

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

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

The securities being qualified hereby have not been, and will not be registered under the United States Securities Act of 1933, as amended (the “1933 Act”), and may not be offered, sold or delivered, directly or indirectly, in the United States of America or to a U.S. Person (as defined in regulations promulgated under the 1933 Act) except in transactions exempt from the registration requirements of the 1933 Act.

PRELIMINARY PROSPECTUS

NON-OFFERING

July 11, 2019



HEMP FOR HEALTH INC.

This prospectus (the “**Prospectus**”) is being filed to qualify the distribution in British Columbia and Ontario (the “**Provinces**”) of 392,000 common shares (the “**Shares**”) and 196,000 Share purchase warrants (“**Warrants**”) of Hemp for Health Inc. (the “**Company**”) issuable to the holders of 392,000 previously issued special warrants (the “**Special Warrants**”) of the Company, upon the automatic conversion thereof; each Special Warrant entitling the holder to receive, without additional payment, one Share and one-half of one Warrant (a Share and half Warrant, together a “**Unit**”). See “*Plan of Distribution*”.

No securities are being offered pursuant to this prospectus (the “**Prospectus**”). The Company is filing this Prospectus with the securities commissions of British Columbia and Ontario for the purpose of becoming a reporting issuer pursuant to applicable securities legislation in the Provinces of British Columbia and Ontario. As no securities are being sold pursuant to this Prospectus, no proceeds will be realized by the Company, and all expenses incurred in connection with the preparation and filing of this Prospectus will be paid by the Company from its general funds.

Each Special Warrant is automatically convertible into one Unit at the earlier of (a) four months following the date of issuance of the Special Warrants, and (b) the first business day following the date on which the Company obtains (A) a receipt for a (final) prospectus has been issued by or on behalf of the last of the securities regulatory authorities in the Provinces of British Columbia and Ontario, qualifying the distribution of the Units to be issued upon conversion of the Special Warrants, and (B) conditional approval for listing on the Canadian Securities Exchange; (the “**Conversion Date**”).

The Special Warrants were issued by the Company on July 10, 2019 (the “**Private Placement**”) at a price of \$0.20 (the “**Offering Price**”) per Special Warrant to purchasers in: (i) the provinces of British Columbia and Ontario pursuant to available prospectus exemptions; and (ii) jurisdictions outside of Canada and the United States, in each case in accordance with all applicable laws (the “**Offering Jurisdictions**”).

The Units and the Special Warrants are not available for purchase pursuant to this Prospectus and no additional funds are to be received by the Company from the distribution of the Units upon the conversion of the Subscription Receipts.

No underwriter has been involved in the preparation of this Prospectus or performed any review or independent due diligence investigations in respect of the contents of this Prospectus.

An investment in the Company's securities should be considered highly speculative, and involves a high degree of risk that should be considered by potential investors. There is no guarantee that an investment in the Company will earn any positive return in the short or long term. An investment in the Company is appropriate only for investors who are willing to risk a loss of some or all of their investment and who can afford to lose some or all of their investment. There are certain risk factors associated with an investment in the Company's securities. The risk factors included in this Prospectus should be reviewed carefully and evaluated by prospective investors. See "Risk Factors" and "Forward-Looking Statements".

This Prospectus does not constitute an offer to sell or the solicitation of an offer to buy any securities.

Hemp for Health Inc. is in the process of applying for a listing (the "**Listing**") of its Shares on the Canadian Securities Exchange (the "**CSE**"). Listing on the CSE will be subject to the Company fulfilling all of the listing requirements of the CSE including meeting all minimum listing requirements. The CSE has not conditionally approved the Company's listing application and there is no assurance that it will do so. 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 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.

There is currently no market through which any of the securities of the Company may be sold and holders of the Company's securities may not be able to resell any such securities. This may affect the pricing of the Company's securities in the secondary market, the transparency and availability of trading prices, the liquidity of the securities, and the extent of Company regulations. See "Risk Factors".

No person has been authorized to provide any information or to make any representation not contained in this Prospectus and, if provided or made, such information or representation should not be relied upon. The information contained in this Prospectus is accurate only as of the date of this Prospectus.

Unless otherwise noted all currency amounts in this Prospectus are stated in Canadian dollars.

Investors 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 that resides outside of Canada, even if the party has appointed an agent for service of process.

HEMP FOR HEALTH INC.

Suite 750, 580 Hornby Street, Vancouver, BC V6C 3B6

Tel: 604.602.4935



GENERAL MATTERS

As used in this Prospectus, the terms “we”, “us”, “our”, “H4H” and the “Company” mean Hemp for Health Inc., unless otherwise indicated.

An investor should rely only on the information contained in this Prospectus. The Company has not authorized anyone to provide investors with additional or different information. The information contained on our website at www.hempforhealth.eu is not intended to be included in or incorporated by reference into this Prospectus and prospective investors should not rely on such information. Any graphs, tables or other information demonstrating the historical performance of the Company or of any other entity contained in this Prospectus are intended only to illustrate past performance and are not necessarily indicative of our future performance or the future performance of such entities. The information contained in this Prospectus is accurate only as of the date of this Prospectus or the date indicated.

This Prospectus includes a summary description of certain material agreements of the Company. See “*Material Contracts*”. The summary description discloses attributes material to an investor but is not complete and is qualified by reference to the terms of the material agreements, which will be filed with the Canadian securities regulatory authorities and available on SEDAR. Investors are encouraged to read the full text of such material agreements.

Unless otherwise indicated or the context otherwise requires, all dollar amounts contained in this Prospectus are in Canadian dollars.

Aggregated figures in graphs, charts and tables contained in this Prospectus may not add due to rounding.

Historical statistical data and/or historical returns are not necessarily indicative of future performance.

Unless otherwise indicated, the market and industry data contained in this Prospectus is based upon information from industry and other publications and the knowledge of management and experience of the Company in the markets in which it operates. While management of the Company believes that this data is reliable, market and industry data is subject to variations and cannot be verified with complete certainty due to limits on the availability and reliability of raw data, the voluntary nature of the data gathering process and other limitations and uncertainties inherent in any statistical survey. The Company has not independently verified any of the data from third-party sources referred to in this Prospectus or ascertained the underlying assumptions relied upon by such sources.

Words importing the singular number include the plural and *vice versa*, and words importing any gender or the neuter include both genders and the neuter.

FORWARD-LOOKING STATEMENTS

This Prospectus contains forward-looking statements that relate to the Company’s current expectations and views of future events. The forward-looking statements are contained principally in the sections entitled “*Summary of Prospectus*”, “*Description of the Company’s Business*”, “*Use of Available Funds*”, “*Selected Financial Information and Management’s Discussion and Analysis*”, and “*Risk Factors*”.

In some cases, these forward-looking statements can be identified by words or phrases such as “may”, “might”, “will”, “expect”, “anticipate”, “estimate”, “intend”, “plan”, “indicate”, “seek”, “believe”, “predict”, “likely”, or the negative of these terms, or other similar expressions intended to identify forward-looking statements. Statements containing forward-looking information are not historical facts. The Company has based these forward-looking statements on its current expectations and projections about future events and financial trends that it believes might affect its financial condition, results of operations, business strategy, and financial needs.

This forward-looking information includes, among other things, statements relating to: the completion, expenses and timing of planting and harvesting the Company’s Hemp; the Listing of the Company on the CSE and matters related thereto; the intentions, plans and future actions of the Company; statements relating to the business and future activities of the Company; projected size and growth of the Hemp and CBD markets; our anticipated developments in operations

of the Company; market position, ability to compete and the future financial or operating performance of the Company; the timing and amount of funding required to execute the Company's business plans; our capital expenditures; the effect on the Company of any changes to existing or new legislation or policy or government regulation; the length of time required to obtain permits, certifications and approvals; the availability of labour; estimated budgets; currency fluctuations; requirements for additional capital; limitations on insurance coverage; the timing and possible outcome of regulatory and permitting matters; goals; strategies; future growth; the adequacy of financial resources; our proposed use of available funds; and our expectations regarding revenues, expenses and anticipated cash needs.

Any statements that refer to expectations, intentions, projections or other characterizations of future events or circumstances are forward-looking statements. Forward-looking statements are based on certain assumptions and analyses made by the Company in light of the experience and perception of historical trends, current conditions, and expected future developments and other factors it believes are appropriate, and are subject to risks and uncertainties. Although we believe that the assumptions underlying these statements are reasonable, they may prove to be incorrect, and we cannot assure that actual results will be consistent with these forward-looking statements. Given these risks, uncertainties, and assumptions, prospective investors should not place undue reliance on these forward-looking statements. Whether actual results, performance, or achievements will conform to the Company's expectations and predictions is subject to a number of known and unknown risks, uncertainties, assumptions, and other factors, including those listed under "*Risk Factors*", which include:

- There is no public market for the Company's Shares; and there is no assurance the CSE will accept the Company's application for listing.
- The Company has no history of operations, sales, revenue or profits; and there is no guarantee that the Company will ever make adequate sales or revenue to continue its operations.
- The Company's business relies on one group of farmers in a single geographic area of Italy, and the Company's agreement with them.
- The general risks of agriculture apply to the Company's planting, cultivating and harvesting Hemp, including drought, infestation, fire, hail, flooding, and factors beyond the control of the Company.
- If the Company fails to develop widespread brand awareness cost-effectively, its business may suffer.
- The Company may need additional financing; and there is no assurance the Company will be able to raise such financing, on terms acceptable to it, or at all; and any issuance of new Shares could be dilutive to holders of Common Shares.
- The Hemp and cannabis industries are (i) extremely competitive, and (ii) subject to changing laws and governmental regulations. There is no assurance the Company will be able to obtain and maintain all permits and licenses necessary for it to carry out its intended business operations.

The risks identified above are not intended to represent a complete list of the factors that could affect the Company. Additional risks are noted in this Prospectus under "*Risk Factors Regarding the Company*". Although the Company believes that the expectations reflected in the forward-looking statements are reasonable, it cannot guarantee future results, levels of activity, performance or achievements. Except as required by applicable law, the Company does not intend to update any of the forward-looking statements to conform these statements to actual results.

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GLOSSARY OF TERMS

The following is a glossary of certain general terms used in this Prospectus:

Affiliate	means a company that is affiliated with another company as described below. A company is an Affiliate of another company if (a) one of them is the subsidiary of the other, or (b) each of them is controlled by the same person. A company is “controlled” by a person if (a) voting securities of the Company are held, other than by way of security only, by or for the benefit of that person, and (b) the voting securities, if voted, entitle the person to elect a majority of the directors of the Company. A person beneficially owns securities that are beneficially owned by (a) a company controlled by that person, or (b) an Affiliate of that person or an Affiliate of any company controlled by that person.
Board	means the board of directors of the Company.
Cannabis	means Cannabis sativa L.
Cannabis Light	means Cannabis sativa L. as a dry-flower product with less than 3% THC.
CBD	means cannabidiol, a non-psychoactive chemical compound found in Cannabis.
CBD Crude Oil	means the rawest post-extraction form of product.
CBD Isolate	means the purest form of CBD available in the market (+98%).
CDSA	means the <i>Controlled Drugs and Substances Act</i> (Canada)
CDS	means Clearing and Depository Services Inc.
Clone	means a young female cannabis plant created through propagation using a cutting of a mother plant
Common Share, or Share	means a common share without par value in the capital stock of the Company.
Company, we, us or H4H	means Hemp for Health Inc.
Crop	means the Hemp cannabis operation in its entirety, located in Tuscany, Italy
Dry Flower (Cannabis Light)	means a cured, dried, and trimmed form of the female hemp plant’s flower.
Effective Date	means the date the Securities Commissions issue a final receipt for this Prospectus.
Escrow Agent	means TSX Trust Company.
Escrow Agreement	means the agreement dated effective July ● 2019 among the Company, the Escrow Agent, and certain shareholders of the Company whereby the Escrowed Shares are held in escrow by the Escrow Agent.
Escrowed Shares	means those 4,200,001 previously issued Shares which are subject to the Escrow Agreement.
EU-Approved Hemp Seeds	means any current Cannabis Sativa hemp seeds that the European Union has on its list of approved varieties, on the European Union Common Catalog of Varieties of Agricultural Plant Species.
Exchange or CSE	means the Canadian Securities Exchange.
Feminized Hemp Seeds	means hemp seeds that are 99% female, bred for the purposes of yielding larger, cannabinoid-rich flowers.
FSD	means the Food Supplements Directive (EU).
Full Spectrum CBD Oil	means the remaining oil after fats, waxes, and potential solvents are removed from CBD Crude Oil through distillation and filtering.

