in completing equity or debt financing or in achieving profitability.

If the Company's products and formulations are not deemed desirable and suitable for purchase and its sublicensees cannot establish a customer base, the Company may not be able to generate sufficient revenues, which would result in a failure of the business and a loss of any investment one makes in the Company.

The acceptance of the Company's products and formulations is critically important to its success. The Company cannot be certain that the products and formulations offered by its sublicensees will be appealing and as a result there may not be demand for these products and formulations and the Company's polymer sales, Packaging Fees and royalties could be limited and may never realize and significant revenues. In addition, there are no assurances that if in the future the Company alters or changes the products and formulations its sublicensees offer that the demand will develop for the future products and formulations and this could adversely affect its business and possible revenues.

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

If the demands for the formulations the Company offers slows, then its business would be materially affected.

Demand for products and formulations, which the Company intends to sell, depend on many factors, including:

- the competitive environment in the cannabis products sector may force the Company to reduce prices below its desired pricing level or increase promotional spending;
- the Company's ability to maintain efficient, timely and cost-effective production and delivery of the products and services; and
- the Company's ability to identify and response successfully to emerging trends in the cannabis product industry.

For the long-term demand for the products and formulations the Company's plans to offer may be affected by:

- the ability to negotiate additional sub-licensing agreements;
- the ability to establish, maintain and eventually grow market share in a competitive environment;
- the Company's ability to deliver its products in the markets it intends to services, changes in government regulations, currency fluctuations, natural disasters, pandemics and other factors beyond the Company's control may increase the cost of items it purchases, create communication issues or render products delivery difficult which could have a material adverse effect on its sales and profitability; and
- restrictions on access to markets and supplies.

Because the Company is new in the marketplace, it may not be able to compete effectively and increase market share

The Company's current and potential competitors may have longer operating histories, significantly greater resources and name recognition, and a larger base of customers than the Company. The Company's competitors may also be able to adopt more aggressive pricing policies and devote greater resources to the development, marketing and sale of their products and services. To be competitive, the Company must continue to invest significant resources in sales and marketing. The Company may not have sufficient resources to make these investments or to develop the technological advances necessary to be competitive, which in turn will cause the Company's business to suffer and restrict its profitability potential.

Like all retailers, distributors and manufacturers of topical products, the Company faces an inherent risk of exposure to product liability claims in the event that the use of the products that the Company sells or formulates results in injury.

The Company may be subject to various product liability claims, including claims that the products it sells or its sublicensees formulates contain contaminants, are improperly labeled or include inadequate instructions as to use or inadequate warnings concerning side effects and interactions with other substances. In addition, the Company may be forced to defend lawsuits. The Company cannot predict whether product liability claims will be brought against it in the future or the effect of any resulting

adverse publicity on the business. Moreover, the Company may not have adequate resources in the event of a successful claim against it. The successful assertion of a product liability claim against it could result in potentially significant monetary damages. In addition, interactions of the products with other similar products, prescription medicines and over-the-counter drugs have not been fully explored.

The Company may also be exposed to claims relating to product advertising or product quality. People may purchase the Company's products expecting certain results. If they do not perceive expected results to occur, certain individuals or groups may seek monetary retribution.

The Company does not currently have insurance and its ability to obtain insurance may be limited due to the fact its sublicensees sell products containing marijuana.

If the Company's products become contaminated, its business could be seriously harmed.

The Company and its sublicensees have adopted various quality, environmental, health and safety standards. However, products may still not meet these standards or could otherwise become contaminated. A failure to meet these standards or contamination could occur in its operations or those of its sublicensees or suppliers. Such a failure or contamination could result in expensive production interruptions, recalls and liability claims. Moreover, negative publicity could be generated even from false, unfounded or nominal liability claims or limited recalls. Any of these failures or occurrences could negatively affect the Company's business and financial performance.

The Company's business may be adversely affected by unfavourable publicity within the skin care markets.

Management believes that the skin care market and personal care markets are significantly affected by national media attention. As with any retail provider, future scientific research or publicity may not be favorable to the industry or to any particular product and may not be consistent with earlier favorable research or publicity. Because of the Company's dependence on consumers' perceptions, adverse publicity associated with illness or other adverse effects resulting from the use of its products or any similar products distributed by other companies and future reports of research that are perceived as less favorable or that question earlier research, could have a material adverse effect on its business, financial condition and results of operations. The Company is highly dependent upon consumers' perceptions of the safety and quality of the products as well as similar products distributed by other companies. Thus, the mere publication of reports asserting that skin care or personal care products may be harmful or questioning their efficacy could have a material adverse effect on its business, financial condition and results of operations, regardless of whether such reports are scientifically supported or whether the claimed harmful effects would be present at the dosages recommended for such products.

As the Company intends to conduct international business transactions, it will be exposed to local business risks in different countries, which could have a material adverse effect on the Company's financial condition or results of operations.

The Company intends to license its products internationally. The Company's international operations will be subject to risks inherent in doing business in foreign countries, including, but not necessarily limited to:

- new and different legal and regulatory requirements in local jurisdictions;
- potentially adverse tax consequences, including the imposition of or an increase in tax, including withholding tax, with respect to specific transactions, and other taxes on remittances and other payments by subsidiaries;
- risk of nationalization of private enterprises by foreign governments;
- legal restrictions on doing business in or with certain nations, certain parties and/or certain products; and
- local economic, political and social conditions, including the possibility of hyperinflationary conditions and political instability.

The Company may not be successful in developing and implementing policies and strategies to address the foregoing factors in a timely and effective manner in the locations where it will do business. Consequently, the occurrence of one or more of the foregoing factors could have a material adverse effect on its base operations and upon its financial condition and results of operations.

The Company will be required to comply with certain laws and regulations of each country in which it conducts business, including laws and regulations currently in place or which may be enacted related to Internet services available to the residents of each country from online sites located elsewhere.

Because of the nature of the Company's business, it may be subject to government regulations or laws that increase its costs of operations or decrease its ability to generate income.

Any failure by the Company, or by any third party that may manufacture or market its product formulations, to comply with the law, including statutes and regulations administered by Health Canada or the FDA or other U.S. or foreign regulatory authorities, could result in, among other things, warning letters, fines and other civil penalties, suspension of regulatory approvals and the resulting requirement that the Company or its sublicensees suspend sales of its products, refusal to approve pending applications or supplements to approved applications, export or import restrictions, interruption of production, operating restrictions, closure of the facilities used by it or third parties to manufacture its product candidates, injunctions or criminal prosecution. Any of the foregoing actions could have a material adverse effect on the Company's business.

The Company's commercial success depends significantly on its ability to develop and commercialize its portfolio without infringing the intellectual property rights of third parties.

The Company's commercial success will depend, in part, on operating its business without infringing the patents or proprietary rights of third parties. Third parties that believe the Company is infringing on their rights could bring actions against it claiming damages and seeking to enjoin the development, marketing and distribution of its products. If the Company becomes involved in any litigation, it could consume a substantial portion of its resources, regardless of the outcome of the litigation. If any of these actions are successful, the Company could be required to pay damages and/or to obtain a license to continue to develop or market its products, in which case it may be required to pay substantial royalties. However, any such license may not be available on terms acceptable to the Company or at all. Ultimately, the Company could be prevented from commercializing a product or forced to cease some aspect of its business operations because of patent infringement claims, which would harm its business.

The implementation of the Company's business plan relies on its ability to manage growth. If the Company is not able to manage the growth, its business plan may not be successfully implemented.

The Company expects to expand its operations by increasing its sales and marketing efforts, research and development activities, and escalating its services. The anticipated growth could place a significant strain on its management, and operational and financial resources. Effective management of the anticipated growth shall require expanding its management and financial controls, hiring additional appropriate personnel as required, and developing additional expertise by existing management personnel. However, there can be no assurances that these or other measures it may implement shall effectively increase its capabilities to manage such anticipated growth or to do so in a timely and cost-effective manner. Moreover, management of growth is especially challenging for a company with a short revenue generating history and limited financial resources, and the failure to effectively manage growth could have a material adverse effect on its operations.

The Company's success depends on continuing to hire and retain qualified personnel, including its directors and officers and technical personnel. If the Company is not successful in attracting and retaining these personnel, its business will suffer.

The Company's success depends substantially on the performance of its management team and key personnel. Due to the specialized technical nature of its business, the Company is particularly dependent on its technical personnel. The Company's future success will depend on its ability to attract, integrate, motivate and retain qualified technical, sales, operations, and managerial personnel, as well as its ability to successfully implement a plan for management succession. Competition for qualified personnel in its business areas is intense, and the Company may not be able to continue to attract and retain key personnel. In addition, if the Company loses the services of any of its management team or key personnel and is not able to find suitable replacements in a timely manner, its business could be disrupted and the Company may incur increased operating expenses.

The Company's ability to attract new sublicensees and customers and expand into new lucrative markets is highly dependent on its ability to continue to invest in research and development resources.

The Company plans to invest in laboratory facilities and equipment in order to increase, expand or update its research and development capabilities. Changes in its technology or development opportunities beyond currently available laboratory capabilities shall require further investment. However, there can be no assurances that the Company shall generate sufficient funds from operations to finance any required investment or that other sources of funding shall be available. Additionally, there can be no guarantees that any future expansion shall not negatively affect earnings.

If the Company is unable to attract new sublicensees and customers, or if its existing sublicensees and customers do not purchase additional products, the growth of its business and cash flows will be adversely affected.

To increase the Company's revenues and cash flows, it must regularly add customers and license additional products to its existing sublicensees. If the Company is unable to sell its products to customers that have been referred to it, unable to generate sufficient sales leads through its marketing programs, or if its existing or new sublicensees and customers do not perceive its products to be of sufficiently high value and quality, the Company may not be able to increase sales and its operating results would be adversely affected. In addition, if the Company fails to sell new products to existing sublicensees and customers or new sublicensees and customers, its operating results will suffer, and its revenue growth, cash flows and profitability may be materially and adversely affected.