GMP	means Good Manufacturing Practices.
H4H Subco	means Hemp for Health – H4H s.r.l., a limited liability company incorporated in Italy; being wholly owned by the Company.
HACCP	means hazard analysis and critical control points.
Hemp	means any part of the Cannabis plant having no more than three-tenths of one percent (0.3%) concentration of THC on a dry weight basis.
Industrial Hemp	means any part of the Cannabis sativa plant, whether growing or not, with a delta-9 THC concentration of not more than 0.2% on a dry weight basis, lawfully cultivated in Italy pursuant to, and in compliance with the country’s applicable regulations.
Insider	has the meaning ascribed to that term in the <i>Securities Act</i> (British Columbia), which includes the directors and senior officers of the Company or any subsidiaries of the Company and any person that has direct or indirect beneficial ownership of, or control or direction over, securities of the Company carrying more than 10% of the voting rights attached to the Company’s outstanding voting securities.
ITALC	means “ITALCANAPA Società Cooperativa a responsabilità limitata”, a cooperative society of farmers formed in Italy.
Listing Date	means the date the Company’s Shares are first listed for trading on the Exchange.
MCT	means medium chain triglycerides.
Named Executive Officers, or NEOs	means Robert Eadie (the Company’s President), and Gary Arca (the Company’s CFO).
NI 41-101	means National Instrument 41-101, <i>General Prospectus Requirements</i> .
NI 51-102	means National Instrument 51-102 <i>Continuous Disclosure Obligations</i> .
NI 52-110	means National Instrument 52-110 <i>Audit Committees</i> .
NI 58-101	means National Instrument 58-101 <i>Disclosure of Corporate Governance Practices</i> .
NI 58-201	means National Policy 58-201 <i>Corporate Governance Guidelines</i> .
Prospectus	means this Prospectus.
Production Agreement	means the agreement dated February 8, 2019 between H4H Subco and ITALC, pertaining to ITALC planting, cultivating and harvesting Hemp for and on behalf of H4H Subco.
Securities Commissions	means the securities regulatory authorities in each of the Selling Provinces.
Seed Purchase	means the purchase of seeds made by the Company on March 4, 2019 from Finola Ltd., a supplier of seeds based in Finland
Selling Provinces	means British Columbia and Ontario, the two provinces in which this Prospectus has been filed.
SOP	means standard operating procedure.
Special Warrants	securities issued as special warrants, each of which is convertible to Shares and Warrants on the effective date.
Stock Option Plan	means the Company’s 10% rolling stock option plan.
THC	means delta-9-tetrahydrocannabinol, a psychoactive chemical compound in cannabis.
Units	mean units issuable upon conversion of the Special Warrants, each unit comprising of one Share and one-half of one Warrant.

Warrant means a Share purchase warrant, forming part of a Unit that is issuable upon conversion of a Special Warrant; each whole Warrant entitling the holder thereof to acquire one Warrant Share at \$0.30 for 24 months, subject to acceleration.

Warrant Share means a Share issuable upon exercise of a whole Warrant.

CURRENCY AND EXCHANGE RATES

All references in this Prospectus to “\$” are to Canadian dollars unless otherwise indicated. The following table summarizes the average rate of currency exchange between the Canadian dollar and the Euro. The exchange rates are based on the average Bank of Canada’s daily noon exchange rates for the applicable periods are set forth below:

Currency Conversion	December 31/18	March 31/19	June 30/19
Euro (€) to Cdn\$	1.562707	1.499354	1.494923

SUMMARY OF PROSPECTUS

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

The Company

The Company was incorporated on October 1, 2018 pursuant to the *Business Corporations Act* (British Columbia). The Company's registered office and head office is located at Suite 750, 580 Hornby Street, Vancouver BC, V6C 3B6. The Company's Common Shares do not currently trade on any stock exchange. As of the date of this Prospectus, the Company has 19,670,001 Common Shares, 7,119,800 Warrants and 392,000 Special Warrants issued and outstanding. See "*Corporate Structure*".

Principal Business of the Company

The Company's current business is growing Hemp on 100 hectares in Tuscany, Italy pursuant to the Production Agreement between H4H Subco and ITALC. See "*Description of the Company's Business*" for details.

Qualification of Underlying Securities

This Prospectus qualifies the distribution of 392,000 Units issuable upon the automatic conversion of the previously issued Special Warrants. See "*Plan of Distribution*".

Prior Sales

The Company has completed private placements for aggregate cash gross proceeds of \$2,832,400. These funds are being applied towards the purchase of seeds, payments to farmers' under the Production Agreement, equipment deposits, operational cash and working capital. See "*Prior Sales*" and "*Use of Available Funds - Proceeds*".

Listing

The Company is in the process of applying for a Listing of its Shares on the CSE. It is anticipated that the listing of the Common Shares on the CSE will be subject to the Company satisfying certain conditions of the CSE; for example, the Company fulfilling all of the listing requirements of the CSE, meeting certain financial and other requirements including receiving a receipt for this Prospectus from the Security Commissions. The Company cannot provide any assurances as to the price at which the Common Shares will trade. See "*Prior Sales - Trading Price and Volume*".

Use of Proceeds

Funds raised from the Company's prior sales of securities, including the Special Warrants, have been used to fund the purchase of hemp seed, and the planting of such seeds pursuant to the Production Agreement. Funds will continue to be used to harvest, process and sell the Hemp biomass which will be sold as Dry Flower and CBD Crude Oil in the first year of operation, to pay for the costs of listing the Company's shares on the CSE, and for general working capital purposes. See "*Use of Available Funds - Proceeds*".

Directors and Officers

The officers and directors of the Company are:

Robert Eadie	President and Director
Gary Arca	Chief Financial Officer, Corporate Secretary and Director
Gina Pala	Director
Emiliano Vanni	Director

See "*Directors and Executive Officers*" for details.

Risk Factors

An investment in the Company should be considered highly speculative due to the nature of our business. See "*Risk Factors*" for more details.

Summary of Selected Financial Information

The following table summarizes selected audited financial data of the Company for the period from incorporation on October 1, 2018 to April 30, 2019, and should be read in conjunction with the financial statements and the related notes thereto; together with management's discussion and analysis, as included elsewhere in this Prospectus:

Item	Period Ended April 30, 2019
Revenues	\$ -
Expenses	\$(236,584)
Net Loss	\$(236,584)
Current Assets	\$2,172,493
Total Assets	\$2,172,493
Current Liabilities	\$31,277
Working Capital	\$2,141,216
Shareholders' Equity	\$2,141,216
Number of Shares Outstanding at Period End	18,460,000

See the financial statements of the Company attached in Schedule "A" to this Prospectus for details.

Business Objectives and Milestones

Our short term business objectives are, chronologically, to: (i) harvest our first crop of Hemp in the Fall of 2019; (ii) obtain a listing of our Shares on the Exchange; and (iii) develop the infrastructure to process and sell the Hemp biomass toward the end of 2019. See "*Description of the Company's Business*" and "*Use of Available Funds*" for details.

CORPORATE STRUCTURE

Name, Address and Incorporation

The Company was incorporated pursuant to the *Business Corporations Act* (British Columbia) on October 1, 2018 as a number Company “1181427 B.C. Ltd”. On October 3, 2018 the Company changed its name to “Euro Grow Ltd.” and on May 3, 2019 changed its name again to “Hemp for Health Inc.”

The Company’s head office, and registered and records office, is located at Suite 750 – 580 Hornby Street, Vancouver, British Columbia V6C 3B6.

The Company is not a reporting issuer in any jurisdiction, and its Shares are not listed or posted for trading on any stock exchange.

Intercorporate Relationships

The Company has one wholly-owned subsidiary “Hemp for Health – H4H s.r.l.”, incorporated under the laws of Italy.

DESCRIPTION OF THE COMPANY’S BUSINESS

Overview

The Company is a participant in the legal hemp industry. Hemp, or Industrial Hemp, is typically found in the northern hemisphere, is a strain of the *Cannabis sativa* plant species, and is grown typically for the industrial applications of its derived products. It is a fast growing plant, and has been used for centuries for a variety of uses ranging from paper, textiles, clothing, biodegradable plastics, paint, insulation, biofuel, food, and animal feed.

Although hemp is derived from the species *Cannabis sativa* and contains the psychoactive component THC, it is a distinct strain with unique phytochemical compositions and uses. Hemp has lower concentrations of THC and typically has higher concentrations of cannabidiol (CBD). The legality of Industrial Hemp varies among countries. Many governments regulate the concentration of THC and permit only hemp that is bred with an especially low THC content.

Operations

The Company’s sole focus to date has been to initiate the growing and cultivating of legal Hemp in the Tuscany region of Italy. In this regard the Company has:

- entered into the Production Agreement;
- acquired the seeds necessary for the first year’s planting; and
- raised sufficient funds to plant and cultivate 100 hectares.

The first planting was completed by ITALC in May 2019, and is scheduled to be harvested in September/October 2019. It is the Company’s intention to process the Hemp biomass so as to produce and sell Dry Flower and CBD Crude Oil. For future years, the Company will seek to (i) expand the acreage under cultivation, and (ii) process the Hemp biomass to produce its own line of CBD related products.

H4H seeks to enter Europe’s emerging market of hemp-derived cannabidiol (CBD) products. Management believes that an opportunity exists in the cultivation of Hemp for the extraction of CBD and terpene profiles containing myrcene, limonene, and other hydrocarbons. These compounds may provide health benefits and come from a natural source without any adverse psychoactive effects for the user. This is because hemp typically contains less than 0.3% THC. This gives H4H the ability to offer natural products for customers to supplement their diet and health regimes instead of man-made chemicals or drugs. H4H will not produce or sell medicinal or recreational marijuana or products derived from high-THC *Cannabis*/marijuana plants.

Production Agreement

Pursuant to the Production Agreement, H4H Subco has contracted with a farmers' cooperative (ITALC) to plant and grow Hemp for and on behalf of H4H Subco, on the following terms:

- The agreement is effective for five years, and can be renewed for five year increments;
- ITALC has agreed to act exclusively for H4H, and not to cultivate any Hemp related products for third parties or to compete with H4H by growing Hemp for its own purposes;
- ITALC will make available at least 100 hectares of land and up to 8,000 hectares of land for planting of Hemp on behalf of H4H;
- ITALC will ensure crop compliance with legislation governing Hemp production;
- ITALC will deliver the harvested crop to such facilities as requested by H4H;
- H4H will provide hemp seeds, certified for use in the EU, at least 30 days prior to the scheduled planting date; and
- In consideration of ITALC's services, H4H will pay to ITALC €10,000 per hectare payable as to 30% prior to planting (paid), 30% by July 30, and the balance of 40% within 30 days of delivery of the harvested crop to H4H. The amount to be paid in the first year is not conditional on the quantity of Hemp harvested and delivered. For subsequent years, the price will be reflective of the quantity and quality of the Hemp harvested and delivered.

Business Objectives

The Company's short term business objectives are to: (i) harvest its first Hemp crop, and (iii) develop the infrastructure and processes to sell the Hemp biomass as Dry Flower and CBD Crude Oil. Concurrently, it will seek to obtain a listing on the Exchange.

H4H's longer-term business objectives are to increase the number of hectares under cultivation each year, and develop the infrastructure or relationships to develop its own line of Tuscan Hemp-derived CBD based products.

Cultivation

Spring to fall of 2019 will be H4H's first cultivation year. The majority of the farmers comprising the ITALC have been growing tobacco for many years. However, hemp has been grown in Europe for centuries, and the best means of planting and cultivating are relatively widely known. In addition, H4H will provide the experience of its own consultants.

The plants will be harvested using a modified combine, and transported to outdoor storage and industrial driers for drying and correcting moisture content. The dried plants will then be further processed by removing the flowers and leaves from the plant stalk for final storage and curing. The shelf life of the harvested plants is expected to be greater than a year.

Extraction

Once harvested, it is then necessary to extract the desired chemical components from the Hemp biomass. The handling of ground biomass for extraction will be outsourced, at least for the first year of operation. The harvested Hemp will be delivered to the extraction facility in its coarse-ground form. At the facility, the raw, ground Hemp is put through the extraction process. The extraction process uses a CO₂ process to derive a crude oil containing high concentration of CBD as well as some of the plants fats, waxes, and terpenes. The remaining Hemp biomass will be sold to industrial users of Hemp for their purpose in making their own products.

H4H is evaluating potential extraction companies in Germany and Italy that can be engaged to refine our biomass into CBD Crude Oil. Small samples of our biomass will be sent for analysis prior to full shipment, the analysis will measure

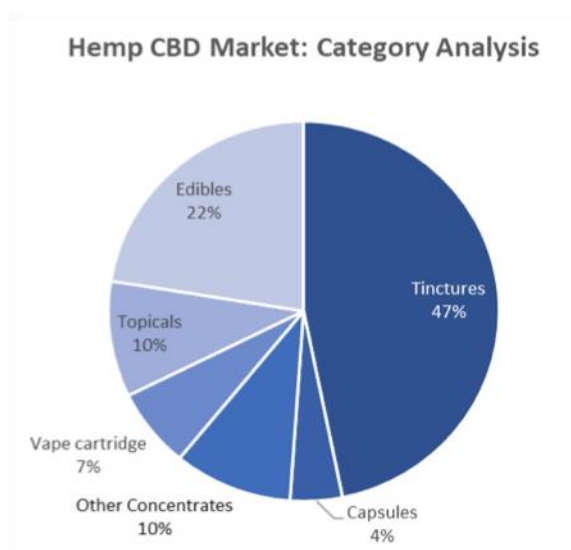
THC and CBD levels as well as provide a more accurate cost and revenue figures. In order to ship to Germany, the analysis must indicate <0.2% THC in the sample. We expect THC levels to be at or less than the German limit.

Principal Markets

H4H will initially focus on the European market. According to Brightfield Group, a leading predictive analytics and market research firm for the CBD industry, the market for CBD in Europe was \$318 million in 2018, and is expected to grow over 400% through 2023¹. This market may expand globally as demand for CBD-rich Hemp biomass and CBD Crude Oil increases.

Distribution Methods

In the first year the Company will be selling its products wholesale. Potential customers for these products would include technology and extraction companies within the cannabis industry with capacity for refinement at their facilities. Each of H4H's products can be used as inputs for further refinement, at different stages. For example, CBD Crude Oil can be further refined by customers with experience in "winterization", a process of submerging biomass in ethanol, which is used as a solvent to extract the desired compounds. The ethanol is subsequently evaporated off to obtain full-spectrum CBD oil tincture, one of the most sought-after end-products sold in the retail CBD market today.



Source: *Brightfield Report*

Principal Products

Initially, H4H will offer a limited number of products that are derived from the cultivation and harvesting of its Hemp crop, as summarized below:

CBD Crude Oil

This will be the Company's main wholesale product. CBD Crude Oil is the rawest post-extraction form of product. It contains CBD as well as many other cannabinoids and terpenes. Because it requires the least amount of processing and is currently high in demand, the Company can bring this product to market quickly and most effectively. CBD Crude Oil can be stripped of its fats and waxes to yield more pure and high-margin products. Some of these products include full-spectrum CBD oils, distillates, and isolates.

¹ <https://www.brightfieldgroup.com/press-releases/europe-cbd-market-through-2023>.

CBD Crude Oil will be distributed wholesale in Europe to large-scale extractors and retail to home-enthusiast extractors through the H4H website.

Dry Flower Biomass

This is the dried and ground form of the Hemp, primarily its flower but may also contain leaves. This is akin to the style of dried marijuana cannabis that is primarily smoked. However, this dry flower cannabis contains <0.3% THC, the psychoactive agent in marijuana, and does not intoxicate the user in anyway. It is generally used to extract CBD. Distribution of the dried flower will be wholesale.

Feminized Hemp Seeds

H4H may engage in the sale of feminized hemp seeds it produces. Seeds will be sold wholesale to farmers and cultivators in the European market.

Competitive Conditions

The market for CBD-based Hemp products is highly competitive. The competition consists of publicly and privately-owned companies, which tend to be highly fragmented in terms of both geographic market coverage and products offered. This is primarily due to varying regulations, customer demand, and available supply. China currently produces roughly 70% of the world's hemp, with France producing approximately 25%. The remainder is scattered across other European countries and North America.

While somewhat of a commodity, the quality of Hemp and its derivative products are directly related to the quality of source material; Hemp biomass. hemp is a phytoremediative, meaning that it may extract toxins or other undesirable chemicals or compounds from the soil in which it is planted. As such, buyers may be more aware and cautious about where they source their biomass from. Hemp biomass from China and Eastern Europe have been shown to contain heavy metals or toxins².

In the first year of operation, H4H will compete primarily within Italy. Buyers of biomass may come from outside Italy, but the Company will focus on Italian buyers to develop stronger relationships and its brand image.

The competition in the Hemp CBD industry can be generally segmented into wholesale and retail. In the first year the Company will only be competing within the wholesale market.

H4H has a few competitors in Italy, namely Canapar s.r.l., a company that is building a similar business model. Canapar, has partnership with the Department of Agriculture of the University of Catania where the university conducts research and cultivates Hemp, along with other local farmers, for them. Canapar purchases the Hemp biomass wholesale with the goal of extracting CBD for use in health and wellness products. Canapar's extraction and processing facilities are located in Sicily. Canapar has chosen to outsource farming and control the extraction processing in-house. Canapar has opted to use ethanol as its solvent for extracting CBD, whereas H4H is selecting extraction partners specializing in CO₂ due to its safer, cleaner, and more environmentally friendly impact.

Components

Seed costs are \$67,875; this amount is for the full year. Extraction services are expected to be roughly \$7,250/ tonne for 30 tonnes. This also includes freight.

Seeds

The raw material required to produce the Company's products are EU-Approved Hemp Seeds. These seeds are sourced and bought within the European Union. Varieties differ in flavor, aroma, CBD and THC content, and are subject to availability. Chosen EU-approved strains include various varieties of hemp such as Kompolti, Finola, Carmagnola

² <https://thecannabisindustry.org/member-blog-important-things-consider-purchasing-bulk-wholesale-Hemp-derived-phytocannabinoids/>

and Eletta Campana. These seeds are available from many suppliers, but there have been availability issues in recent years.

The Company has already purchased and planted its seeds for the 2019 growing season; and is investigating arrangements for the subsequent growing years.

Suppliers of seeds are currently FINOLA, located in Finland, Canapuglia, located in Italy, and Radice Cubica s.r.l.s. also located in Italy. Prices for these seeds range from \$10-80 CAD per kilogram of seeds (one kilogram being approximately 40,000 seeds).

Intangible Properties

H4H does not currently have patents or other intellectual property.

Cycles

The Company's cultivation and harvesting is seasonal and it is expected to have a single crop within the first year beginning in May and harvesting beginning in September. After a couple of harvests the impact of seasonality will be mitigated as the products, CBD Crude Oil and raw biomass have storage lives of more than a year.

Environmental Protection

The operation of our business has no extraordinary environmental protection requirements. As a result, the Company does not anticipate that any environmental regulations or controls will materially affect the business.

Employees and Specialized Knowledge

At the date of this prospectus, H4H has two employees located in Canada, and five independent contractors.

The nature of our business requires specialized knowledge and technical skill around cultivating, harvesting, and the production of hemp in Italy. The required skill and knowledge to succeed in this area are available to the Company through its current employees, independent contractors, and management.

Foreign Operators

The Company currently conducts 100% of its operations in Italy. For a description of the regulatory environment to which the Company is subject to, see *Cannabis Regulatory Framework in Italy*.

Cannabis Regulatory Framework in Italy and the European Union

On January 1, 2017, Italian Law No 242/2016 ("Law 242") came into effect, which sets out the regulatory framework for hemp cultivation in Italy. Law 242 explicitly outlines certain types of products that can be obtained from hemp cultivation, which include, but are not limited to, food, cosmetics, renewable raw materials, intermediate products for various industries, and crops for research and educational purposes.

Law 242 applies to the cultivation of hemp varieties listed in the European Union Common Catalog of Varieties of Agricultural Plant Species (the "EU-Approved Hemp Seeds") published in accordance with Article 17 of Council Directive 2002/53/EC.³ Pursuant to Article 2, no government authorization is required for cultivating hemp varieties from EU-Approved Hemp Seeds, provided they have a maximum THC content of 0.2%. The government may conduct inspections by means of sampling and laboratory testing in accordance with current European Union (EU) legislation. Article 4 confirms that farmers will not incur any liability if the THC content exceeds 0.2% but is lower than 0.6%, provided that they are otherwise in compliance with the law. Judicial authority may order seizure or destruction of hemp crops with THC content in excess of 0.6%.

³ Law 2 December 2016, n. 242, Article 1.

In September 2018, a memo was issued to law enforcement agencies, outlining a zero-tolerance policy towards cannabis retailers. While THC content in hemp *crops* is permitted to fluctuate between 0.2% and 0.6%, cannabis products with THC content greater than 0.2% are considered narcotics and are subject to confiscation. This also applies to products made from EU-Approved Hemp Seeds.

USE OF AVAILABLE FUNDS

Proceeds

This is a non-offering prospectus. The Company is not raising any funds in conjunction with this Prospectus and, accordingly, there are no proceeds. No proceeds will be realized by the Company upon the conversion of the Special Warrants to Units.

The Company has sold a total of 392,000 Special Warrants at \$0.20 per Special Warrants, for aggregate gross proceeds of \$78,400. Those funds were made available to the Company upon closing of the Special Warrant financing. The price of the Special Warrants was determined by the Company.

The Company raised total cash proceeds of \$2,832,400 through the sale and distribution of 5,500,001 Shares, 12,670,000 Units and 392,000 Special Warrants. See “*Prior Sales*” for details of those distributions.

To date, the Company has used the funds received from the sale of its Shares, Units and Special Warrants as follows:

Use of Funds	Funds Expended
Finders’ fees as associated with raising capital	\$ 156,960
Communications and Marketing	58,006
Research	27,750
Professional fees – legal and accounting	107,604
Deposit under Production Agreement (€3000 per ha)	388,527
Deposit on Seeds	67,875
General and Administrative expenses	143,722
Total	\$ 950,444

The Company expects to use the remainder of its net available funds as follows:

Use of Funds	Funds to be Expended ¹
Balance of Farming Costs (€ 300,000)	\$ 450,000
Balance of purchase price of Seeds (€ 60,000)	\$ 90,000
Consulting and Technical (€ 100,000)	\$ 150,000
License/Lobby (€ 70,000)	\$ 105,000
Operational/Facility Expenses – Italy (€ 125,000)	\$ 187,500
Regulatory and filing fees – CSE	\$ 50,000
General and Administrative expenses	\$ 690,000
Unallocated Working Capital	\$ 159,456
Total	\$2,832,400

1. Based on a conversion rate of 1.5C\$ for each 1.0€.

General and Administrative Expenses

The Company's working capital available to fund ongoing operations will be sufficient to fund the business milestones and objectives and administrative costs for the next 12 months. Estimated general and administrative expenditures during this period are comprised of the following:

Expense	\$
Executive and administrative salaries	60,000
Professional and consulting fees	180,000
Marketing, advertising and investor relations	300,000
Rent and general office expenses	90,000
Advisory Board Consultants ¹	60,000
Total:	690,000

1. The Company currently has three advisory board members who will be assisting the Company in its current and future operations.

DIVIDEND POLICY

H4H has not paid any dividends on its Common Shares, and the Board does not expect to declare or pay any dividends on the Common Shares in the foreseeable future. Payment of any dividends will be dependent upon the Company's future earnings, its financial condition, and other factors that the Board determines are relevant.

SELECTED FINANCIAL INFORMATION AND MANAGEMENT DISCUSSION AND ANALYSIS

Description of Business

The Company's business is described above, and focuses solely on (i) growing and cultivating Hemp in the Tuscany area of Italy, (ii) processing of the Hemp to derive CBD, and (iii) manufacturing and selling CBD based products.

Overall Performance

The Company is a start-up venture. Its only operations to date have been (i) engaging management, (ii) raising sufficient financing to initiate its business plan, (iii) entering into a growing and cultivation agreement with an Italian farmers' cooperative, (iv) acquiring the hemp seed, and (v) having the farmers plant the seeds. As such, the Company's financial statements are relatively simple, and reflect the above initial operations only.

Significant Acquisitions and Dispositions

To date, the Company has entered into one material contract, namely the Production Agreement (*See "Production Agreement."*)

Selected Financial Information

The following table summarizes selected financial data from H4H financial statements for the period from incorporation on October 1, 2018 to April 30, 2019, and should be read in conjunction with such statements and related notes, contained in this Prospectus:

Item	Period from Incorporation (October 1, 2018) to April 30, 2019
Revenues	-
Expenses	(\$236,584)
Net Loss	(\$236,584)
Current Assets	\$2,172,493
Total Assets	\$2,172,493
Current Liabilities	\$31,277
Working Capital	\$2,141,216
Shareholders' Equity	\$2,141,216
Number of Shares Outstanding at Period End	18,460,000

Additional Disclosure for Venture Companies without Significant Revenue

As H4H has had no revenue from operations since incorporation, the following is a breakdown of the material costs incurred since its incorporation on October 1, 2018 to April 30, 2019 (CAD):

- (a) Payments under the Production Agreement - \$400,000
- (b) Purchase of Seeds – \$38,284
- (c) Licenses/Permits/Legal – \$53,540
- (d) Finders' Fees & Commissions on financings - \$151,700

Results of Operations

During the period from October 1, 2018 (date of incorporation) to April 30, 2019, H4H incurred a net loss of \$236,584, due primarily to the expenses noted above.

As a non-reporting Company, H4H has not prepared any interim or quarterly financial statements since its inception.

Liquidity and Capital Resources

H4H manages its capital to maintain its ability to continue as a going concern, with a long-term view of providing returns to shareholders and benefits to other stakeholders. The capital structure of H4H consists of cash and equity comprised of issued share capital and deficit. H4H will manage its capital structure and make adjustments to it in light of economic conditions and financial needs.

Working Capital

As of April 30, 2019, H4H had positive working capital of \$2,141,216, including \$1,551,062 of available cash, and \$31,277 of accounts payable.

Cash

On April 30, 2019, H4H had available cash of \$1,551,062. Management of cash balances is conducted in-house based on internal investment guidelines. Cash is deposited with major Canadian financial institutions. Cash required for immediate operations is held in a chequing account. Excess funds may be invested in conservative money market instruments that bear interest and carry a low degree of risk, such as treasury bills, money market funds, bank

guaranteed investment certificates and bankers' acceptance notes. The objective of these investments is to preserve funds for the use in and the advancement of the H4H's business.

Cash Used in Operating Activities

Net cash used in operating activities during the period ended April 30, 2019 was \$811,738. Cash was mostly spent on the costs of setting up operations in Italy, farmer deposits, purchasing seeds for planting and deposit on equipment. See "*Use of Available Funds.*"

Cash Generated by Financing Activities

Total net cash generated by financing activities during the period ended April 30, 2019 was \$2,362,800, net of issuance costs, which consisted of funds obtained through the issuance of Shares.

Outstanding Share Data

H4H's authorized share capital consists of an unlimited number of Shares without par value.

As of the date of this Prospectus, the issued and outstanding securities of the Company consists of 19,670,001 Shares, 7,119,800 warrants, and 392,000 Special Warrants.

Transactions with Related Parties

During the period ended April 30, 2019, the Company incurred operational expenses totaling \$2,500 through the issuance of 250,000 common shares to companies controlled by directors and officers of the Company.

Off-Balance Sheet Arrangements

There are no off-balance sheet arrangements pertaining to H4H.

Additional Disclosure for Venture Companies without Significant Revenue

H4H has not had any revenues from its operations since its incorporation.

Additional Disclosure for Junior Companies

H4H has had negative cash flow since its inception, and it expects to continue to have negative cash flow for the foreseeable future. H4H expects its currently available cash on hand will be sufficient to fund the first harvesting.

DESCRIPTION OF THE SECURITIES DISTRIBUTED

Authorized and Issued Share Capital

The Company's authorized share capital consists of an unlimited number of Shares of which 19,670,001 Shares are issued and outstanding. In addition there are 7,119,800 Warrants and 392,000 Special Warrants outstanding as of the date of this Prospectus. There are no options or other securities convertible to Shares outstanding, other than as above stated.