Key management personnel may leave the Company, which could adversely affect its ability to continue operations.

The Company is entirely dependent on the efforts of its management because of the time and effort that they devote. They are in charge of overseeing all development strategies, supervising any/all future personnel, and the implementation of the Company's business plan. Their loss, or other key personnel in the future, could have a material adverse effect on its business, financial condition and results of operations.

The laws and regulations regarding cannabis (marijuana) are undergoing change, on June 20, 2018 the Cannabis Act was passed by the federal government of Canada and has not yet been implemented.

The Cannabis Act (Canada) which governs recreational cannabis, was passed by the federal government on June 20, 2018, but will not be implemented until October of 2018. Because the Company's sublicenses will be relying on recreational cannabis, a delay in implementing the regulations related to recreational cannabis could adversely affect the roll out of sublicensees products which would adversely impact the Company financially.

The Company is subject to changes in Canadian laws, regulations and guidelines which could adversely affect the Company's future business, financial condition and results of operations.

The Company's operations will be subject to various laws, regulations and guidelines relating to the manufacture, management, packaging/labelling, advertising, sale, transportation, storage and disposal of medical cannabis but also including laws and regulations relating to drugs, controlled substances, health and safety, the conduct of operations and the protection of the environment. Changes to such laws, regulations and guidelines due to matters beyond the control of the Company may cause material adverse effects business, financial condition and results of operations of the Company. The marketability of any product may be affected by numerous factors that are beyond the Company's control and which cannot be predicted, such as changes to government regulations, including those relating to taxes and other government levies which may be imposed. Changes in government levies, including taxes, could reduce the Company's earnings and could make future capital investments or the Company's operations uneconomic. The Company endeavours to comply with all relevant laws, regulations and guidelines. To the best of the Company's knowledge, the Company is in compliance or in the process of being assessed for compliance with all such laws, regulations and guidelines as described elsewhere in this Prospectus.

On June 30, 2016, the Canadian Federal Government established the Task Force to seek input on the design of a new system to legalize, strictly regulate and restrict access to marijuana. On December 13, 2016, the Task Force completed its review and published a report outlining its recommendations. On April 13, 2017, the Canadian Federal Government released Bill C-45, which proposes the enactment of the Cannabis Act (Canada), to regulate the production, distribution and sale of cannabis for unqualified adult use. Several recommendations from the Task Force reflected in the Cannabis Act (Canada) including, but not limited to, permitting home cultivation, potentially easing barriers to entry into a Canadian recreational marijuana market and restrictions on advertising and branding, could materially and adversely affect the future business, financial condition and results of operations of the Company. The recommendations considered by the Government of Canada for the new framework for recreational marijuana could significantly adversely affect the future business, financial condition and results of operations of the Company. On June 20, 2018, the Cannabis Act (Canada) was passed by the federal government of Canada and on June 21, 2018 the Cannabis Act received royal assent, with a target implementation date to occur in October 2018.

The governments of British Columbia, Saskatchewan, Manitoba, Québec and New Brunswick have yet to implement a legislation to regulate the distribution and sale of cannabis for recreational purposes. There is no guarantee that provincial legislation regulating the distribution and sale of cannabis for recreational purposes will be enacted according to the terms announced by

such provinces, or at all, or that any such legislation, if enacted, will create the growth opportunities that the Company currently anticipates.

While cannabis is legal in many US state jurisdictions, it continues to be a controlled substance under the United States federal Controlled Substances Act. Investors are cautioned that in the United States, cannabis is largely regulated at the state level.

To the Company's knowledge, there are to date a total of 29 states, plus the District of Columbia, Puerto Rico and Guam that have legalized cannabis in some form, including Florida, Massachusetts and Arizona. Notwithstanding the permissive regulatory environment of medical cannabis at the state level, cannabis continues to be categorized as a controlled substance under the CSA and marijuana remains illegal under federal laws in the United States.

Violations of any 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. This could have a material adverse effect on the Company, including its reputation and ability to conduct business, its holding (directly or indirectly) of medical cannabis licenses in the United States, the listing of its securities on various stock exchanges, its financial position, operating results, profitability or liquidity or the market price of its publicly traded shares. In addition, it is difficult for the Company to estimate the time or resources that would be needed for the investigation of any such matters or its final resolution because, in part, the time and resources that may be needed are dependent on the nature and extent of any information requested by the applicable authorities involved, and such time or resources could be substantial.

If state and/or federal legislation changes or regulatory agencies amend their practices or interpretive policies, or expended its resources enforcing existing state and/or federal laws, such action(s) could have a materially adverse effect on; (a) Sublicensees ability to obtain lawfully sourced raw materials; and, (b) the manufacturing, marketing, distribution and sale of the Company and sublicensees products in one or multiple jurisdictions, up to and including a complete interruption of its business. Further, additional government regulation in the industrial hemp industry could cause potential customers and users to be reluctant to purchase the Company's and sublicensees products, which would be detrimental to the Company's business. The Company cannot predict the nature of any future U.S. federal, state and/or laws, regulations, interpretations or applications, nor can it determine what effect additional governmental regulations or administrative policies and procedures, when and if promulgated, could have on its business.

Due to cannabis being a controlled substance under the United States federal Controlled Substances Act, news media has reported that some Canadians who are investors or have business relations in the cannabis industry are facing problems at United States border crossings. These problems include being refused entry into the United States and being given lifetime bans from entering the United States. The business association with cannabis is a border issue due to cannabis being designated a controlled substance under federal United States law and border crossings being governed by the United States federal government. The Company intends to reduce the risk of its personnel having issues at the border by conducting its meetings via telephone conference or within Canada. In addition, the Company intends to develop a facility in Canada to service Canadian and non - U.S. sublicensees, which will reduce the need for border crossings. The Company's CEO holds dual citizenship in Canada and the United States, which reduces the risk of the CEO being unable to enter the United States. In the event that a Company representative is refused entry and/or receives a ban to entry to the United States, the Company may find it difficult to conduct business and may have to replace the individual.

The approach to the enforcement of cannabis laws may be subject to change or may not proceed as previously outlined.

As a result of the conflicting views between state legislatures and the federal government regarding cannabis, investments in cannabis businesses in the United States are subject to inconsistent legislation and regulation. The response to this inconsistency was addressed in the Cole Memorandum addressed to all United States district attorneys acknowledging that notwithstanding the designation of cannabis as a controlled substance at the federal level in the United States, several US states have enacted laws relating to cannabis for medical purposes.

The Cole Memorandum outlined certain priorities for the Department of Justice relating to the prosecution of cannabis offenses. In particular, the Cole Memorandum noted that in jurisdictions that have enacted laws legalizing cannabis in some form and that have also implemented strong and effective regulatory and enforcement systems to control the cultivation, distribution, sale and possession of cannabis, conduct in compliance with those laws and regulations is less likely to be a priority at the federal level. Notably, however, the Department of Justice has never provided specific guidelines for what regulatory and enforcement systems it deems sufficient under the Cole Memorandum standard.

In light of limited investigative and prosecutorial resources, the Cole Memorandum concluded that the Department of Justice should be focused on addressing only the most significant threats related to cannabis. States where medical cannabis had been legalized were not characterized as a high priority. In March 2017, newly appointed Attorney General Jeff Sessions again noted limited federal resources and acknowledged that much of the Cole Memorandum had merit; however, he disagreed that it had been implemented effectively and, on January 4, 2018, Attorney General Jeff Sessions issued the Sessions Memorandum, which rescinded the Cole Memorandum. The Sessions Memorandum rescinded previous nationwide guidance specific to the prosecutorial authority of United States Attorneys relative to cannabis enforcement on the basis that they are unnecessary, given the well-established principles governing federal prosecution that are already in place. Those principals are included in chapter 9.27.000 of the United States Attorneys' Manual and require federal prosecutors deciding which cases to prosecute to weigh all relevant considerations, including federal law enforcement priorities set by the Attorney General, the seriousness of the crime, the deterrent effect of criminal prosecution, and the cumulative impact of particular crimes on the community.

As a result of the Sessions Memorandum, federal prosecutors will now be free to utilize their prosecutorial discretion to decide whether to prosecute cannabis activities despite the existence of state-level laws that may be inconsistent with federal prohibitions. No direction was given to federal prosecutors in the Sessions Memorandum as to the priority they should ascribe to such cannabis activities, and resultantly it is uncertain how actively federal prosecutors will be in relation to such activities. Furthermore, the Sessions Memorandum did not discuss the treatment of medical cannabis by federal prosecutors.

Medical cannabis is currently protected against enforcement by enacted legislation from United States Congress in the form of the Rohrabacher-Blumenauer Amendment (as defined herein) which similarly prevents federal prosecutors from using federal funds to impede the implementation of medical cannabis laws enacted at the state level, subject to Congress restoring such funding. Subsequent to the issuance of the Sessions Memorandum on January 4, 2018, the United States Congress passed its omnibus appropriations bill, SJ 1662, which for the fourth consecutive year contained the Rohrabacher-Blumenauer Amendment language (referred to in 2018 as the Rohrabacher-Leahy Amendment) and continued the protections for the medical cannabis marketplace and its lawful participants from interference by the Department of Justice up and through the 2018 appropriations deadline of September 30, 2018. See ''United States Enforcement Proceedings''. Due to the ambiguity of the Sessions Memorandum in relation to medical cannabis, there can be no assurance that the federal government will not seek to prosecute cases involving cannabis businesses that are otherwise compliant with state law.