Common Shares

All of the Shares rank equally as to voting rights, participation in a distribution of the assets of H4H on the liquidation, dissolution or winding-up of H4H and the entitlement to dividends. The holders of the Shares are entitled to receive notice of all meetings of shareholders and to attend and vote such Shares at the meetings. Each Share carries with it the right to one vote. The Shares do not have pre-emptive rights and are not subject to redemption. Holders of the Shares are entitled to receive such dividends as may be declared by the Board out of funds legally available therefore.

In the event of dissolution or winding up of the affairs of H4H, holders of the Shares are entitled to share ratably in all assets of the Company remaining after payment of all amounts due to creditors.

Special Warrants

As at the date of this Prospectus, the Company has 392,000 Special Warrants issued and outstanding. The Special Warrants will automatically convert into Units without any further action or payment on the part of the Holder on the earlier of (i) the first business day following the day on which a receipt for a (final) prospectus has been issued to the Company by or on behalf of the securities regulatory authorities in a province of Canada or such other jurisdiction(s) as may be determined by the Company or, (ii) four months following the date of issuance of the Special Warrants. All of the outstanding Special Warrants were issued on July 10, 2019.

Each holder of a Special Warrant has a contractual right of rescission of the prospectus-exempt transaction under which the Special Warrant was initially acquired. The contractual right of rescission provides that if a holder of a Special Warrant who receives a H4H Unit on conversion of the Special Warrant as provided for in this Prospectus is, or becomes, entitled under the securities legislation of a jurisdiction to the remedy of rescission because this Prospectus or an amendment to this Prospectus containing a misrepresentation:

- (a) the holder is entitled to rescission of both the holder's conversion of its Special Warrants and the private placement transaction under which the Special Warrants were initially acquired,
- (b) the holder is entitled in connection with the rescission to a full refund of all consideration paid on the acquisition of the Special Warrant, and
- (c) if the holder is a permitted assignee of the interest of the original Special Warrant subscriber, the holder is entitled to exercise the rights or rescission and refund as if the holder was the original subscriber.

Warrants

The Company previously issued an aggregate of 6,335,000 Warrants in conjunction with its private placement of Shares in April and May, 2019. See "*Prior Sales*" for details of the Warrants sold. Each Warrant entitles the holder thereof to acquire one Share at \$0.30 for two years following the date of issuance.

Finder's Warrants

An aggregate of 784,800 Finder's Warrant are outstanding; each entitling the holder to acquire one Share at \$0.30 for 24 months from the date of issue.

CONSOLIDATED CAPITALIZATION

The following table sets forth the share and loan capital of H4H as at the dates below. The table should be read in conjunction with and is qualified in its entirety by the Company's audited financial statements for the year ended April 30, 2019.

Description	Amount Authorized or to be Authorized	Outstanding as at April 30, 2019	Outstanding as at the date of this Prospectus	Outstanding upon Completion of the Prospectus
Common Shares	Unlimited	18,460,001	19,670,001	20,062,001
Warrants	n/a	5,730,000	6,335,000	6,335,000
Finder's Warrants	n/a	746,000	784,800	784,400
Special Warrants	Unlimited	nil	392,000	nil
Options	10% of outstanding common shares	nil	nil	nil

OPTIONS TO PURCHASE SECURITIES

As at the date of this Prospectus, there are no Options outstanding.

Stock Option Plan

The Board has adopted the Stock Option Plan, as a means to provide incentive to eligible directors, officers, employees and consultants. The purpose of the Stock Option Plan is to advance the interests of the Company by encouraging equity participation in the Company through the acquisition of Shares. The Stock Option Plan is administered by the Board and Options are granted at the discretion of the Board to eligible Optionees.

Eligible Optionees

To be eligible to receive a grant of Options under the Stock Option Plan, an Optionee must be either a director, officer, employee, consultant, or an employee of a company providing management or other services to the Company or a subsidiary at the time the Option is granted.

Restrictions

The Stock Option Plan is a 10% rolling plan and the total number of Shares issuable upon exercise of Options under the Stock Option Plan cannot exceed 10% of the Company's issued and outstanding Shares on the date on which an Option is granted, less Shares reserved for issuance on exercise of Options then outstanding under the Stock Option Plan. The following is a summary of the material terms of the Stock Option Plan:

- (a) The Company must not grant Options to any one Optionee in any 12-month period that exceeds 5% of the outstanding Shares, unless the Company has obtained disinterested shareholders' approval.
- (b) The aggregate number of Options granted to persons providing investor relations activities in any 12 month period must not exceed 2% of the outstanding Shares calculated at the date of the grant.
- (c) The Company must not grant Options to any one Consultant in any 12 month period that exceeds 2% of the outstanding Shares calculated at the date of the grant of the Options.
- (d) The aggregate number of Shares reserved for issuance under Options granted to Insiders must not exceed 10% of the outstanding Shares unless the Company has obtained disinterested shareholder approval.
- (e) The number of Shares issued to Insiders upon exercise of Options in any 12 month period must not exceed 10% of the outstanding Shares unless the Company has obtained disinterested shareholder approval.
- (f) The issuance to any one Optionee within a 12 month period of a number of Shares must not exceed 5% of outstanding Shares unless the Company has obtained disinterested shareholder approval.
- (g) The exercise price of an Option previously granted to an Insider must not be reduced, unless the Company has obtained disinterested shareholder approval.
- (h) The Company may implement such procedures and conditions as the Board deems appropriate with respect to withholding and remitting taxes imposed under applicable law, or the funding of related amounts for which liability may arise under such applicable law.
- (i) All Options granted under the Stock Option Plan expire on a date not later than 10 years after the issuance of such Options. However, should the expiry date for an Option fall within a trading blackout period (generally meaning circumstances where material information is not yet public), then within nine business days following the expiration of such blackout period.
- (j) Options will expire within 90 days (or such other time, not to exceed one year, as shall be determined by the Board as at the date of grant or agreed to by the Board and the Optionee at any time prior to expiry of the Option), after the date the Optionee ceases to be employed by or provide services to the Company, but only to the extent that such Option was vested at the date the Optionee ceased to be so employed by or to provide services to the Company.
- (k) If an Optionee is dismissed from employment or service for cause, such Optionee's Options, whether or not vested at the date of dismissal, will immediately terminate without right of exercise.

- (l) If an Optionee dies, any vested Options held by him or her at the date of death will become exercisable by the Optionee's lawful personal representatives, heirs or executors until the earlier of one year after the date of death of such Optionee and the date of expiration of the term otherwise applicable to such Options.
- (m) Vesting of Options shall be at the discretion of the Board, and will generally be subject to the Optionee remaining as a director, or employed by or continuing to provide services to the Company, and may, at the discretion of the Board, be subject to achieving certain milestones as set by the Board from time to time or receiving a satisfactory performance review by the Company during the vesting period.
- (n) In the event of a take-over bid being made to the shareholders generally, immediately upon receipt of the notice of the take-over bid, the Company shall notify each Optionee of the full particulars of the take-over bid, and all outstanding Options may become exercisable, notwithstanding the vesting terms contained in the Stock Option Plan, subject to regulatory approval.
- (o) The Board reserves the right in its absolute discretion to amend, suspend, terminate or discontinue the Stock Option Plan with respect to all Shares reserved under the Stock Option Plan in respect of Options which have not yet been granted.

Under the Stock Option Plan, the Board may do the following, without obtaining shareholder approval:

- (a) amend the Stock Option Plan to correct typographical, grammatical or clerical errors;
- (b) change the vesting provisions of an Option granted under the Stock Option Plan, if applicable;
- (c) change the termination provision of an Option granted under the Stock Option Plan if it does not entail an extension beyond the original expiry date of such Option;
- (d) make such amendments to the Stock Option Plan as are necessary or desirable to reflect changes to securities laws applicable to the Company;
- (e) make such amendments as may otherwise be permitted by regulatory authorities;
- (f) if the Company becomes listed or quoted on a stock exchange or stock market senior to the CSE, make such amendments as may be required by the policies of such senior stock exchange or stock market; and
- (g) amend the Stock Option Plan to reduce the benefits that may be granted to Optionees.

PRIOR SALES

The following tables lists the securities issued by the Company since the date of its incorporation:

SHARES				
Date (mm/dd/yyyy)	Number of Shares	Price per Shares (\$)	Proceeds (\$)	Reason for Issuance
10/01/2018	1	\$0.01	\$0.01	Incorporator's Share
11/02/2018	1,500,000	\$0.01	\$15,000	Private Placement
11/02/2018	250,000	\$0.01	\$2,500	Finder's Fee
11/02/2018	1,250,000	\$0.01	\$12,500	Shares for Services
11/10/2018	3,900,000	\$0.05	\$195,000	Private Placement
12/01/2018	100,000	\$0.10	\$10,000	Private Placement
04/26/2019	11,460,000	\$0.20	\$2,292,000	Private Placement
05/06/2019	1,210,000	\$0.20	\$242,000	Private Placement
Total	19,670,001		\$2,769,000	

WARRANTS				
Date (mm/dd/yyyy)	Number of Warrants	Number of Shares Issuable on Exercise of Warrants	Exercise Price	Expiry Date (mm/dd/yyyy)
04/26/2019	5,730,000	5,730,000	\$0.30	04/26/2021
04/26/2019	746,000 ¹	746,000	\$0.30	04/26/2021
05/06/2019	605,000	605,000	\$0.30	05/06/2021
05/06/2019	38,800 ¹	38,800	\$0.30	05/06/2021
Total	7,119,800	7,119,800		

1. Finder's Warrants.

SPECIAL WARRANTS				
Date (mm/dd/yyyy)	Number of Special Warrants	Price per Special Warrant (\$)	Proceeds (\$)	Reason for Issuance
07/10/2019	392,000	\$0.20	\$78,400	Private Placement
Total	392,000		\$78,400	

Trading Price and Volume

The Company's Shares are not currently listed and do not trade on any stock exchange. The Company is in the process of applying to have its Shares listed on the CSE; it is anticipated that such listing will be subject to the Company satisfying all listing conditions of the CSE.

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

Escrow under CSE Policies

In accordance with the CSE Policies and NP 46-201, all Shares held by "principals" as of the Listing Date will be subject to escrow restrictions. The "principals" of H4H will include its directors, officers, promoters, and any persons that beneficially own, either directly or indirectly, or exercise voting control or direction over at least 10% of the outstanding Shares. Under s.3.6 of NP 46-201, a "principal" that holds Shares that carry less than 1% of the voting rights attached to all outstanding Shares after the Transaction is exempt from the escrow requirements.

The CSE Policies require that the Escrow Securities be governed by the form of escrow agreement prescribed under NP 46-201. Under that policy, H4H will be an "Emerging Issuer". Pursuant to the Escrow Agreement, among the Company, the Escrow Agent, and the principals, the Escrow Securities will be released as to 10% on the Listing Date, with an additional 15% every six months thereafter, over 36 months.

The Escrow Securities may not be sold, assigned, hypothecated, transferred within escrow or otherwise dealt with in any manner without the consent of the CSE.

The following sets forth the principals who will be subject to the Escrow Agreement on the Listing Date.

Name and Municipality of Residence	Number of Shares to be held in Escrow	Percentage of Shares held in Escrow¹
Robert Eadie <i>Mexico City</i>	2,880,001	14.36%
Gary Arca <i>Delta, B.C.</i>	1,120,000	5.58%
TOTAL	4,000,000	19.94%

(1) Based on 20,062,001 Shares being outstanding upon the Listing Date.

Each of Gina Pala (holding 100,000 Units) and Emiliano Vanni (holding 200,000 Shares) will be exempt from escrow restrictions as they each will hold less than 1% of the outstanding Shares as of the Listing Date.

If at any time the Company meets the definition of an “Established Issuer”, as set out in NP 46-201, the Escrow Securities will be eligible for accelerated and retroactive release on the basis of 25% as of the Listing Date and 25% every six months thereafter over 18 months.

Under the terms of the Escrow Agreement, Escrow Securities cannot be transferred by the holder unless permitted under the Escrow Agreement. Notwithstanding this restriction on transfer, a holder of Escrow Securities may (a) pledge, mortgage or charge the Escrow 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 the Escrow Securities; (c) receive dividends or other distributions on the Escrow Securities; and (d) exercise any rights to exchange or convert the Escrow Securities in accordance with the Escrow Agreement.

The Escrow Securities may be transferred within escrow to: (a) subject to approval of the Board, an individual who is an existing or newly appointed director or senior officer of the Company or of a material operating subsidiary of Company; (b) subject to the approval of the Board, a person that before the proposed transfer holds more than 20% of the voting rights attached to the Company’s outstanding securities; (c) subject to the approval of the Board, a person 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 Company or any of its material operating subsidiaries; (d) upon the bankruptcy of a holder of Escrow Securities, the holder’s Escrow Securities may be transferred within escrow to the trustee in bankruptcy or other person legally entitled to such securities; (e) upon the death of a holder of Escrow Securities, all Escrow Securities of the deceased holder will be released from escrow to the deceased holder’s legal representative; (f) a financial institution that the holder pledged, mortgaged or charges to a financial institution as collateral for a loan on realization of such loan; and (g) a RRSP, 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 holders 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 Escrow Securities pursuant to a share exchange, which includes a take-over bid, issuer bid, statutory arrangement, amalgamation, merger or other reorganization similar to an amalgamation or merger, are permitted. Escrow Securities subject to a share exchange will continue to be escrowed if the successor entity is not an “exempt Company”, the holder is a Related Person of the successor entity; and the holder holds more than 1% of the voting rights of the successor entities’ outstanding securities.

Securities Subject to Resale Restrictions

Other than as mentioned above, no securities of the Company will be subject to resale restrictions.

PRINCIPAL SHAREHOLDERS

To the knowledge of H4H, our directors and officers, following conversion of the outstanding Special Warrants, no person will beneficially own, directly or indirectly, or have control or direction over, Shares carrying more than 10% of the votes attached to all outstanding Shares, except:

Name,	Number & Percentage of Shares Owned or Controlled
Robert Eadie	2,880,001 / 14.36%

DIRECTORS AND EXECUTIVE OFFICERS

Name, Occupation and Security holdings

The following table sets out the name, province and country of residence, position or offices held with the Company, date appointed, number and percentage of voting securities in the Company that each of its directors and executive officers beneficially owns, directly or indirectly, or exercises control over, as at the date of this Prospectus. This table also includes the principal occupation, business or employment of such persons over the last five years:

Name, Position and Province and Country of Residence	Date of Appointment to Office	Principal Occupation for Past Five Years	Number & Percentage of Shares Owned or Controlled ²
Robert Eadie ⁽¹⁾ President and Director <i>Mexico City, Mexico</i>	Oct. 1, 2018	Director, President & CEO of Starcore International Mines Ltd., since January 2007 to present. President of the Company. Director and officer of several publicly traded companies listed on the TSX-V and CSE	2,880,001/ 14.36%
Gary Arca CFO, Corporate Secretary and Director <i>British Columbia, Canada</i>	Nov. 5, 2018	Director & CFO of Starcore International Mines Ltd. since January 2006 to present. CFO of the Company. Director and officer of several publicly traded companies listed on the TSX-V, TSX and CSE. Member of Chartered Professional Accountants of Canada and Chartered Professional Accountants of B.C.	1,120,000/ 5.58%
Gina Pala ⁽¹⁾ Director <i>British Columbia, Canada</i>	June 30, 2019	Currently a Principal at AlliedOne Consulting since 2018 and Interim CIO at the Financial Institutions Commission since 2019. Prior thereto, Senior Vice President, Information Technology at BC Investment Management Corporation from 2010 to 2017.	100,000 0.5%
Emiliano Vanni ⁽¹⁾ Director <i>Arezzo, Italy</i>	June 30, 2019	Manager at Italpreziosi SPA (Italy) from May 2018 to present. Prior thereto, Head of Sales for IGR Germany GmbH from August 2016 – April 2018. Business Head of Precious Metals for Italpreziosi from May 2011 to September 2015.	200,000 / 1.00%

1. Audit Committee Member

2. Percentages based on 20,062,001 Shares outstanding following the conversion of the Special Warrants.

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

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Other than as disclosed below, none of our directors or executive officers are, as at the date of this Prospectus, or have been within 10 years before the date of this Prospectus, a director, chief executive officer or chief financial officer of any company (including the Company) that:

- (a) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, 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 a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, 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;

In February 2016, Starcore International Mines Ltd. ("Starcore") was the subject of an administrative enforcement action by the Securities & Exchange Commission in the United States (the "SEC"), due to its failure to meet its reporting obligations under the U.S. Securities Exchange Act of 1934, as amended (the "Exchange Act") which resulted in revocation of its Exchange Act registration by order of the SEC pursuant to section 12(j) of the Exchange Act. On August 12, 2016, Starcore filed a registration statement on Form 20-F with the SEC for the purpose of registering its common shares under section 12(g) of the Exchange Act. The registration statement became effective on October 11, 2016, on which date Starcore became subject to the reporting requirements under Section 13(a) of the Exchange Act. At the time of the enforcement action by the SEC, Messrs. Eadie and Arca were directors of Starcore.

None of our directors, executive officers or any shareholder holding a sufficient number of our securities to affect materially the control of the Company:

- (a) is, as at the date of this Prospectus, or has been within the 10 years before the date of this Prospectus, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets;
- (b) has, within the 10 years before the date of this Prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder;
- (c) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (d) has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Conflicts of Interest

The directors of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interests, which they may have in any project or opportunity of the Company. If a conflict of interest arises, a director must disclose his interest and abstain from voting on such matter. Conflicts, if any, will be subject to the procedures and remedies as provided under the BCBCA.

To the best of the Company's knowledge, and other than as disclosed in this Prospectus, there are no known existing or potential conflicts of interest between the Company and its directors and officers except that certain of the directors and officers may serve as directors and/or officers of other companies, and therefore it is possible that a conflict may arise between their duties to the Company and their duties as a director or officer of such other companies.

Management

A description of the principal occupation for the past five years and summary of the experience of the directors and officers of the Company is as follows:

ROBERT EADIE, *President and Director*

Mr. Eadie, age 53, has been a director and our President since October 1, 2018. Mr. Eadie is a self-employed business owner, and has been President, CEO and a director of Starcore International Mines Ltd., a company listed on the Toronto Stock Exchange, since October 2003. Mr. Eadie is also a director and officer of several publicly traded companies listed on the TSX Venture Exchange and CSE.

Mr. Eadie is not an employee of the Company, and, in his capacity as President, will dedicate a minimum of 35% of his time to the affairs of the Company. Mr. Eadie is not currently subject to any employment agreement or other written non-competition or confidentiality agreement with the Company.

GARY ARCA, *CFO, Corporate Secretary and Director*

Mr. Arca, age 58, has been a director of the Company, and its Chief Financial Officer and Corporate Secretary, since November 5, 2018. He has over 30 years of management and accounting experience. He is currently a director and CFO of Starcore International Mines Ltd., a company listed on the Toronto Stock Exchange. Mr. Arca has served as a director and officer of several publicly traded companies listed on the TSX Venture Exchange and CSE over the years. He is a Chartered Professional Accountant (CPA) and is a member of the Chartered Professional Accountants of Canada (since May 1985) and Chartered Professional Accountants of BC.

Mr. Arca is not an employee of the Company, and, in his capacity as CFO, will dedicate a minimum of 30% of his time to the affairs of the Company. Mr. Arca is not currently subject to any employment agreement or other written non-competition or confidentiality agreement with the Company.

GINA PALA, *Director*

Ms. Pala is a Senior IT Executive with over 15 years in both the public and private sectors specializing in financial services and technology. In her current role as Interim CIO at the Financial Institutions Commission, she provides strategic IT advice and leadership. Previously in the role of Senior Vice President, Information Technology at BC Investment Management Corporation (BCIMC), Ms. Pala managed a team of 70+ IT specialists.

Much of Ms. Pala's early career was in the public sector, where she held increasingly progressive roles with the Ministry of Employment and Income Assistance, Ministries of Education and Advanced Education and Ministry of Children & Family Development, where she attained the position of Chief Information Officer. In these roles, she led large teams to deliver numerous strategic projects and provided advice and recommendations to Ministers and Deputy Ministers for effective delivery of business objectives through information management and technology.

Ms. Pala is not an employee of the Company, and, in her capacity as a director, will dedicate approximately 10% of her time to the affairs of the Company. Ms. Pala is not currently subject to any engagement agreement or other written non-competition or confidentiality agreement with the Company.

EMILIANO VANNI, *Director*

With a degree in Economics and Business from the Università degli Studi di Perugia (Italy), Mr. Vanni is currently Manager of Italtreasures, SPA, one of the main operators in the refining, trading and sale of precious metal, bullion and gold coins for investment, located in Arezzo, Italy.

Mr. Vanni is not an employee of the Company, and, in his capacity as a director, will dedicate approximately 10% of his time to the affairs of the Company. Mr. Vanni is not currently subject to any engagement agreement or other written non-competition or confidentiality agreement with the Company.

EXECUTIVE COMPENSATION

Compensation, Philosophy and Objectives

The Company does not have a formal compensation program. The Board will meet to discuss and determine management compensation, without reference to formal objectives, criteria or analysis. The general objectives of the Company's compensation strategy are to: (a) compensate management in a manner that encourages and rewards a high level of performance and outstanding results with a view to increasing long-term shareholder value; (b) align management's interests with the long-term interests of shareholders; (c) provide a compensation package that is commensurate with other companies in the industry to enable the Company to attract and retain talent; and (d) ensure that the total compensation package is designed in a manner that takes into account the constraints that the Company is under by virtue of the fact that it is a start-up company without a history of earnings.

The Board, as a whole, ensures that total compensation paid to all Named Executive Officers ("NEOs"), as hereinafter defined, is fair and reasonable. A "Named Executive Officer" ("NEO") includes: (i) the Company's CEO; (ii) the Company's CFO; (iii) the most highly compensated executive officer, other than the CEO and CFO, who were serving as executive officers as at the end of the most recently completed financial year, and whose total compensation was more than \$150,000; and (iv) any additional individuals for whom disclosure would have been required except that the individual was not serving as an officer of the Company at the end of the most recently completed financial year.

Analysis of Elements

Base salary is used to provide the NEOs a set amount of money during the year with the expectation that each NEO will perform his responsibilities to the best of his ability and in the best interests of the Company.

The Company considers the granting of Options to be a significant component of executive compensation as it allows the Company to reward each NEOs efforts to increase value for shareholders without requiring the Company to use cash from its treasury. Options are generally awarded to executive officers at the commencement of employment and periodically thereafter. The terms and conditions of the Options, including vesting provisions and exercise prices, are governed by the terms of the Stock Option Plan and set at the time of grant.

Long Term Compensation and Option-Based Awards

The Company has no long-term incentive plans other than its Stock Option Plan. The Company's directors, officers, employees and certain consultants are entitled to participate in the Stock Option Plan. The Stock Option Plan is designed to encourage share ownership and entrepreneurship on the part of the senior management and other employees. The Board believes that the Stock Option Plan aligns the interests of the NEO and the Board with shareholders by linking a component of executive compensation to the longer term performance of the Common Shares.

Options are granted by the Board. In monitoring or adjusting the Option allotments, the Board takes into account its own observations on individual performance (where possible) and its assessment of individual contribution to shareholder value, previous Option grants and the objectives set for the NEOs and the Board. The number of Options is generally commensurate to the appropriate level of base compensation for each level of responsibility.

In addition to determining the number of Options to be granted pursuant to the methodology outlined above, the Board also makes the following determinations:

- (a) parties who are entitled to participate in the Stock Option Plan;
- (b) the exercise price for each Option granted, subject to the provision that the exercise price cannot be lower than the prescribed discount permitted by the CSE from the market price on the date of grant;

- (c) the date on which each Option is granted;
- (d) the vesting period, if any, for each Option;
- (e) the other material terms and conditions of each Option grant; and
- (f) any re-pricing or amendment to an Option grant.

The Board makes these determinations subject to and in accordance with the provisions of the Stock Option Plan. The Board reviews and approves grants of Options on an annual basis and periodically during a financial year.

Summary Compensation

Director and Named Executive Officer Compensation

The following information is presented in accordance with National Instrument Form 51-102F6V – *Statement of Executive Compensation – Venture Issuers*, for the period from October 1, 2018 (date of incorporation) to April 30, 2019.

Table of Compensation, Excluding Compensation Securities							
Name and position	Seven months ended	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Robert Eadie <i>President and Director</i>	04/30/19	nil	nil	nil	nil	nil	nil
Gary Arca <i>CFO, Corporate Secretary and Director</i>	04/30/19	nil	nil	nil	nil	nil	nil

Employment, Consulting and Management Agreements

H4H does not have any written employment, consulting or management agreements in place with any of its officers or directors.

Pension Disclosure

H4H does not have (i) any form of pension plan that provides for payments or benefits to NEOs at, following, or in connection with retirement, or (ii) any form of deferred compensation plan.

Intended Changes to Compensation

The Company intends to review its compensation practices and may enter into consulting or employment arrangements with its executive officers.

Compensation for the executives of the Company will be reviewed semi-annually. At each review period, the Board will review executive compensation to ensure compensation packages remain reflective of the current roles and responsibilities, and competitive enough to ensure leading candidates to the executive team can be attracted and retained.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

At no time since the date of the Company's incorporation to the date of this Prospectus, was any director, executive officer or employee of the Company nor any Associate thereof, or any former director, executive officer or employee of the Company, indebted to the Company or indebted to another entity where such indebtedness was the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company.

AUDIT COMMITTEE AND CORPORATE GOVERNANCE

Audit Committee

Composition of the Audit Committee

The members of H4H's Audit Committee are Robert Eadie, Gina Pala and Emiliano Vanni.

A member of the Audit Committee is considered to be "independent" if the member has no direct or indirect material relationship with the Company. A material relationship means a relationship which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment; and generally includes any member of management or significant shareholder. Each of Ms. Pala and Mr. Vanni is considered to be independent, whereas Robert Eadie is not independent by virtue of him being the President of the Company.

A member of the Audit Committee is considered "financially literate" if he or she has the ability to read and understand a set 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. All members are considered to be financially literate.

The Audit Committee's Charter

The Audit Committee must operate pursuant to the provisions of a written charter, which sets out its duties and responsibilities. The following is a summary of such charter:

1. Mandate

The audit committee will assist the Board in fulfilling its financial oversight responsibilities. The audit committee will review and consider in consultation with the auditors the financial reporting process, the system of internal control and the audit process. In performing its duties, the committee will maintain effective working relationships with the Board, management, and the external auditors. To effectively perform his or her role, each committee member must obtain an understanding of the principal responsibilities of committee membership as well and the Company's business, operations and risks.

2. Composition

The Board will appoint from among their membership an audit committee after each annual general meeting of the shareholders of the Company. The audit committee will consist of a minimum of three directors. A majority of the members of the audit committee must not be officers, employees or control persons of the Company.

3. Meetings

The audit committee shall meet in accordance with a schedule established each year by the Board, and at other times that the audit committee may determine. The audit committee shall meet at least annually with the Company's Chief Financial Officer and external auditors in separate executive sessions.

4. Roles and Responsibilities

The audit committee shall fulfill the following roles and discharge the following responsibilities:

4.1 *External Audit*

The audit committee shall be directly responsible for overseeing the work of the external auditors in preparing or issuing the auditor's report, including the resolution of disagreements between management and the external auditors regarding financial reporting and audit scope or procedures. In carrying out this duty, the audit committee shall:

- recommend to the Board the external auditor to be nominated by the shareholders for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company;
- review (by discussion and enquiry) the external auditors' proposed audit scope and approach;
- review the performance of the external auditors and recommend to the Board the appointment or discharge of the external auditors;
- review and recommend to the Board the compensation to be paid to the external auditors; and
- review and confirm the independence of the external auditors by reviewing the non-audit services provided and the external auditors' assertion of their independence in accordance with professional standards.