Such potential proceedings could involve significant restrictions being imposed upon the Company or third parties, while diverting the attention of key executives. Such proceedings could have a material adverse effect on the Company's business, revenues, operating results and financial condition as well as the Company's reputation, even if such proceedings were concluded successfully in favour of the Company. In the extreme case, such proceedings could ultimately involve the prosecution of key executives of the Company or the seizure of corporate assets.

The Company may be subject to product recalls for product defects self-imposed or imposed by regulators.

Manufacturers and distributors of products are sometimes subject to the recall or return of their products for a variety of reasons, including product defects, such as contamination, unintended harmful side effects or interactions with other substances, packaging safety and inadequate or inaccurate labeling disclosure. If any of the Company's products are recalled due to an alleged product defect or for any other reason, the Company could be required to incur the unexpected expense of the recall and any legal proceedings that might arise in connection with the recall. The Company may lose a significant amount of sales and may not be able to replace those sales at an acceptable margin or at all. In addition, a product recall may require significant management attention. Although the Company has detailed procedures in place for testing its products, there can be no assurance that any quality, potency or contamination problems will be detected in time to avoid unforeseen product recalls, regulatory action or lawsuits. Additionally, if one of the Company significant brands were subject to recall, the image of that brand and the Company could be harmed. A recall for any of the foregoing reasons could lead to decreased demand for the Company's products and could have a material adverse effect on the results of operations and financial condition of the Company. Additionally, product recalls may lead to increased scrutiny of the Company's operations by Health Canada or other regulatory agencies, requiring further management attention and potential legal fees and other expenses.

The Company's operations are subject to environmental regulation in the various jurisdictions in which it operates.

These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for

companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations.

Government environmental approvals and permits are currently and may in the future be required in connection with the Company's operations. To the extent such approvals are required and not obtained, the Company may be curtailed or prohibited from its proposed business activities or from proceeding with the development of its operations as currently proposed.

Failure to comply with applicable environmental laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. The Company may be required to compensate those suffering loss or damage due to its operations and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

The expansion of the medical cannabis industry may require new clinical research into effective medical therapies, when such research has been restricted in the U.S. and is new to Canada.

Research in Canada and internationally regarding the medical benefits, viability, safety, efficacy, dosing and social acceptance of cannabis or isolated cannabinoids (such as CBD and THC) remains in early stages. There have been relatively few clinical trials on the benefits of cannabis or isolated cannabinoids (such as CBD and THC). Although the Company believes that the articles, reports and studies support its beliefs regarding the medical benefits, viability, safety, efficacy, dosing and social acceptance of cannabis, future research and clinical trials may prove such statements to be incorrect, or could raise concerns regarding, and perceptions relating to, cannabis. Given these risks, uncertainties and assumptions, investors should not place undue reliance on such articles and reports. Future research studies and clinical trials may draw opposing conclusions to those stated in this prospectus or reach negative conclusions regarding the medical benefits, viability, safety, efficacy, dosing, social acceptance or other facts and perceptions related to medical cannabis, which could have a material adverse effect on the demand for the Company's products with the potential to lead to a material adverse effect on the Company's business, financial condition and results of operations.

Changes to US State Laws Pertaining to Industrial Hemp

The US federal Controlled Substances Act, ("CSA") classifies "marihuana" as a Schedule I controlled substance and makes "marihuana" use and possession illegal on a national level. The United States Supreme Court has ruled that it is the federal government that has the right to regulate and criminalize "marihuana," even for medical purposes, and thus federal law criminalizing the use of "marihuana" pre-empts state laws that legalize its use. As of the date of this Prospectus, approximately thirty states authorized industrial hemp programs pursuant to the Agricultural Act of 2014 (the "Farm Bill"). Continued development of the industrial hemp industry will be dependent upon new legislative authorization of industrial hemp at the state level, and further amendment or supplementation of legislation at the federal level. Any number of events or occurrences could slow or halt progress all together in this space. While progress within the industrial hemp industry is currently encouraging, growth is not assured. While there appears to be ample public support for favorable legislative action, numerous factors may impact or negatively affect the legislative process(es) within the various states it has business interests in. Any one of these factors could slow or halt use of industrial hemp, which would negatively impact the Company's business up to possibly causing it to discontinue operations as a whole.

Uncertainty Caused by Potential Changes to Legal Regulations

There is substantial uncertainty and different interpretations among federal, state and local regulatory agencies, legislators, academics and businesses as to the importation of derivatives from exempted portions of the cannabis plant and the scope of operation of Farm Bill-compliant hemp programs relative to the CSA, the Farm Bill and the emerging regulation of cannabinoids. These different opinions include but are not limited to the regulation of cannabinoids by Health Canada and the US Drug Enforcement Administration and or the Food and Drug Administration and the extent to which manufacturers of products containing imported raw materials and/or Farm Bill-compliant cultivators and processors may engage in interstate commerce. The uncertainties cannot be resolved without further federal, and perhaps even state-level, legislation, regulation or a definitive judicial interpretation of existing legislation and rules. If these uncertainties continue, such may have an adverse effect upon the introduction of the Company's and sublicensees products in different markets.

Publicity or Consumer Perception

The Company believes the medical marijuana industry is highly dependent upon consumer perception regarding the safety, efficacy and quality of the medical marijuana produced. Consumer perception of the Company's products can be significantly influenced by scientific research or findings, regulatory investigations, litigation, media attention and other publicity regarding the consumption of medical marijuana products.

There can be no assurance that future scientific research, findings, regulatory proceedings, litigation, media attention or other research findings or publicity will be favourable to the medical marijuana market or any particular product, or consistent with earlier publicity. Future research reports, findings, regulatory proceedings, litigation, media attention or other publicity that are perceived as less favourable than, or that question, earlier research reports, findings or publicity could have a material adverse effect on the demand for the Company's products and the business, results of operations, financial condition and the Company's cash flows. The Company's dependence upon consumer perceptions means that adverse scientific research reports, findings, regulatory proceedings, litigation, media attention or other publicity, whether or not accurate or with merit, could have a material adverse effect on the Company, the demand for the Company's products, and the business, results of operations, financial condition and cash flows of the Company. Further, adverse publicity reports or other media attention regarding the safety, efficacy and quality of medical marijuana in general, or the Company's products specifically, or associating the consumption of medical marijuana with illness or other negative effects or events, could have such a material adverse effect. Such adverse publicity reports or other media attention could arise even if the adverse effects associated with such products resulted from consumers' failure to consume such products appropriately or as directed.

Regulatory Approval and Permits

The Company and sublicensees may be required to obtain and maintain certain permits, licenses and approvals in the jurisdictions where its products are licensed, although we do not currently anticipate that such approvals will be necessary. There can be no assurance that they will be able to obtain or maintain any necessary licenses, permits or approvals, and in particular, should the DEA succeed in the pending litigation on the Final Rule, suppliers of CBD hemp oil products could be required to obtain a CSA permit, which would likely not be a feasible option for the Company's retail products. Any material delay or inability to receive these items is likely to delay and/or inhibit the Company's ability to conduct its business, and would have an adverse effect on the Company's business, financial condition and results of operations.

General

Although management believes that the above risks fairly and comprehensibly illustrate all material risks facing the Company, the risks noted above do not necessarily comprise all those potentially faced by the Company as it is impossible to foresee all possible risks.

Although the Directors will seek to minimise the impact of the risk factors, an investment in the Company should only be made by investors able to sustain a total loss of their investment. Investors are strongly recommended to consult a person who specialises in investments of this nature before making any decision to invest.

PROMOTERS

Terry Howlett, the Company's Chief Executive Officer and President took the initiative in the primary organization of the Company and accordingly is a promoter of the Company. Mr. Howlett owns 3,818,750 Common Shares of the Company, which is 25.3% of the Common Shares outstanding prior to giving effect to the Offering. See "Principal Shareholders", "Directors and Executive Officers" and "Executive Compensation".

Doreen McMorran, the Company's Vice President of Business Development and Director took the initiative in the primary organization of the Company and accordingly is a promoter of the Company. Ms. McMorran owns 3,818,750 Common Shares of the Company, which is 25.3% of the Common Shares outstanding prior to giving effect to the Offering. See "Principal Shareholders", "Directors and Executive Officers" and "Executive Compensation".

Logan Anderson, the Company's CFO and Secretary took the initiative in the primary organization of the Company and accordingly is a promoter of the Company. Mr. Anderson owns 250,001 Common Shares of the Company which is 1.7% of the

Common shares outstanding prior to giving effect to the Offering. See "Directors and Executive Officers" and "Executive Compensation".

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

There are no legal proceedings that the Company is or was a party to, or that any of the Company's property is or was the subject of, since July 18, 2017, that were or are material to the Company, and there are no such material legal proceedings that the Company knows to be contemplated.

There were no: (i) penalties or sanctions imposed against the Company by a court relating to provincial and territorial securities legislation or by a securities regulatory authority since inception on July 18, 2017; (ii) other penalties or sanctions imposed by a court or regulatory body against the Company that the Company believes must be disclosed for this prospectus to contain full, true and plain disclosure of all material facts relating to the Common Shares; or (iii) settlement agreements the Company entered into before a court relating to provincial and territorial securities legislation or with a securities regulatory authority since inception on July 18, 2017.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

None of the Directors or executive officers of the Company, and no associate or affiliate of the foregoing persons, has, or has had, any material interest, direct or indirect, in any transaction or in any proposed transaction that has materially affected or will materially affect the Company or any of its subsidiaries, other than Terry Howlett and Doreen McMorran's relationship to Skinvisible and the Invisicare Agreement. At the time the Invisicare Agreement was negotiated, Mr. Howlett had 5.48% ownership and Ms. McMorran had 1.28% ownership of Skinvisible. At the time of negotiating the Invisicare Agreement, Logan Anderson was the only director, officer and shareholder of the Company and accordingly the Invisicare Agreement was negotiated by him on an arms length basis.

RELATIONSHIP BETWEEN COMPANY AND AGENT

The Company is not a "related issuer" or a "connected issuer" of or to the Agent (as such terms are defined in National Instrument 33-105 – *Underwriter Conflicts*).

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditors of the Company are Dale Matheson Carr-Hilton Labonte LLP, located at 1500 - 1140 W. Pender Street, Vancouver B.C. V6E 4G1.

The transfer agent and registrar for the Common Shares is National Issuer Services Ltd., located at Suite 760 - 777 Hornby Street, Vancouver, BC, V6Z 1S4.

MATERIAL CONTRACTS

Except for contracts entered into in the ordinary course of business, the only contracts which have been entered into by the Company as of the date hereof or which will be entered into prior to the Closing of this Offering and which are regarded presently as material are:

1. Invisicare Agreement;
2. Canopy License Agreement;
3. Lighthouse License Agreement;
4. Escrow Agreement;
5. $0.02 Pooling Agreement;
6. $0.10 Pooling Agreement;

7. First Promissory Note Extension Agreement;

8. Second Promissory Note Extension Agreement, dated June 19, 2018; and

9. Third Promissory Note Extension Agreement, dated July 12, 2018.

EXPERTS

The following companies whose profession or business give authority to report, valuation, statement or opinion made by the company are named in this prospectus as having prepared or certified a report, valuation, statement or opinion in this prospectus:

- The audited financial statements included in this prospectus have been subject to an audit by Dale Matheson Carr-Hilton Labonte LLP, and their audit report is included herein. Dale Matheson Carr-Hilton Labonte LLP is independent in accordance with the Rules of Professional Conduct of the Institute of Chartered Professional Accountants of British Columbia.
- The opinion under the section "Eligibility for Investment" in this prospectus has been provided by Koffman Kalef LLP. Koffman Kalef LLP holds no interest in the Company.

ELIGIBILITY FOR INVESTMENT

In the opinion of Koffman Kalef LLP, tax counsel to the Company, based on the provisions of the *Income Tax Act* (Canada) (the "Tax Act") and the regulations thereunder, in force as of the date hereof, the Common Shares and Warrants issued pursuant to the Offering, if issued on the date hereof, will be qualified investments for trusts governed by a registered retirement savings plan ("RRSP"), a registered retirement income fund ("RRIF"), a registered education savings plan ("RESP"), a deferred profit sharing plan, a registered disability savings plan ("RDSP") and a tax-free savings account ("TFSA") as each of those terms is defined in the Tax Act, provided that the Common Shares are listed on a "designated stock exchange" within the meaning of the Tax Act, which includes the CSE, or the Company is otherwise a "public corporation" as defined in the Tax Act; provided however that, with respect to the Warrants, the Company deals at arm's length with each person that is an annuitant, a beneficiary, an employer or a subscriber under, or a holder of such fund or plan, as the case may be.

Notwithstanding that such Common Shares and Warrants may be a qualified investment for a RRSP, RRIF, TFSA, RDSP, or RESP (each, a "Registered Plan"), the annuitant of the RRSP or the RRIF, the subscriber under the RESP or the holder of the TFSA or the RDSP, as the case may be, (the "Controlling Individual") will be subject to a penalty tax in respect of the Common Shares and Warrants held in the Registered Plan if such securities are a "prohibited investment" (as defined in the Tax Act) for the particular Registered Plan. The Common Shares and Warrants will be a "prohibited investment" for a Registered Plan if the Controlling Individual (i) does not deal at arm's length with the Company for purposes of the Tax Act or(ii) has a "significant interest" (as defined in subsection 207.01(4) of the Tax Act) in the Company. Generally, a Controlling Individual will not be considered to have a "significant interest" in the Company unless the Controlling Individual owns ten percent (10%) or more of the value of the outstanding Common Shares and Warrants of the Company, either alone or together with persons and partnerships with which the Controlling Individual does not deal at arm's length

RIGHTS OF WITHDRAWAL AND RESCISSION

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

In an offering of Warrants, investors are cautioned that the statutory right of action for damages for a misrepresentation contained in the prospectus is limited, in certain provincial and territorial securities legislation, to the price at which the Warrant is being offered under the prospectus. This means that, under the securities legislation of certain provinces and territories, if the purchaser pays additional amounts upon exercise of the security, these amounts may not be recoverable under the statutory right of action for

damages that applies in those provinces and territories. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for the particulars of this right of action for damages or consult with a legal adviser.

FINANCIAL STATEMENTS

Audited financial statements of the Company for the period from inception on July 18, 2017 to December 31, 2017 and financial statements for the three and six months ended June 30, 2018, are included in this prospectus.

OVATION SCIENCE INC.

FINANCIAL STATEMENTS
(Expressed in Canadian dollars)

DECEMBER 31, 2017

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Directors of Ovation Science Inc.

We have audited the accompanying financial statements of Ovation Science Inc., which comprise the statement of financial position as at December 31, 2017 and the statement of comprehensive loss, changes in shareholders' equity, and cash flows for the period from incorporation on July 18, 2017 to December 31, 2017, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Ovation Science Inc. as at December 31, 2017, and its financial performance and its cash flows for the period from incorporation on July 18, 2017 to December 31, 2017 in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the financial statements which describes certain conditions that indicate the existence of a material uncertainty that may cast significant doubt about Ovation Science Inc.'s ability to continue as a going concern.

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

Vancouver, Canada
March 14, 2018

OVATION SCIENCE INC.
STATEMENT OF FINANCIAL POSITION
(Expressed in Canadian dollars)

	As at December 31, 2017
ASSETS	
Current assets	
Cash	$ 277,956
Trade receivable	12,545
GST receivable	2,004
	292,505
Non-current assets	
License (Note 3)	606,812
Total assets	**$ 899,317**
LIABILITIES AND SHAREHOLDERS' EQUITY	
Current liabilities	
Accounts payable and accrual liabilities (Note 4)	$ 28,920
Promissory note (Notes 5 and 6)	304,986
	333,906
Shareholders' equity	
Share capital (Note 7)	626,952
Deficit	(61,541)
	565,411
Total liabilities and shareholders' equity	**$ 899,317**

These financial statements were approved by the Board of Directors on March 14, 2018:

"Logan Anderson" Director *"Terry Howlett"* Director

The accompanying notes are an integral part of these financial statements.

OVATION SCIENCE INC.
STATEMENT OF COMPREHENSIVE LOSS
(Expressed in Canadian dollars)

	Period from incorporation on July 18, 2017 to December 31, 2017
REVENUE	
Development fees (Note 3)	$ 12,545
OPERATING EXPENSES	
Accretion expense (Note 5)	8,639
Management fees (Note 6)	49,500
Office and general	5,111
Professional fees	9,026
	(72,276)
Foreign exchange gain	1,810
Loss and comprehensive loss	**$ (61,541)**
Loss per share – basic and diluted	**$ (0.03)**
Basic and diluted weighted average number of common shares outstanding	**2,454,745**

The accompanying notes are an integral part of these financial statements.

OVATION SCIENCE INC
STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
(Expressed in Canadian dollars)

	Share Capital			
	Number	**Amount**	**Deficit**	**Total**
Balance, July 18, 2017 (inception)	-	$ -	$ -	$ -
Shares issued for cash (Note 7)	15,103,120	626,952	-	626,952
Loss for the period	-	-	(61,541)	(61,541)
Balance at December 31, 2017	**15,103,120**	**$ 626,952**	**$ (61,541)**	**$ 545,411**

The accompanying notes are an integral part of these financial statements.

OVATION SCIENCE INC.
STATEMENT OF CASH FLOWS
(Expressed in Canadian dollars)

	Period from incorporation on July 18, 2017 to December 31, 2017
OPERATING ACTIVITIES	
Loss for the period	$ (61,541)
Items not affecting cash:	
Interest expense	8,639
Changes in non-cash working capital items:	
Trade receivable	(12,545)
GST receivable	(2,004)
Accounts payable and accrued liabilities	7,520
Cash flows used in operating activities	(59,931)
INVESTING ACTIVITIES	
Acquisition of intangible assets	(316,928)
Cash flows used in investing activities	(316,928)
FINANCING ACTIVITIES	
Proceeds from issuance of shares	648,352
Cash flows provided by financing activities	648,352
Effect of foreign exchange	6,463
Increase in cash	**277,956**
Cash, beginning of period	**-**
Cash, end of period	**$ 277,956**

The accompanying notes are an integral part of these financial statements.

1. NATURE OF OPERATIONS AND GOING CONCERN

Ovation Science Inc. (the "Company") was incorporated in the Province of British Columbia on July 18, 2017, under the Business Corporations Act of British Columbia. The Company is in the business of providing topical and transdermal cannabis products under the "Ovation" brand label utilizing patented "Invisicare" Skin technology which it acquired for exclusive use from Skinvisible Pharmaceuticals, Inc. ("Skinvisible").

The Company's head office is located at Suite 510, 744 West Hastings Street, Vancouver, BC, V7C 1A5, and its registered office is Suite 704, 595 Howe Street, Vancouver BC V6C 2T5.

These financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. As at December 31, 2017, the Company is not able to finance day to day activities through operations and incurs losses. The continuing operations of the Company are dependent upon its ability to develop a viable business and to attain profitable operations and generate funds there from. This indicates the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Management intends to finance operating costs with loans from directors and companies controlled by directors and/or issuance of common shares. If the Company is unable to continue as a going concern, the net realizable value of its assets may be materially less than the amounts on its statement of financial position.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation

Statement of compliance
The financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

The financial statements were authorized for issue by the Board of Directors on March 14, 2018.