4.2 *Internal Control*

The audit committee shall consider whether adequate controls are in place over annual and interim financial reporting as well as controls over assets, transactions and the creation of obligations, commitments and liabilities of the Company. In carrying out this duty, the audit committee shall:

- evaluate the adequacy and effectiveness of management's system of internal controls over the accounting and financial reporting system within the Company; and
- ensure that the external auditors discuss with the audit committee any event or matter which suggests the possibility of fraud, illegal acts or deficiencies in internal controls.

4.3 *Financial Reporting*

The audit committee shall review the financial statements and financial information prior to its release to the public. In carrying out this duty, the audit committee shall:

General

- review significant accounting and financial reporting issues, especially complex, unusual and related party transactions; and
- review and ensure that the accounting principles selected by management in preparing financial statements are appropriate.

Annual Financial Statements

- review the draft annual financial statements and provide a recommendation to the Board with respect to the approval of the financial statements;
- meet with management and the external auditors to review the financial statements and the results of the audit, including any difficulties encountered; and
- review management's discussion & analysis respecting the annual reporting period prior to its release to the public.

Interim Financial Statements

- review and approve the interim financial statements prior to their release to the public; and
- review management's discussion & analysis respecting the interim reporting period prior to its release to the public.

Release of Financial Information

- where reasonably possible, review and approve all public disclosure, including news releases, containing financial information, prior to its release to the public.

4.4 Non-Audit Services

All non-audit services (being services other than services rendered for the audit and review of the financial statements or services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements) which are proposed to be provided by the external auditors to the Company or any subsidiary of the Company shall be subject to the prior approval of the audit committee.

Delegation of Authority

The audit committee may delegate to one or more independent members of the audit committee the authority to approve non-audit services, provided any non-audit services approved in this manner must be presented to the audit committee at its next scheduled meeting.

De-Minimis Non-Audit Services

The audit committee may satisfy the requirement for the pre-approval of non-audit services if:

- the aggregate amount of all non-audit services that were not pre-approved is reasonably expected to constitute no more than five per cent of the total amount of fees paid by the Company and its subsidiaries to the external auditor during the fiscal year in which the services are provided; or
- the services are brought to the attention of the audit committee and approved, prior to the completion of the audit, by the audit committee or by one or more of its members to whom authority to grant such approvals has been delegated.

Pre-Approval Policies and Procedures

The audit committee may also satisfy the requirement for the pre-approval of non-audit services by adopting specific policies and procedures for the engagement of non-audit services, if:

- the pre-approval policies and procedures are detailed as to the particular service;
- the audit committee is informed of each non-audit service; and
- the procedures do not include delegation of the audit committee's responsibilities to management.

4.5 Other Responsibilities

The audit committee shall:

- establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters;
- establish procedures for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;
- ensure that significant findings and recommendations made by management and external auditor are received and discussed on a timely basis;
- review the policies and procedures in effect for considering officers' expenses and perquisites;
- perform other oversight functions as requested by the Board; and

- review and update this Charter and receive approval of changes to this Charter from the Board.

4.6 *Reporting Responsibilities*

The audit committee shall regularly update the Board about committee activities and make appropriate recommendations.

5. **Resources and Authority of the Audit Committee**

The audit committee shall have the resources and the authority appropriate to discharge its responsibilities, including the authority to

- engage independent counsel and other advisors as it determines necessary to carry out its duties;
- set and pay the compensation for any advisors employed by the audit committee; and
- communicate directly with the internal and external auditors.

Relevant Education and Experience

Robert Eadie – Mr. Eadie is a director or officer of several companies listed on the Toronto Stock Exchange, TSX Venture Exchange, and Canadian Stock Exchange. His experience in the management of companies, venture capital, acquisitions, joint ventures and mergers provides him with the expertise to understand and evaluate financial statements. Mr. Eadie is not independent, as he serves as President of the Company; but he is financially literate within the meaning of NI 52-110.

Gina Pala – Ms. Pala’s extensive experience with companies in the public and private sectors provides her with the expertise to understand and evaluate financial statements. Ms. Pala is independent.

Emiliano Vanni – Mr. Vanni is currently manager of one of the major operators in the refining, trading and sale of precious metal, bullion and gold coins for investment, located in Arezzo, Italy. His education in Economics and Business and his experience in managing a major enterprise provide him with the expertise to understand and evaluate financial statements. Mr. Vanni is independent.

External Auditor Service Fees

Fees billed for audit and non-audit services to H4H in the fiscal period ended April 30, 2019 are:

Nature of Services	Fees Billed
Audit Fees ¹	\$Nil
Audit-Related Fees ²	-
Tax Fees ³	-
All Other Fees ⁴	-
Total	\$Nil

1. “Audit Fees” include fees necessary to perform the annual audit of the Company’s financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
2. “Audit-Related Fees” include services that are traditionally performed by the auditor, including employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
3. “Tax Fees” include fees for all tax services other than those included in “Audit Fees” and “Audit-Related Fees”. This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes

assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.

4. “All Other Fees” include all other non-audit services.

Exemption

The Company will be relying upon the exemption in section 6.1 of NI 52-110 in respect of the composition of its Audit Committee and in respect of its reporting obligations under NI 52-110. This exemption exempts a “venture issuer” from the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of that instrument, as would otherwise be required by NI 52-110.

Corporate Governance

Corporate governance relates to the activities of the Board, 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 and who are charged with the day-to-day management of the Company. Corporate governance encourages establishing a reasonable degree of independence of the Board from executive management and the adoption of policies to ensure the Board recognizes the principles of good management. The Board is committed to sound corporate governance practices, which are in the interest of its shareholders and contribute to effective and efficient decision making.

NI 58-201 *Corporate Governance Guidelines* (“NI 58-201”) establishes corporate governance guidelines which apply to all public companies. The Company will review its own corporate governance practices in light of these guidelines. The Company will continue to review and implement corporate governance guidelines as the business of the Company progresses and becomes more active in operations. NI 58-101 mandates disclosure of corporate governance practices in Form 58-101F2, which disclosure is set out below.

Board of Directors

The mandate of the Board is to supervise the management of the Company and to act in the best interests of the Company. In this regard, the Board acts in accordance with (i) the BCBCA; (ii) the Company’s articles of incorporation; and (iii) other applicable laws and Company policies.

The Board approves all significant decisions that affect the Company before they are implemented. The Board supervises their implementation and reviews the results.

The Board is actively involved in the Company’s strategic planning process. The Board discusses and reviews all materials relating to the strategic plan with management. The Board is responsible for reviewing and approving the strategic plan. At least one Board meeting each year is devoted to discussing and considering the strategic plan, which takes into account the risks and opportunities of the business. Management must seek the Board’s approval for any transaction that would have a significant impact on the strategic plan.

The Board periodically reviews the Company’s business and implementation of appropriate systems to manage any associated risks, communications with investors and the financial community and the integrity of the Company’s internal control and management information systems. The Board also monitors the Company’s compliance with its timely disclosure obligations and reviews material disclosure documents prior to distribution. The Board periodically discusses the systems of internal control with the Company’s external auditor.

The Board is responsible for choosing the CEO, CFO and appointing senior management and for monitoring their performance and developing descriptions of the positions for the Board, including the limits on management’s responsibilities and the corporate objectives to be met by the management.

The Board approves all the Company’s major communications, including annual and quarterly reports, financing documents and press releases. The Board approves the Company’s communication policy that covers the accurate and timely communication of all important information. It is reviewed annually.

The Board, through its Audit Committee, examines the effectiveness of the Company's internal control processes and management information systems. The Board consults with the external auditor and management of the Company to ensure the integrity of these systems.

The Board is responsible for determining whether or not each director is an independent director.

Directorships

Mr. Eadie is currently a director and an officer of the following publicly listed companies:

- Starcore International Mines Ltd. (TSX), since October 2003
- iMining Blockchain and Cryptocurrency Inc. (TSX-V), since June 2007
- Bond Resources Inc. (CSE), since December 2010

Mr. Arca is currently a director and an officer of the following publicly listed companies:

- Starcore International Mines Ltd. (TSX), since January 2006
- iMining Blockchain and Cryptocurrency Inc. (TSX-V), since June 2007
- Bond Resources Inc. (CSE), since January 2018

Orientation and Continuing Education

When new directors are appointed, they will receive an orientation, commensurate with their previous experience, on the Company's properties, business, technology and industry and on the responsibilities of directors. The Board briefs all new directors with respect to the Board's policies and other relevant corporate and business information. New Board members are also provided with access to all of the Company's publicly filed documents, the Company's records, and the Company's management and professional advisors, including the Company's auditor and legal counsel.

The Board also ensures that each director is up-to-date with current information regarding the Company's business, the role the director is expected to fulfill, and basic procedures and operations of the Board. Board members are encouraged to communicate with management and the Company's auditor.

Ethical Business Conduct

The Board has not adopted a written code of business conduct and ethics for its directors, officers and employees. A director with a material interest in a transaction or agreement considered by the Corporation is required to declare and fully disclose his interest, refrain from participating in any discussion of such matters and abstain from voting on any resolutions respecting such matters. The Board also believes that the skill and knowledge of Board members and advice from counsel ensure that non-conflicted directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest. Directors and officers are required to disclose dealings in the industry in which the Company operates.

Nomination of Directors

The Board is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual meeting of shareholders.

New nominees will generally have some expertise in an area of strategic interest to the Company, the ability to devote the time required, shown support for the Company's mission and strategic objectives, and a willingness to serve.

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

Other Board Committees

The Board is not expected to have any committees other than the Audit Committee.

Assessments

The Board does not anticipate establishing any formal means of assessing the performance of each individual director.

PLAN OF DISTRIBUTION

The Company previously completed private placements of a total of 392,000 Special Warrants sold at \$0.20 per Special Warrant. The price for the Special Warrants was determined by the Company based on market conditions and its capital structure. The Special Warrants were distributed pursuant to available prospectus and registration exemptions.

Each Special Warrant entitles the holder to automatically receive, without payment of additional consideration and without further action on the part of the holder, and subject to adjustment, one Unit upon the earlier of (the “**Conversion Date**”) (i) four months following the date of issuance of such Special Warrants; or (ii) the Company obtaining (A) a receipt for a final Prospectus, and (B) conditional approval for listing on the Exchange.

The Company will not receive any additional proceeds with respect to the Units distributed on conversion of the Special Warrants.

The number of Units issuable on conversion of the Special Warrants will be adjusted upon the occurrence of certain events, including any capital reorganization, reclassification, subdivision or consolidation of the capital stock of the Company, or any merger, amalgamation or other corporate combination of the Company with one or more other entities, or of any other events in which new securities of any nature are delivered in exchange for the issued Shares.

Each Unit will comprise of one Share and one-half of one Warrant. Each whole Warrant will entitle the holder, on exercise, to purchase one Warrant Share for a period of 24 months following the Conversion Date, at the exercise price of \$0.30 per share; **provided that** in the event the Company’s Shares are listed for trading on the Exchange, and the closing price of such Shares is equal to or greater than \$0.50 per Share for 30 consecutive trading days, the Company may, by notice to the Warrant holders (which notice may be by way of general news release), reduce the remaining exercise period of the Warrants to not less than 30 days following the date of such notice.

The certificates representing the Warrants will, among other things, include provisions for the appropriate adjustment in the class, number and price of the Warrant Shares issued on exercise of the Warrants upon the occurrence of certain events, including any subdivision, consolidation or reclassification of the Company’s common shares, the payment of stock dividends and the amalgamation of the Company.

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 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 of Canada and the United States of America.

The Company is in the process of applying to list its Common Shares on the CSE. It is anticipated that the listing of its Shares on the CSE will be subject to the Company satisfying all of the listing conditions of the CSE.

RISK FACTORS

Limited Operating History

The Company has no history of operations and is considered a start-up company. As such, the Company is subject to many risks common to such enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources and lack of revenues. There is no assurance that the Company will be

successful in achieving a return on shareholders' investment and the likelihood of the Company's success must be considered in light of its early stage of operations.

Market Price of Securities

There is no public market for the Company's securities. Securities markets have a high level of price and volume volatility, and the market price 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. Securities of companies in the cannabis industry have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors include global economic developments and market perceptions of the cannabis industry. There can be no assurance that continuing fluctuations in price will not occur.

Future Sales or Issuances of Securities

The Company may issue additional Shares or offer other securities in offerings to finance future activities. The Company cannot predict the size of future issuances of securities or the effect, if any, that future issuances and offerings of securities will have on the market price. With any additional sale or issuance of Shares, investors will suffer dilution to their voting power and the Company may experience dilution in its earnings per share.

Risks Relating to the Company's Business and Industry

Success of Quality Control Systems

The quality and safety of the Company's products are critical to the success of its business and operations. As such, it is imperative that the Company's (and its service providers) quality control systems operate effectively and successfully. Quality control systems can be negatively impacted by the design of the quality control systems, the quality training program, and non adherence by employees to quality control guidelines. Any significant failure or deterioration of such quality control systems could have a material adverse effect on the Company's business and operating results.

Positive Test for THC or Banned Substances

The Company's products are made from Hemp, which contains THC. As a result, certain of the Company's products may contain low levels of THC. THC is a banned substance in many jurisdictions. Moreover, regulatory framework for legal amounts of consumed THC is evolving. Whether or not ingestion of THC (at low levels or otherwise) is permitted in a particular jurisdiction, there may be adverse consequences to end users who test positive for trace amounts of THC attributed to use of the Company's products. In addition, certain metabolic processes in the body may cause certain molecules to convert to other molecules which may negatively affect the results of drug tests. Positive tests may adversely affect the end user's reputation, ability to obtain or retain employment and participation in certain athletic or other activities. A claim or regulatory action against the Company based on such positive test results could adversely affect the Company's reputation and could have a material adverse effect on its business and operational results.

Weather Patterns and Agricultural Operations Risks

The Company's business can be affected by unusual weather patterns. The Company's initial operations will be conducted in Italy. Italy has recently been subject to episodes of severe heat and drought. Growing seasons, yields and harvesting operations can be impacted by weather patterns. In addition, severe weather, including drought and hail, can destroy a crop, which could result in the Company having no or limited Hemp to process. If the Company is unable to harvest Hemp through its contract farming arrangements, its ability to meet customer demand, generate sales, and maintain operations will be impacted. It may not be practicable for the Company to source adequate, or any, replacement Hemp to produce its downstream products.

The Company's business is dependent on the outdoor growth and production of Hemp, an agricultural product. As such, the risks inherent in engaging in an agricultural business apply. Potential risks include low yields, the risk that crops may become diseased or victim to insects or other pests and contamination, or subject to extreme weather conditions such as excess rainfall, freezing temperature, or drought, all of which could result in low crop yields, decreased availability of Hemp, and higher acquisition prices. The Company's ability to obtain adequate (or any) insurance relating to the foregoing risks may be limited. There can be no guarantee that an agricultural event will not adversely affect the Company's business and operating results.

Other Agricultural Production Risks

Agricultural production by its nature contains elements of risks and uncertainties which may adversely affect the business and operations of the Company, including but not limited to the following: (i) any future climate change with a potential shift in weather patterns leading to droughts and associated crop losses; (ii) potential insect, fungal and weed infestations resulting in crop failure and reduced yields; (iii) wild and domestic animal conflicts; and (iv) crop-raiding, sabotage or vandalism. Adverse weather conditions represent a significant operating risk to the Company, affecting quality and quantity of production and the levels of farm outputs.

Hemp Plant Specific Agricultural Risks

Hemp plants can be vulnerable to various pathogens including bacteria, fungi, viruses and other miscellaneous pathogens. Such instances often lead to reduced crop quality, stunted growth and/or death of the plant. Moreover, hemp is phytoremediative, meaning that it may extract toxins or other undesirable chemicals or compounds from the ground in which it is planted. Various regulatory agencies have established maximum limits for pathogens, toxins, chemicals and other compounds that may be present in agricultural materials. If the Company's Hemp is found to have levels of pathogens, toxins, chemicals or other undesirable compounds that exceed established limits, the Company may have to destroy the applicable portions of its Hemp crop. Should the Company's crops be lost due to pathogens, toxins, chemicals or other undesirable compounds, it may have a material adverse effect on its business and financial condition.

Transportation and Delivery Risk

In the future, should the Company seek to distribute its products directly to retailers or end users, the Company will rely on third party distribution and transportation services. This can cause logistical problems with, and delays in, end users obtaining their orders which the Company has no control over. Any delay by third party transportation services may adversely affect the Company's financial performance. Moreover, any breach of security during transport could have material adverse effects on the Company's business, financials and prospects.

The Company expects to incur significant ongoing costs and obligations related to its investment in infrastructure, growth, regulatory compliance and operations.

The Company expects to incur significant ongoing costs and obligations related to its investment in infrastructure, growth, and for regulatory compliance, which could have a material adverse impact on the Company's results of operations, financial condition and cash flows. In addition, future changes in regulations, more vigorous enforcement thereof or other unanticipated events could require extensive changes to the Company's operations, increased compliance costs or give rise to material liabilities, which could have a material adverse effect on the business, results of operations and financial condition of the Company. The Company's efforts to grow its business may be costlier than expected, and the Company may not be able to increase its revenue enough to offset its higher operating expenses. The Company may incur significant losses in the future for a number of reasons, including the other risks described in this Prospectus, and unforeseen expenses, difficulties, complications and delays, and other unknown events. If the Company is unable to achieve and sustain profitability, the market price of its Shares may significantly decrease.

Regulatory Approval and Permits

The Company may be required to obtain and maintain certain permits, licenses and approvals in the jurisdictions where its products are grown, processed and sold. There can be no assurance that the Company will be able to obtain

or maintain any necessary licenses, permits or approvals. Any material delay or inability to obtain such approvals is likely to delay and/or inhibit the Company's ability to conduct its business, and would have an adverse effect on its business, financial condition and results of operations.

Unlike Canada and the United States, the cultivation of Hemp in Italy does not require a license. The Company is required to retain a certificate of the seeds planted for at least 10 years. Further, compliance related to food safe ISO 22000, HACCP and GMP will also be required for the facilities used in handling, processing and extraction of Hemp related products.

The Company is subject to marketing and advertising laws and regulations in each jurisdiction in which it operates or plans to distribute products. For example, the products sold by the Company must not claim to treat any ailments, diseases, viruses, infections, or issues. If the Company violates or fails to comply with these laws, regulations or permits, the Company could be fined or otherwise sanctioned by regulators.

CBD is not illegal within the EU, but THC (a chemical compound often found in Hemp), is a controlled substance. The Company must ensure each crop harvested maintains less than 0.2% THC by net dry weight. The permitted percent of THC varies by each country within the EU, with some as high as 1%. Failure of the Company to adhere to the most stringent of those limits may result in the confiscation and loss of the Company's crops, inventory and CBD related products, and the loss of the Company's permits, licenses and approvals to produce further Hemp products.

Environmental, Health and Safety Laws

The Company is subject to environmental, health and safety laws and regulations in each jurisdiction in which it operates or is planning to operate. Such regulations govern, among other things, emissions of pollutants into the air, wastewater discharges, waste disposal, the investigation and remediation of soil and groundwater contamination, and the health and safety of the Company's employees. For example, the Company's products and the raw materials used in its production processes are subject to numerous environmental laws and regulations. The Company may be required to obtain environmental permits from governmental authorities for certain of its current or proposed operations. The Company may not have been, nor may it be able to be at all times, in full compliance with such laws, regulations and permits. If the Company violates or fails to comply with these laws, regulations or permits, the Company could be fined or otherwise sanctioned by regulators.

As with other companies engaged in similar activities or that own or operate real property, the Company faces inherent risks of environmental liability at its current and historical production sites. Certain environmental laws impose strict and, in certain circumstances, joint and several liability on current or previous owners or operators of real property for the cost of the investigation, removal or remediation of hazardous substances as well as liability for related damages to natural resources. In addition, the Company may discover new facts or conditions that may change its expectations or be faced with changes in environmental laws or their enforcement that would increase its liabilities. Furthermore, its costs of complying with current and future environmental and health and safety laws, or the Company's liabilities arising from past or future releases of, or exposure to, regulated materials, may have a material adverse effect on its business, financial condition and results of operations.

Foreign jurisdiction may impose ownership or control restrictions that could adversely impact the Company's international operations.

Non-resident individuals and non-domiciled foreign legal entities may be subject to restrictions on the acquisition or lease of properties in certain markets. Limitations also apply to legal entities domiciled in such countries which are controlled by foreign investors. Accordingly, the Company's current and future operations may be impaired as a result of such restrictions on the acquisition or use of property. Furthermore, the Company's ownership or access rights in respect of any property it owns or leases in such jurisdictions may be subject to legal challenges, all of which could result in a material adverse effect on the Company's business, results of operations, financial condition and cash flows.

The Company relies on international advisors and consultants in order to keep abreast of material legal, regulatory and government developments that impact its business and operations in the jurisdictions in which it operates

The legal and regulatory requirements in the foreign countries in which the Company operates or intends to operate, with respect to the cultivation and sale of cannabis, banking systems and controls, as well as local business culture and practices, are different from those in Canada. The Company's officers and directors must rely, to a great extent, on local legal counsel and consultants in order to keep abreast of material legal, regulatory and governmental developments as they pertain to and affect the Company's business operations, and to assist with governmental relations. The Company must rely, to some extent, on those members of management and the board of directors who have previous experience working and conducting business in these countries, if any, in order to enhance its understanding of and appreciation for the local business culture and practices. The Company also relies on the advice of local experts and professionals in connection with current and new regulations that develop in respect of the cultivation and sale of cannabis as well as in respect of banking, financing, labour, litigation and tax matters in these jurisdictions. Any developments or changes in such legal, regulatory or governmental requirements or in local business practices are beyond its control. The impact of any such changes may adversely affect the Company's business.

International operations will result in increased operational, regulatory and other risks

The Company may in the future expand into other geographic areas, which could increase its operational, regulatory, compliance, reputational and foreign exchange rate risks. The failure of its operating infrastructure to support such expansion could result in operational failures and regulatory fines or sanctions. Future international expansion could require the Company to incur a number of up-front expenses, including those associated with obtaining regulatory approvals, as well as additional ongoing expenses, including those associated with infrastructure, staff and regulatory compliance. The Company may not be able to successfully identify suitable acquisition and expansion opportunities or integrate such operations successfully with its existing operations.

Risk of Non-Compliance in Certain European Jurisdictions

Certain jurisdictions in Europe have blanket bans on THC in Hemp-based products. Prior to distribution, the Company is currently conducting an in-depth country by country analysis of each market to establish the legality of product distribution in such jurisdictions. There is the possibility that any jurisdiction in which the Company sells its products could determine that it is not compliant with applicable local regulations. If the Company's sales or operations are found to be in violation of any regulations the Company may be subject to enforcement actions in such jurisdictions including, but not limited to, civil and criminal penalties, damages, fines, the curtailment or restructuring of the Company's operations or asset seizures and the denial of regulatory application. Any such administrative fines or penalties could require the Company to incur significant costs and adversely affect the Company's growth and expansion plans in Europe.

Industry Competition

The markets for CBD and hemp oil products are competitive and evolving. In particular, the Company faces strong competition from both existing and emerging companies that offer similar products. Some of its current and potential competitors may have longer operating histories, greater financial, marketing and other resources and larger customer bases than the Company has.

There is a trend toward global relaxing of regulations related to the cannabis and hemp industries. In 2018, many countries experienced some form of legalization of cannabis, for medical or recreational purposes. Notable legalizations in 2018 include Thailand, Norway, New Zealand, Canada, and South Korea. The 2018 Farm Bill in the United States was a significant milestone for farmers of hemp and manufacturers of hemp and CBD products. As long as producers are compliant with the Farm Bill, hemp-derived products including cannabinoids are now legal for sale and able to be shipped across state lines. As new laws or regulations against hemp or specific cannabinoids are legislated, the number of competitors in the hemp industry is expected to increase dramatically, which may impact the Company's future business objectives.

Numerous hemp-derived CBD products are already available for purchase legally within Europe. These products are primarily made with CBD oil or isolate derived from hemp cultivated within the European Union. Such products are widely available, both from street shops and in a burgeoning industry on-line. The Company will be entering an existing market and looking to compete against existing producers of CBD products which have a history of operations, distribution and cash flow.

Given the rapid changes affecting the global, national, and regional economies generally and the CBD industry in particular, the Company may not be able to create and maintain a competitive advantage in the marketplace. The Company's success will depend on its ability to keep pace with any changes in such markets, especially in light of legal and regulatory changes. Its success will depend on the Company's ability to respond to, among other things, changes in the economy, market conditions, and competitive pressures. Any failure by the Company to anticipate or respond adequately to such changes could have a material adverse effect on its financial condition, operating results, liquidity, cash flow and operational performance.

Inability to Renew Material Agreements

The Company may be unable to renew or maintain its material production agreements, including the Production Agreement, on commercially acceptable terms or at all. An inability to renew its material production agreements, or a renewal of its material production agreements at rates higher than the prevailing rate under the applicable agreement prior to expiration, may have an adverse impact on the Company's operations, including disruption of its operations or an increase in its cost of operations. In addition, in the event of non-renewal of any of the Company's material production agreements, the Company may be unable to locate suitable replacements or it may experience delays that could lead to a disruption in its operations. Any disruption in the Company's operations could have an adverse effect on its financial condition and results of operations.

PROMOTERS

Each of Robert Eadie and Gary Arca may be considered to be promoters of the Company, as that term is defined in the *Securities Act* (British Columbia). Information about each of them is disclosed elsewhere in this Prospectus in connection with their roles as officers and directors of the Company. See "*Directors and Executive Officers*" and "*Executive Compensation*" for details.

Mr. Eadie holds an aggregate of 2,880,001 Shares (acquired as to 350,001 at \$0.01 per Share and 2,530,000 at \$0.05 per Share). It is not expected that Mr. Eadie will receive any management fees for acting as President of the Company in the first year, but may receive compensation in subsequent years.

Mr. Arca holds (i) an aggregate of 1,120,000 Shares (acquired as to 150,000 at \$0.01 per Share and 970,000 at \$0.05 per Share). Mr. Arca will be entitled to receive \$60,000 per annum in management salary for acting as CFO of the Company.

Each will be entitled to receive incentive stock options under the Company's Plan. See "*Options to Purchase Securities*"; "*Directors and Executive Officers*"; and "*Interest of Management and Others in Material Transactions*" for disclosure regarding our promoters.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Legal Proceedings

There are no legal proceedings outstanding, threatened or pending, as of the date hereof, by or against the Company or to which it is a party or to which its business or any of its assets is subject, nor to the Company's knowledge are any such legal proceedings contemplated which could become material to a purchaser of our securities.