Basis of measurement
These financial statements have been prepared on a historical cost basis, modified where applicable. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information. The financial statements are presented in Canadian dollars, unless otherwise noted.

Significant estimates and assumptions

The preparation of financial statements in accordance with IFRS requires the Company to make estimates and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include the useful lives of intangible assets, fair value measurements for financial instruments, and the recoverability and measurement of deferred tax liability.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Significant judgements

The preparation of financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments in applying the Company's financial statements include:

- The assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty; and
- the classification of financial instruments.

Financial instruments

The Company classifies its financial instruments in the following categories: at fair value through profit or loss, loans and receivables, held-to-maturity investments, available-for-sale and financial liabilities. The classification depends on the purpose for which the financial instruments were acquired. Management determines the classification of its financial instruments at initial recognition.

Financial assets are classified at fair value through profit or loss when they are either held for trading for the purpose of short-term profit taking, derivatives not held for hedging purposes, or when they are designated as such to avoid an accounting mismatch or to enable performance evaluation where a group of financial assets is managed by key management personnel on a fair value basis in accordance with a documented risk management or investment strategy. Such assets are subsequently measured at fair value with changes in carrying value being included in profit or loss.

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortized cost. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets.

Held-to-maturity investments are non-derivative financial assets that have fixed maturities and fixed or determinable payments, and it is the Company's intention to hold these investments to maturity. They are subsequently measured at amortized cost. Held-to-maturity investments are included in non-current assets, except for those which are expected to mature within 12 months after the end of the reporting period.

Available-for-sale financial assets are non-derivative financial assets that are designated as available-for-sale or are not suitable to be classified as financial assets at fair value through profit or loss, loans and receivables or held-to-maturity investments and are subsequently measured at fair value. These are included in current assets to the extent they are expected to be realized within 12 months after the end of the reporting period. Unrealized gains and losses are recognized in other comprehensive income, except for impairment losses and foreign exchange gains and losses on monetary financial assets.

Non-derivative financial liabilities (excluding financial guarantees) are subsequently measured at amortized cost.

Financial assets are derecognized when the rights to receive cash flows from the investments have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership.

At each reporting date, the Company assesses whether there is objective evidence that a financial instrument has been impaired. In the case of available-for-sale financial instruments, a significant and prolonged decline in the value of the instrument is considered to determine whether an impairment has arisen.

The Company does not have any derivative financial assets and liabilities.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreign currency translation

The functional currency of the Company is determined using the currency of the primary economic environment in which the Company operates. The functional and presentation currency, as determined by management, of the Company is the Canadian dollar.

Transactions and balances
Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the period-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on the translation of monetary items or on settlement of monetary items are recognized in the statement of comprehensive loss in the period in which they arise, except where deferred in equity as a qualifying cash flow or net investment hedge.

Exchange differences arising on the translation of non-monetary items are recognized in other comprehensive income in to the extent that gains and losses arising on those non-monetary items are also recognized in other comprehensive income. Where the non-monetary gain or loss is recognized in profit or loss, the exchange component is also recognized in profit or loss

Loss per share

Basic loss per share is calculated by dividing the statement of loss and comprehensive loss by the weighted average number of common shares outstanding during the period. Diluted loss per share is determined by adjusting the statement of loss and comprehensive loss and the weighted average number of common shares outstanding for the effects of dilutive instruments such as options granted to employees and warrants outstanding. The weighted average number of diluted shares is calculated in accordance with the treasury stock method. The treasury stock method assumes that the proceeds received from the exercise of all potentially dilutive instruments are used to repurchase common shares at the average market price during the period.

Income taxes

Income tax expense comprises current and deferred tax. Income tax is recognized in the statement of loss and comprehensive loss, except to the extent that it relates to items recognized in other comprehensive loss or directly in equity. In this case the income tax is also recognized in other comprehensive loss or directly in equity, respectively.

Current income tax
Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date, in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax
Deferred tax is recognized on temporary differences at the reporting date arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income taxes (continued)

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that future taxable income will be available to allow all or part of the temporary differences to be utilized. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted and are expected to apply by the end of the reporting period. Deferred tax assets and deferred income tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Intangible assets

Intangible assets consists of License acquired externally in order manufacture, distribute, sell, market, sub-license and promote Skinvisible products (the "License") (Note 3). Intangible assets acquired are initially recognized at fair value based on an allocation of the purchase price. Subsequent to initial recognition, intangible assets are measured at cost less accumulated amortization and accumulated impairment losses, if any. Intangible assets in use are amortized on a straight-line basis over their estimated useful life. The expected life of the License is determined to be indefinite. The amortization method, estimated useful life and residual values are reviewed each financial year end or more frequently if required, and are adjusted as appropriate. Intangible assets under development and not ready for use are not amortized.

Revenue Recognition

Revenue is derived from development fees, license fees, royalty fees and any other fees associated with the License (Note 3). Revenue is recognized when the supply is placed in control of the customer's recognized commercial carrier for shipment, when it is probable that the economic benefits will flow to the Company, and when the revenue and the costs incurred in respect of the transaction can be reliably measured. Any license revenue is recognized on an accrual basis in accordance with the substance of the relevant agreement.

Impairment

The carrying amount of the Company's assets is reviewed at each reporting date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognized in the statement of comprehensive loss.

The recoverable amount of assets is the greater of an asset's fair value less cost to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs. An impairment loss is only reversed if there is an indication that the impairment loss may no longer exist and there has been a change in the estimates used to determine the recoverable amount, however, not to an amount higher than the carrying amount that would have been determined had no impairment loss been recognized in previous years.

(Expressed in Canadian dollars)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Accounting Standards and Interpretations Issued but Not Yet Adopted

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not early adopted any of these standards and is currently evaluating the impact, if any, that these standards might have on its financial statements.

New standard IFRS 9 "Financial Instruments"
This new standard is a partial replacement of IAS 39 "Financial Instruments: Recognition and Measurement". IFRS 9 introduces new requirements for the classification and measurement of financial assets, additional changes relating to financial liabilities, a new general hedge accounting standard which will align hedge accounting more closely with risk management. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018 with early adoption permitted. Accounting standards or amendments to existing standards that have been issued but have future effective dates are either not applicable or not expected to have a significant impact on the Company's financial statements.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

3. LICENSE

On September 15, 2017, Skinvisible entered into an agreement (the "Canopy Agreement") with Canopy Growth Corporation ("Canopy"), whereby Canopy will have the right to manufacture, distribute, market, sell and promote Skinvisible's products.

On September 29, 2017, Skinvisible entered into a License and Assignment Agreement (the "Assignment Agreement") with the Company, whereby Skinvisible assigned the Canopy agreement to the Company and granted the exclusive worldwide right to manufacture, distribute, sell, market, sub-license and promote the Skinvisible products including the right to use the subject matter of any Skinvisible patents and trademarks which cover the various products or polymer. The agreement shall remain in effect, except for sub-licensees appointed by the Company. Skinvisible is a major shareholder of the Company (Note 7).

Pursuant to the Assignment Agreement, the Company will be entitled to keep 100% of the royalties, license fees, development fees or any other fees associated with the Skinvisible and keep 100% of any funds generated under the Canopy Agreement (except for an initial $50,000 non-refundable fee for development of Canopy products received by Skinvisible).

The consideration for the Assignment Agreement is US $500,000 payable as follows:

- $312,000 (US $250,000) within 90 days of execution of this agreement (paid);
- A promissory note for $294,812 (US $236,228) payable upon the earlier of the company completing an initial public offering or March 31, 2018 (Note 5).

	License	Total
Balance, July 18, 2017 (inception)	$ -	$ -
Additions	606,812	606,812
Balance, December 31, 2017	$ 606,812	$ 606,812

(Expressed in Canadian dollars)

4. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	December 31, 2017
Accounts payable	$ 20,420
Accrued liabilities	8,500
	$ 28,920

5. PROMISSORY NOTE

As a consideration for the Assignment Agreement (Note 3), the Company executed a promissory note with Skinvisible for principal of US $250,000. The note is non-interest bearing, is unsecured and due upon the earlier of the Company completing an initial public offering or March 31, 2018. The initial fair value of the promissory note was $296,348 (US $236,228) which was determined using an estimated discount rate of 12%. The discount is being amortized over the term using the effective interest rate method, which was $8,639 for the period ended December 31, 2107.

6. RELATED PARTY TRANSACTIONS

Key management compensation
Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of members of the Company's Board of Directors and corporate officers. The remuneration of directors and key management personnel is as follows:

	December 31, 2017
Management fees	$ 49,500

Related party payables
As at December 31, 2017, $3,150 owing to a director of the Company is included in accounts payable in relation to transactions with related parties, which are non-interest bearing, unsecured and due on demand.

7. SHARE CAPITAL

Authorized share capital
Unlimited number of common shares without par value
Unlimited number of preferred shares without par value

Common Shares
On September 26, 2017, the Company issued 5,000,000 common shares to Skinvisible at a price of $0.005 per share for proceeds of $25,000. The share will be held in escrow and will be released on a staged out basis pursuant to the rules and regulations of the CSE.

On October 6, 2017, the Company issued 4,837,000 common shares at a price of $0.02 per share for cash proceeds of $96,740. 750,000 of these shares were issued to Skinvisible and 2,195,000 of these were issued to directors and companies controlled by directors.

On December 31, 2017, the Company issued 5,266,120 common shares at a price of $0.10 per share for cash proceeds of $526,612.

In connection with the above share issuances the Company incurred a total of $21,400 in share issuance costs.

7. SHARE CAPITAL (continued)

Stock options and warrants
The Company has not granted any stock options, stock warrants or other dilutive instruments as at December 31, 2017.

8. CAPITAL MANAGEMENT

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern in order to pursue its operations and to maintain a flexible capital structure, which optimizes the costs of capital at an acceptable risk. The Company considers its capital for this purpose to be its shareholders' equity.

The Company's primary source of capital is through the issuance of equity. The Company manages and adjusts its capital structure when changes in economic conditions occur. To maintain or adjust the capital structure, the Company may seek additional funding. The Company may require additional capital resources to meet its administrative overhead expenses in the long term. The Company believes it will be able to raise capital as required in the long term, but recognizes there will be risks involved that may be beyond its control. There are no external restrictions on the management of capital.

9. FINANCIAL INSTRUMENTS

The Company thoroughly examines the various financial instrument risks to which it is exposed and assesses the impact and likelihood of those risks. These risks may include interest rate risk, credit risk, liquidity risk, and currency risk and price risk. The carrying value of the Company's financial instruments approximates their fair value due to their short-term nature.

a) **Interest rate risk:** Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates.

b) **Credit risk:** Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash. The Company limits exposure to credit risk on liquid financial assets through maintaining its cash with high-credit quality financial institutions. The Company's cash is held with a major Canadian based financial institution. Receivables mainly consist of goods and services tax due from the government of Canada.

c) **Liquidity risk:** Liquidity risk arises from the excess of financial obligations over available financial assets due at any point in time. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements. The Company addresses its liquidity through equity financing obtained through the sale of common shares. While the Company has been successful in securing financings in the past, there is no assurance that it will be able to do so in the future.

d) **Currency risk:** Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's promissory note with a balance of $304,986 is denominated in United States dollars.

e) **Fair value:** Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:
- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices included within level 1 that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The carrying value of Company's financial assets and liabilities as at December 31, 2017 approximate their fair value due.

(Expressed in Canadian dollars)

10. INCOME TAXES

A reconciliation of the Company's expected income tax recovery to actual income tax recovery is as follows:

	2017
Net loss for the period	$ (61,541)
Statutory income tax rate	26%
Income tax benefit computed at the statutory tax rate	(16,001)
Non-deductible expenditures	(3,318)
Unrecognized benefit from income tax losses	19,319
Income tax recovery	$ -

As at December 31, 2017, the Company has approximately $57,000 in non-capital losses. These losses expire in 2037.

OVATION SCIENCE INC.

Condensed Interim Financial Statements

Three and Six Months Ended June 30, 2018

Expressed in Canadian dollars

(Unaudited)

OVATION SCIENCE INC.
Condensed Interim Statements of Financial Position
(Expressed in Canadian dollars)

		As at June 30, 2018		As at December 31, 2017
		(Unaudited)		
ASSETS				
Current assets				
Cash	$	172,306	$	277,956
Trade and other receivables (Note 3)		13,667		14,549
Inventory (Note 4)		12,858		-
Prepaid expense		12,500		-
		211,331		292,505
Non-current assets				
License (Note 5)		606,812		606,812
Total assets	$	818,143	$	899,317
LIABILITIES AND SHAREHOLDERS' EQUITY				
Current liabilities				
Accounts payable and accrued liabilities (Note 6)	$	102,770	$	28,920
Promissory note (Note 7)		209,600		304,986
		312,370		333,906
Non-current liabilities				
Convertible notes (Note 8)		146,755		-
Total liabilities		459,125		333,906
Shareholders' equity				
Share capital (Note 10)		626,952		626,952
Reserves (Note 11)		16,225		-
Deficit		(284,159)		(61,541)
		359,018		565,411
Total liabilities and shareholders' equity	$	818,143	$	899,317

Subsequent events (Note 12)

These financial statements were approved by the Board of Directors on September 6, 2018:

"Logan Anderson" Director *"Terry Howlett"* Director

The accompanying notes are an integral part of these condensed interim financial statements.

OVATION SCIENCE INC.
Condensed Interim Statement of Loss and Comprehensive Loss
Expressed in Canadian dollars
(Unaudited)

	Six Months ended June 30, 2018	Three Months ended June 30, 2018
REVENUE	$ 17,979	$ 17,979
COST OF SALES	11,512	11,512
GROSS MARGIN	6,467	6,467
OPERATING EXPENSES		
Management fees (Note 9)	99,000	49,500
Office and general	24,066	8,579
Professional fees	52,084	52,084
Product development	21,752	11,295
Share-based payments (Note 11)	12,980	12,980
	(209,882)	(134,438)
OTHER EXPENSES		
Accretion expense (Note 8)	(17,101)	(9,763)
Foreign exchange loss	(2,102)	(3,015)
	(19,203)	(12,778)
Loss and comprehensive loss for the period	**$ (222,618)**	**$ (140,749)**
Loss per share – basic and diluted	**$ (0.01)**	**$ (0.01)**
Basic and diluted weighted average number of common shares outstanding	**15,103,121**	**15,103,121**

The accompanying notes are an integral part of these condensed interim financial statements.

OVATION SCIENCE INC
Condensed Interim Statement of Changes in Shareholders' Equity
Expressed in Canadian dollars
(Unaudited)

	Share Capital				
	Number	**Amount**	**Reserves**	**Deficit**	**Total**
Balance, July 18, 2017 (inception)	-	$ -	$ -	$ -	$ -
Shares issued for cash (Note 10)	15,103,121	626,952	-	-	626,952
Loss for the period	-	-	-	(61,541)	(61,541)
Balance at December 31, 2017	**15,103,121**	**$ 626,952**	**$ -**	**$ (61,541)**	**$ 565,411**
Equity portion of convertible note (Note 8)	-	-	3,245	-	3,245
Share-based payments (Note 11)			12,980		12,980
Loss for the period	-	-	-	(222,618)	(222,618)
Balance at June 30, 2018	**15,103,121**	**$ 626,952**	**$ 16,225**	**$ (284,159)**	**$ 359,018**

OVATION SCIENCE INC.
Condensed Interim Statement of Cash Flows
Expressed in Canadian dollars
(Unaudited)

		Six months ended June 30, 2018
OPERATING ACTIVITIES		
Loss for the period	$	(222,618)
Items not affecting cash:		
Accretion expense (Note 8)		17,101
Share-based payments (Note 11)		12,980
Changes in non-cash working capital items:		
Trade and other receivables		882
Inventory		(12,858)
Prepaid expense		(12,500)
Accounts payable and accrued liabilities		73,850
Cash flows used in operating activities		(143,163)
FINANCING ACTIVITIES		
Payment of promissory note		(115,783)
Proceeds from convertible notes (Note 8)		150,000
Cash flows from financing activities		34,217
Effect of foreign exchange		**3,296**
Decrease in cash		**(105,650)**
Cash, beginning of period		**277,956**
Cash, end of period	**$**	**172,306**

1. NATURE OF BUSINESS AND GOING CONCERN

Ovation Science Inc. (the "Company") was incorporated in the Province of British Columbia on July 18, 2017, under the Business Corporations Act of British Columbia. The Company is in the business of providing topical and transdermal cannabis products under the "Ovation" brand label utilizing patented "Invisicare" delivery technology which it acquired for exclusive use for cannabis formulated products from Skinvisible Pharmaceuticals, Inc. ("Skinvisible").

The Company's head office is located at Suite 1085, 555 Burrard Street, Vancouver, BC, V7X 1M8, and its registered office is Suite 704, 595 Howe Street, Vancouver BC V6C 2T5.

These condensed interim financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. As at June 30, 2018, the Company is not able to finance day to day activities through operations and incurs losses. The continuing operations of the Company are dependent upon its ability to develop a viable business and to attain profitable operations and generate funds there from. This indicates the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Management intends to finance operating costs with loans from directors and companies controlled by directors and/or issuance of common shares. If the Company is unable to continue as a going concern, the net realizable value of its assets may be materially less than the amounts on its statement of financial position.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance
These condensed interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of the interim financial statements, including International Accounting Standards ("IAS") 34, Interim Financial Reporting.

The notes presented in these condensed interim financial statements include only significant events and transactions occurring since the Company's last fiscal year end and they do not include all of the information required in the Company's most recent annual financial statements. These condensed interim financial statements follow the same accounting policies and methods of application as the Company's annual financial statements and should be read in conjunction with the Company's annual financial statements for the year ended December 31, 2017, which were prepared in accordance with IFRS as issued by IASB.

Basis of measurement
These financial statements have been prepared on a historical cost basis, modified where applicable. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information. The financial statements are presented in Canadian dollars, unless otherwise noted.

Inventory

Inventory consists of raw materials and finished goods for polymer materials associated with the License (Note 5). Inventory is initially valued at cost and subsequently at the lower of cost and net realizable value. Net realizable value is determined as the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. Cost is determined using the weighted average cost basis. The Company reviews inventory for obsolete and slow-moving goods and any such inventory is written-down to net realizable value.

Cost of sales

Cost of sales includes the expenses incurred to acquire and produce inventory for sale, including product costs, freight costs, as well as provisions for reserves related to excess or obsolete inventory, or lower of cost and net realizable value adjustments as required.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Convertible note

The components of the compound financial instrument (convertible note) issued by the Company are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangement and the definitions of a financial liability and an equity instrument. The conversion option that will be settled by the exchange of a fixed amount in cash for a fixed number of equity instruments of the Company is classified as an equity instrument. At the issue date, the liability component is recognized at fair value, which is estimated using the effective interest rate on the market for similar nonconvertible instruments. Subsequently, the liability component is measured at amortized cost using the effective interest rate until it is extinguished on conversion or maturity.

The value of the conversion option classified as equity is determined at the issue date, by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This amount is recognized in equity, net of tax effects, and is not revised subsequently. When the conversion option is exercised, the equity component of the convertible notes will be transferred to share capital. No profit or gain is recognized to the conversion or expiration of the conversion option.

Share-based payments

The Company grants stock options to buy common shares of the Company to directors, officers, employees, and consultants. An individual is classified as an employee when the individual is an employee for legal or tax purposes or provides services similar to those performed by an employee. The fair value of stock options is measured on the date of grant, using the Black-Scholes option pricing model, and is recognized over the vesting period. Share-based payments are initially recorded to reserves. Subsequently, consideration paid for the shares on the exercise of share-based payments are credited to share capital.

In situations where equity instruments are issued to non-employees and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at fair value of the share-based payment. Otherwise, share-based payments are measured at the fair value of goods or services received.

Estimates and judgements
There have been no changes in judgment or estimates from those disclosed in the financial statements for the year ended December 31, 2017 unless otherwise stated below.

The Company measures the cost of equity-settled 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 stock option, volatility and dividend yield and making assumptions about them. The Company uses a Black Scholes model to fair value stock options; the assumptions used to fair value stock options during the period are disclosed in Note 11.

New standard IFRS 15 Revenue from Contracts with Customers

The Company has adopted IFRS 15, Revenue from Contracts with Customers ("IFRS 15") effective January 1, 2018 on a retrospective basis and applied the transitional provisions, so that any adjustments would be recorded in opening retained earnings at January 1, 2018.

IFRS 15 supersedes IAS 18– Revenue, IAS 11 – Construction Contracts, and other revenue related interpretations. The standard outlines the principles that must be applied to measure and recognize revenue and the related cash flows. Revenue is recognized at an amount that reflects the consideration to which the entity expects to be entitled in exchange for transferring goods or services to a customer.

(Expressed in Canadian dollars)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

The principles in IFRS 15 will be applied using the following five steps:
1. Identify the contract(s) with a customer
2. Identify the performance obligation in the contract
3. Determine the transaction price
4. Allocate the transaction price to the performance obligation in the contract
5. Recognize revenue when (or as) the entity satisfies a performance obligation

The Company has concluded that the recognition and measurement of the sale of products in all contracts is consistent with the current revenue recognition practice and therefore does not expect any transitional adjustment.

New standard IFRS 9 Financial Instruments

The Company has adopted IFRS 9, Financial Instruments (IFRS 9) effective January 1, 2018 on a retrospective basis and applied the transitional provisions, so that any adjustments would be recorded in opening retained earnings at January 1, 2018. IFRS 9, addresses the classification, measurement and recognition of financial assets and financial liabilities. The adoption of IFRS 9 supersedes the guidance relating to the classification and measurement of financial instruments in IAS 39, Financial Instruments: Recognition and Measurement (IAS 39).

IFRS 9 requires financial assets to be classified into three measurement categories on initial recognition: (i) those measured at fair value through profit and loss, (ii) those measured at fair value through other comprehensive income and (iii) those measured at amortized cost. Measurement and classification of financial assets is dependent on the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial asset. For financial liabilities, the IFRS 9 requirements are similar to those of IAS 39. The main distinction is that, in cases where the fair value option is chosen for financial liabilities, the part of a fair value change relating to an entity's own credit risk is recorded in other comprehensive income rather than the income statement, unless this creates an accounting mismatch.

IFRS 9 introduces a single expected credit loss model for calculating impairment for financial assets, which is based on changes in credit quality since initial recognition. The adoption of the expected credit loss impairment model did not have a significant impact on the Company's condensed interim financial statements and did not result in a transitional adjustment.

The Company has no hedges on its condensed interim financial statements for the reporting period.

The Company has concluded that the adoption of IFRS 9 did not require any transitional adjustments to the classification or measurement of the Company's financial assets and financial liabilities.

3. TRADE AND OTHER RECEIVABLES

	June 30, 2018	December 31, 2017
Trade receivables	$ 6,267	$ 12,545
GST receivable	7,040	2,004
	$ 13,667	$ 14,549

(Expressed in Canadian dollars)

4. INVENTORY

	June 30, 2018	December 31, 2017
Raw materials	$ 1,407	$ -
Finished goods	11,451	-
	$ 12,858	$ -

5. LICENSE

On September 15, 2017, Skinvisible entered into an agreement (the "Canopy Agreement") with Canopy Growth Corporation ("Canopy"), whereby Canopy will have the right to manufacture, distribute, market, sell and promote the Invisicare cannabis line of products.

On September 29, 2017, Skinvisible entered into a License and Assignment Agreement (the "Assignment Agreement") with the Company, whereby Skinvisible assigned the Canopy agreement to the Company and granted the exclusive worldwide right to manufacture, distribute, sell, market, sub-license and promote the Invisicare cannabis products including the right to use the subject matter of any of Skinvisible's patents and trademarks which cover the various products or polymer as it pertains to cannabis products . The agreement shall remain in effect, except for sub-licensees appointed by the Company. Skinvisible is a major shareholder of the Company (Note 10).

Pursuant to the Assignment Agreement, the Company will be entitled to keep 100% of the royalties, license fees, development fees or any other fees associated with the Invisicare cannabis products and keep 100% of any funds generated under the Canopy Agreement (except for an initial non-refundable fee for development of Canopy products received by Skinvisible).

The consideration for the Assignment Agreement is US$500,000 payable as follows:

- $312,000 (US$250,000) within 90 days of execution of this agreement (paid);
- A promissory note for $294,812 (US $250,000) payable upon the earlier of the company completing an initial public offering or September 15, 2018 (Note 7).

	License	Total
Balance, July 18, 2017 (inception)	$ -	$ -
Additions	606,812	606,812
Balance, December 31, 2017 and June 30, 2018	$ 606,812	$ 606,812

6. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	March 31, 2018	December 31, 2017
Accounts payable	$ 97,770	$ 20,420
Accrued liabilities	5,000	8,500
	$ 102,770	$ 28,920

(Expressed in Canadian dollars)

7. PROMISSORY NOTE

As a consideration for the Assignment Agreement (Note 5), the Company executed a promissory note with Skinvisible for principal of US$250,000. The note is non-interest bearing, is unsecured and due upon the earlier of the Company completing an initial public offering or March 31, 2018. The initial fair value of the promissory note was $296,348 (US$236,228) which was determined using an estimated discount rate of 12% and term length assumption of March 31, 2018. The due date was amended to June 30, 2018 and then to September 15, 2018. The promissory note has been fully amortized over the original term using the effective interest rate method. The total accretion expense for the six months ended June 30, 2018 was $17,101.

As at June 30, 2018, the balance outstanding is $209,600 (USD $160,000).

Subsequent to the period ended June 30, 2018 the Company repaid the promissory note in full.

8. CONVERTIBLE NOTES

On June 28, 2018 and June 29, 2018, the Company issued unsecured convertible notes for proceeds of $50,000 and $100,000, respectively. The convertible notes are unsecured, interest bearing at 10% and due on August 28, 2019 and August 29, 2019 respectively. The $100,000 note is from a director of the Company. At any time after issuance, the holder is entitled to convert, at their sole discretion, to be repaid all or a portion of the principal amount in common shares of the Company at a value of $0.30 per share. These convertible notes are accounted for according to the substance and include both a liability component and an equity component. The initial liability component was calculated at the present value of interest payments and expected return of capital at a rate of 12% representing the interest rate that would have been charged for a nonconvertible note (Note 7). The equity component of $3,245 was measured based on the residual value of the instrument taken as a whole after deducting the amount determined separately for the liability component.

The following table summarizes the continuity of the liability components of the Company's convertible notes:

As at December 31, 2017	$	-
Proceeds from issuance of convertible notes		150,000
Amount allocated to conversion options - equity		(3,245)
As at June 30, 2018	$	146,755

9. RELATED PARTY TRANSANCTIONS

Key management compensation
Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of members of the Company's Board of Directors and corporate officers. The remuneration of directors and key management personnel for the six months ended June 30 is as follows:

		June 30, 2018		**December 31, 2017**
Management fees	$	99,000	$	49,500
Share-based payments		12,980		-
	$	111,980	$	49,500

9. RELATED PARTY TRANSANCTIONS (continued)

Related party payables
As at June 30, 2018, $68,675 owing to directors of the Company is included in accounts payable and accrued liabilities in relation to transactions with related parties, which are non-interest bearing, unsecured and due on demand.

During the period ended June 30, 2018, the Company issued an unsecured convertible note of $100,000 to a director of the Company (Note 8).

10. SHARE CAPITAL

Authorized share capital
Unlimited number of common shares without par value
Unlimited number of preferred shares without par value

Common Shares

On July 18, 2017 the Company issued one Common Share at a price of $0.005 per share, which will be escrowed in accordance with the rules and regulations of the CSE.

On September 26, 2017, the Company issued 5,000,000 common shares to Skinvisible at a price of $0.005 per share for proceeds of $25,000. The shares will be held in escrow and will be released on a staged out basis pursuant to the rules and regulations of the CSE. On March 28, 2018 these shares were transferred to two directors of the Company.

On October 6, 2017, the Company issued 4,837,000 common shares at a price of $0.02 per share for cash proceeds of $96,740. 750,000 of these shares were issued to Skinvisible and 2,695,000 of these were issued to directors and companies controlled by directors. On March 28, 2018 the 750,000 shares issued to Skinvisible were transferred to two directors of the Company.

On December 31, 2017, the Company issued 5,266,120 common shares at a price of $0.10 per share for cash proceeds of $526,612.

In connection with the above share issuances the Company incurred a total of $21,400 in share issuance costs.

11. RESERVES

Stock options

On April 10, 2018, the Company's Board of Directors approved the adoption of a rolling stock option plan (the "Stock Option Plan") in accordance with the policies of the Canadian Securities Exchange. The Board of Directors is authorized to grant options under the Plan to directors, officers, consultants or employees to acquire up to a maximum of 10% of the issued and outstanding common shares at the time an option is granted. The exercise prices of options granted shall not be less than the closing market price of the Common Share on the Exchange less allowable discounts at the time of grant and the exercise period shall not exceed 10 years from the date the option is granted. The maximum number of options that may be granted to any one person must not exceed 5% of the common shares outstanding at the time of the grant or 1% if the recipient is a consultant or employed in an investor relations capacity.

(Expressed in Canadian dollars)

11. RESERVES (continued)

A summary of stock option activity for the six months ending June 30, 2018 were as follows:

For the six months ending June 30, 2018		
	Number of options	**Weighted avg. Exercise price**
Outstanding, January 1, 2018	-	-
Granted	1,150,000	$ 0.30
Outstanding, June 30, 2018	1,150,000	0.30
Exercisable, June 30, 2018	1,150,000	$ 0.30

On April 10, 2018, the Company granted 1,150,000 to directors and officers of the Company. The expiry date on the above mentioned 1,150,000 stock options is April 10, 2020. In relation to the issuance of these options, the Company recorded share-based payments of $12,980 were included in the three and six month period ended June 30, 2018 statement of loss and comprehensive loss.

The fair value of each stock option was estimated at the date of grant using the Black-Scholes options pricing model and the following average assumptions:

	June 30, 2018
Risk-free interest rate	1.82%
Expected life	1 year
Exercise price	$0.30
Expected volatility [(1)]	100%
Dividend yield	0.00%

(1) The estimated expected share price volatility to be 100% based on historical volatility for companies prior to completion of an exchange listing.

The weighted average remaining life of the stock options is 1.78 years.

Capital reserves for the six months ended June 30, 2018 were recorded as follows:

As at December 31, 2017		-
Equity portion of convertible note	$	3,245
Share-based payments		12,980
As at June 30, 2018	$	16,225

12. SUBSEQUENT EVENTS

On July 5, 2018 the Company received loans for USD$80,000 from two directors of the Company. The loans are interest bearing at 10%, unsecured and due on September 5, 2019.

On August 14, 2018 the Company issued an unsecured convertible promissory note for USD $100,000. The convertible promissory note is interest bearing at 10% and due on October 14, 2019. At any time after issuance, the holder is entitled to convert, at their sole discretion, to be repaid all or a portion of the principal amount in common shares of the Company at a value of $0.30 per share.

Subsequent to the period ended June 30, 2018 the Company made payments totaling USD $160,000 to settle the Skinvisible promissory note in full.

SCHEDULE "A" - AUDIT COMMITTEE CHARTER

I. MANDATE

The Audit Committee (the "Committee") of the Board of Directors (the "Board") of Ovation Science Inc. (the "Company") shall assist the Board in fulfilling its financial oversight responsibilities. The Committee's primary duties and responsibilities under this mandate are to serve as an independent and objective party to monitor:

1. The quality and integrity of the Company's financial statements and other financial information;

2. The compliance of such statements and information with legal and regulatory requirements;

3. The qualifications and independence of the Company's independent external auditor (the "Auditor"); and

4. The performance of the Company's internal accounting procedures and Auditor.

II. STRUCTURE AND OPERATIONS

A. Composition

The Committee shall be comprised of three or more members.

B. Qualifications

Each member of the Committee must be a member of the Board.

Each member of the Committee must be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement and cash flow statement.

C. Appointment and Removal

In accordance with the Articles of the Company, the members of the Committee shall be appointed by the Board and shall serve until such member's successor is duly elected and qualified or until such member's earlier resignation or removal. Any member of the Committee may be removed, with or without cause, by a majority vote of the Board.

D. Chair

Unless the Board shall select a Chair, the members of the Committee shall designate a Chair by the majority vote of all of the members of the Committee. The Chair shall call, set the agendas for and chair all meetings of the Committee.

E. Meetings

The Committee shall meet as frequently as circumstances dictate. The Auditor shall be given reasonable notice of, and be entitled to attend and speak at, each meeting of the Committee concerning the Company's annual financial statements and, if the Committee feels it is necessary or appropriate, at every other meeting. On request by the Auditor, the Chair shall call a meeting of the Committee to consider any matter that the Auditor believes should be brought to the attention of the Committee, the Board or the shareholders of the Company.

At each meeting, a quorum shall consist of a majority of members that are not officers or employees of the Company or of an affiliate of the Company.

As part of its goal to foster open communication, the Committee may periodically meet separately with each of management and the Auditor to discuss any matters that the Committee or any of these groups believes would be appropriate to discuss privately. In addition, the Committee should meet with the Auditor and management annually to review the Company's financial statements in a manner consistent with Section III of this Charter.

The Committee may invite to its meetings any director, any manager of the Company, and any other person whom it deems appropriate to consult in order to carry out its responsibilities. The Committee may also exclude from its meetings any person it deems appropriate to exclude in order to carry out its responsibilities.

III. DUTIES

A. Introduction

The following functions shall be the common recurring duties of the Committee in carrying out its purposes outlined in Section I of this Charter. These duties should serve as a guide with the understanding that the Committee may fulfill additional duties and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of the Committee outlined in Section I of this Charter.

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern which the Committee in its sole discretion deems appropriate for study or investigation by the Committee.

The Committee shall be given full access to the Company's internal accounting staff, managers, other staff and Auditor as necessary to carry out these duties. While acting within the scope of its stated purpose, the Committee shall have all the authority of, but shall remain subject to, the Board.

B. Powers and Responsibilities

The Committee will have the following responsibilities and, in order to perform and discharge these responsibilities, will be vested with the powers and authorities set forth below, namely, the Committee shall:

Independence of Auditor

1. Review and discuss with the Auditor any disclosed relationships or services that may impact the objectivity and independence of the Auditor and, if necessary, obtain a formal written statement from the Auditor setting forth all relationships between the Auditor and the Company.

2. Take, or recommend that the Board take, appropriate action to oversee the independence of the Auditor.

3. Require the Auditor to report directly to the Committee.

4. Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the Auditor and former independent external auditor of the Company.

Performance & Completion by Auditor of its Work

1. Be directly responsible for the oversight of the work by the Auditor (including resolution of disagreements between management and the Auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, including resolution of disagreements between management and the Auditor regarding financial reporting.

2. Review annually the performance of the Auditor and recommend the appointment by the Board of a new, or re-election by the Company's shareholders of the existing, Auditor for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company.

3. Recommend to the Board the compensation of the Auditor.

4. Pre-approve all non-audit services, including the fees and terms thereof, to be performed for the Company by the Auditor.

Internal Financial Controls & Operations of the Company

1. Establish procedures for:

    (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and

(b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Preparation of Financial Statements

1. Discuss with management and the Auditor significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles, any major issues as to the adequacy of the Company's internal controls and any special steps adopted in light of material control deficiencies.

2. Discuss with management and the Auditor any correspondence with regulators or governmental agencies and any employee complaints or published reports which raise material issues regarding the Company's financial statements or accounting policies.

3. Discuss with management and the Auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements.

4. Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.

5. Discuss with the Auditor the matters required to be discussed relating to the conduct of any audit, in particular:

   (a) The adoption of, or changes to, the Company's significant auditing and accounting principles and practices as suggested by the Auditor, internal auditor or management.

   (b) The management inquiry letter provided by the Auditor and the Company's response to that letter.

   (c) Any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.

Public Disclosure by the Company

1. Review the Company's annual and interim financial statements, management discussion and analysis (MD&A) and earnings press releases before the Board approves and the Company publicly discloses this information.

2. Review the Company's financial reporting procedures and internal controls to be satisfied that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from its financial statements, other than disclosure described in the previous paragraph, and periodically assessing the adequacy of those procedures.

3. Review disclosures made to the Committee by the Company's Chief Executive Officer and Chief Financial Officer during their certification process of the Company's financial statements about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.

Manner of Carrying Out its Mandate

1. Consult, to the extent it deems necessary or appropriate, with the Auditor, but without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.

2. Request any officer or employee of the Company or the Company's outside counsel or Auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

3. Meet, to the extent it deems necessary or appropriate, with management, any internal auditor and the Auditor in separate executive sessions.

4. Have the authority, to the extent it deems necessary or appropriate, to retain special independent legal, accounting or other consultants to advise the Committee advisors.

5. Make regular reports to the Board.

6. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

7. Annually review the Committee's own performance.

8. Provide an open avenue of communication among the Auditor, the Company's financial and senior management and the Board.

9. Not delegate these responsibilities.

C. Limitation of Audit Committee's Role

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the Auditor.

CERTIFICATE OF THE COMPANY

Dated: September 27, 2018

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

"Terry Howlett" (signed)

Terry Howlett
Chief Executive Officer

"Logan B. Anderson" (signed)

Logan B. Anderson
Chief Financial Officer and Secretary

ON BEHALF OF THE BOARD OF DIRECTORS

"Terry Howlett" (signed)

Terry Howlett
Director

"Logan B. Anderson" (signed)

Logan B. Anderson
Director

"Doreen McMorran" (signed)

Doreen McMorran
Director

"Ian Howard" (signed)

Ian Howard
Director

"Joan Chypyha" (signed)

Joan Chypyha
Director

"David Ryan" (signed)

David Ryan
Director

CERTIFICATE OF PROMOTERS

Dated: September 27, 2018

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

"Terry Howlett" (signed)

Terry Howlett
Promoter

"Doreen McMorran" (signed)

Doreen McMorran
Promoter

"Logan Anderson" (signed)

Logan Anderson
Promoter

CERTIFICATE OF THE AGENT

Dated: September 27, 2018

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

PI Financial Corp.

"Jim Locke" (signed)

Jim Locke
Vice President, Investment Banking