Regulatory Actions

There have not been any penalties or sanctions imposed against the Company by a court relating to provincial or territorial securities legislation or by a securities regulatory authority, nor have there been any other penalties or sanctions imposed by a court or regulatory body against the Company, and the Company has not entered into any settlement agreements before a court relating to provincial or territorial securities legislation or with a securities regulatory authority.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

For purposes of this Prospectus, “informed person” means:

- (a) any director or executive officer of the Company;
- (b) a person or company that beneficially owns, or controls or directs, directly or indirectly, more than 10% of the Company’s outstanding Shares; and
- (c) any associate or affiliate of any of the foregoing persons.

Other than as described in this Prospectus, no informed person has had any material interest, direct or indirect, in any material transaction with the Company since its incorporation that has materially affected or is reasonably expected to materially affect the Company.

AUDITORS, TRANSFER AGENTS AND REGISTRARS

Davidson & Company LLP, of Suite 1200 – 609 Granville Street, Vancouver, British Columbia, is the auditor of both the Company and H4H Subco.

The Company’s registrar and transfer agent is TSX Trust Company, with an office at Suite 2700 – 650 West Georgia Street, Vancouver, B.C.

MATERIAL CONTRACTS

Except for contracts made in the ordinary course of business, the following are the only material contracts entered into by H4H since its date of incorporation which are currently in effect and considered to be currently material:

- (a) Production Agreement dated February 8, 2019 for the production of Hemp, between H4H Subco and ITALC.
- (b) Escrow Agreement dated July ●, 2019 among the Company, the Escrow Agent and certain shareholders of the Company. See “*Escrowed Securities and Securities Subject to Contractual Restriction on Transfer*”.
- (c) Services Agreement between the Company and TSX Trust Company dated July 4, 2019 whereby TSX Trust Company will act as the register and transfer agent of the Company’s Shares.
- (d) Stock Option Plan.

Copies of all material contracts and reports referred to in this Prospectus may be inspected at the registered office of the Company located at Suite 750, 580 Hornby Street, Vancouver, British Columbia V6C 3B6 during normal business hours, as well as under the Company’s SEDAR profile at www.sedar.com.

INTEREST OF EXPERTS

The auditors’ report attached to our audited financial statements for the fiscal period ended April 30, 2019, was prepared by our auditors, Davidson & Company LLP. Our auditors have advised us that they are independent in accordance with the Rules of Professional Conduct of the Chartered Professional Accountants of British Columbia.

No other person whose profession or business gives authority to a statement made by such person and who is named in this Prospectus has received or will receive a direct or indirect interest in any of our Shares or assets. As at the date hereof, and except as disclosed above, none of the aforementioned persons beneficially owns, directly or indirectly, securities of the Company or its associates and affiliates. In addition, none of the aforementioned persons nor any director, officer or employee of any of the aforementioned persons, is or is expected to be elected, appointed or employed as a director, senior officer or employee of the Company or of an associate or affiliate of the Company, or a promoter of the Company or of an associate or affiliate of the Company.

OTHER MATERIAL FACTS

There are no further facts or particulars in respect of the securities being qualified pursuant to this Prospectus that are not already disclosed herein that are necessary to be disclosed for this Prospectus to contain full, true and plain disclosure of all material facts relating to such securities.

FINANCIAL STATEMENTS OF THE COMPANY

The Company's audited financial statements of the Company for the period from October 1, 2018 (date of incorporation) to April 30, 2019 are included herein as Schedule A.

SCHEDULE “A”

**Audited Financial Statements of the Company
from Incorporation on October 1, 2018 to April 30, 2019**

Hemp for Health Inc.

Consolidated Financial Statements

For the period from incorporation on October 1, 2018 to April 30, 2019

INDEPENDENT AUDITOR'S REPORT

To the Directors of
Hemp for Health Inc.

Opinion

We have audited the accompanying consolidated financial statements of Hemp for Health Inc. (the "Company") which comprise the consolidated statement of financial position as at April 30, 2019, and the consolidated statements of operations and comprehensive loss, statements of cash flows and changes in equity for the period October 1, 2018 (date of incorporation) to April 30, 2019, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the Company as at April 30, 2019, and its financial performance and its cash flows for the period then ended in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 2 of the consolidated financial statements, which indicates that the Company has not generated revenue from operations. The Company incurred a loss of \$236,584 during the period ended April 30, 2019. As stated in Note 2, these events and conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information obtained at the date of this auditor's report includes Management's Discussion and Analysis.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and those Charged with Governance for the Consolidated Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

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

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Stephen Hawkshaw.

Vancouver, Canada

Chartered Professional Accountants

DATE

HEMP FOR HEALTH INC.
CONSOLIDATED STATEMENT OF FINANCIAL POSITION
(Stated in Canadian Dollars)

As at	April 30, 2019
Current assets	
Cash	\$ 1,551,062
Amounts receivable	13,954
Crop cost advances – Note 5	388,527
Prepaid expenses and advances	218,950
Total Assets	\$ 2,172,493
Current liabilities	
Trade and other payables	\$ 31,277
Equity	
Share capital – Note 6	\$ 2,310,660
Reserves	67,140
Accumulated deficit	(236,584)
Total Equity	2,141,216
Total Liabilities and Equity	\$ 2,172,493

Basis of presentation and going concern (Note 2)

Subsequent event – Note 6

APPROVED ON BEHALF OF THE DIRECTORS:

“Robert Eadie”
Robert Eadie, Director

“Gary Arca”
Gary Arca, Director

The accompanying notes form an integral part of these consolidated financial statements

HEMP FOR HEALH INC.
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
For the period October 1, 2018 (Date of Incorporation) to April 30, 2019
(Stated in Canadian Dollars)

	2019
Expenses:	
Audit and consulting	\$ 30,250
Crop cost	48,284
Foreign exchange gain	(3,370)
Legal and corporate services	53,540
Management services – Note 9	2,500
Office, rent and administration	18,650
Shareholder communications	8,467
Transfer agent and filing fees	748
Travel	77,515
Total loss and comprehensive loss for the period	\$ (236,584)
Basic and diluted loss per share for the period	\$ (0.04)
Weighted average shares outstanding – basic and diluted –Note 8	6,179,171

The accompanying notes form an integral part of these consolidated financial statements

HEMP FOR HEALH INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
For the period October 1, 2018 (Date of Incorporation) to April 30, 2019
(Stated in Canadian Dollars)

	2019
Operating Activities:	
Loss for the period	\$ (236,584)
Items not involving cash:	
Shares issued for services	12,500
Management services	2,500
Changes in non-cash working capital items:	
Accounts receivable	(13,954)
Prepaid expenses and advances	(218,950)
Crop cost advances	(388,527)
Trade and other payables	31,277
Cash outflows from operating activities	(811,738)
Financing Activities:	
Proceeds from share issuances	2,512,000
Share issuance costs	(149,200)
Cash inflows from financing activities	2,362,800
Total increase in cash during the period	1,551,062
Cash, beginning of the period	-
Cash, end of the period	\$ 1,551,062
Cash paid for taxes	\$ -
Cash paid for interest	\$ -

During the period from October 1, 2018 (date of incorporation) to April 30, 2019, the Company entered into the following financing non-cash transactions:

Issued finders warrants as finders fees on the private placements	\$ 67,140
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The accompanying notes form an integral part of these consolidated financial statements

HEMP FOR HEALTH INC.
STATEMENT OF CHANGES IN EQUITY
(Stated in Canadian Dollars)

	Number of Shares Outstanding	Share Capital	Reserves	Accumulated Deficit	Total Equity
Balance – October 1, 2018	1	\$ -	\$ -	\$ -	\$ -
Common shares issued pursuant to:					
- Private placement of \$0.01	1,500,000	15,000	-	-	15,000
- Issued as fees at \$0.01	1,500,000	15,000	-	-	15,000
- Private placement of \$0.05	3,900,000	195,000	-	-	195,000
- Private placement of \$0.10	100,000	10,000	-	-	10,000
- Private placement of \$0.20	11,460,000	2,292,000	-	-	2,292,000
Share issuance costs	-	(216,340)	67,140	-	(151,700)
Loss for the year	-	-	-	(236,584)	(234,084)
Balance – April 30, 2019	18,460,001	\$ 2,310,660	\$ 67,140	\$ (236,584)	\$ 2,141,216

The accompanying notes form an integral part of these consolidated financial statements

HEMP FOR HEALTH INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Stated in Canadian Dollars)

Note 1 Corporate Information

Hemp for Health Inc. (the “Company”) was incorporated on October 1, 2018 under the *Business Corporations Act* of British Columbia as Euro Grow Ltd. It did not commence operations until November 2, 2018. The Company changed its name to Hemp for Health Inc. on May 3, 2019. The Company is in the business of growing, processing, packaging and selling cannabidiol and related hemp based products in Italy. The Company set up a wholly-owned Italian subsidiary, Hemp For Health H4H s.r.l.(“H4Hsrl”) that operates the business interests in Italy.

The registered address of the Company’s corporate office and principal place of business is 750 – 580 Hornby Street, Vancouver, British Columbia, Canada.

Note 2 Basis of Preparation and Going Concern

a) Statement of Compliance

These consolidated financial statements for the Company have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board.

The financial statements were authorized for issue by the Board of Directors on July xx, 2019.

b) Basis of Measurement and Going Concern

The consolidated financial statements have been prepared on a historical cost basis, as explained in the Company’s accounting policies discussed in Note 3. The consolidated financial statements are presented in Canadian dollars, which is also the functional currency of the Company and its subsidiary.

The preparation of consolidated financial statements in compliance with IFRS requires management to make certain critical accounting estimates. It also requires management to exercise judgement in applying the Company’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 4.

The Company has not generated revenue from operations. The Company incurred a loss of \$236,584 during the period ended April 30, 2019. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company’s ability to continue as a going concern. While the Company has been successful in obtaining the necessary financing through the issuance of common shares in the past, there is no assurance it will be able to raise funds in this manner in the future. As at April 30, 2019, the Company had \$1,551,062 in cash, working capital of \$2,141,216 and no long-term debt.

HEMP FOR HEALTH INC.

Notes to the Consolidated Financial Statements

April 30, 2019

(Stated in Canadian Dollars) - Page 2

Note 2 Basis of Preparation and Going Concern – (cont'd)b) Basis of Measurement and Going Concern – (cont'd)

These financial statements do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and, therefore, be required to realize its assets and liquidate its liabilities and commitments in other than the normal course of operations, and at amounts different from those in the accompanying consolidated financial statements.

c) Basis of Consolidation

These consolidated financial statements include the accounts of the Company and its subsidiary, which is controlled by the Company. Control exists when the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from the entity's activities. Subsidiaries are included in the consolidated financial results of the Company from the effective date of acquisition up to the effective date of disposal or loss of control. The Company's wholly-owned subsidiary, H4Hsrl, carries out its operations in Italy. All intra-group transactions, balances, income and expenses are eliminated, in full, on consolidation.

Note 3 Summary of Significant Accounting Policies

The accounting policies set out below have been applied consistently during the period ended April 30, 2019.

a) Cash and Cash Equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions and other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and subject to an insignificant risk of change in value. For cash flow statement presentation purposes, cash and cash equivalents includes bank overdrafts. As of April 30, 2019, the Company has no cash equivalents.

b) Biological Assets

The Company capitalizes the direct and indirect costs incurred related to the biological transformation of the biological assets between the point of initial recognition and the point of harvest. The Company then measures the biological assets at fair value less costs to sell and complete up to the point of harvest, which becomes the basis for the cost of finished goods inventories after harvest. The effect of realized and unrealized gains or losses arising from changes in fair value less cost to sell during the year are included in the results of operations. As at April 30, 2019, the Company did not have any hemp planted, resulting in biological assets of \$Nil.

HEMP FOR HEALTH INC.

Notes to the Consolidated Financial Statements

April 30, 2019

(Stated in Canadian Dollars) - Page 3

Note 3 Summary of Significant Accounting Policies - (cont'd)c) Inventories

Raw materials, work in process, and finished goods inventories are valued at the lower of cost and net realizable value. Harvested raw material hemp inventories are transferred from biological assets at their fair value less cost to sell at harvest, which becomes the initial deemed cost. Any subsequent post-harvest costs are capitalized to inventory insofar as cost is less than net realizable value. Inventories for resale, in addition to supplies and consumables, are valued at the lower of cost and net realizable value, with standard costing used to determine cost. Inventories are measured at the lower of cost and net realizable value. Net realizable value is calculated as the estimated selling price in the ordinary course of business, less any estimated costs to complete and sell the goods. The cost of inventory includes expenditures incurred in acquiring raw materials, production and conversion costs, depreciation and other costs incurred in bringing inventory to its existing location and condition. The Company uses the standard costing method to track and cost inventory items. The Company maintains three categories of inventory: raw materials, work in process and finished goods.

d) Leases

The Company leases some items of property and equipment. Under IFRS 16 Leases ("IFRS 16"), the Company assesses whether a contract to rent an item of property and equipment is, or contains, a lease. For contracts that are, or contain, leases, the Company recognizes a right-of-use asset and lease liability at the commencement date.

Pursuant to the IFRS 16 lessee accounting model, the right-of-use asset is initially measured at cost, which includes the initial amount of the liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and estimates of costs to remove or dismantle the underlying asset or to restore the underlying asset or site on which the asset is located, less any lease incentives received. The right-of-use asset is subsequently depreciated using the straight-line method. The lease liability is initially measured at the present value of the lease payments that are not paid as of the lease commencement date, discounted using the rate implicit in the lease or, if the implicit rate cannot be readily determined, the Company's incremental borrowing rate.

The measurement of lease liabilities includes the following types of lease payments:

- 1) fixed payments, including in-substance fixed payments;
- 2) variable lease payments that depend on an index or rate, initially measured using the index or rate as of the commencement date;
- 3) amounts expected to be payable under any residual value guarantees; and
- 4) exercise price for options that the Company is reasonably certain to exercise for an extension or option to buy, and penalties for early termination of a lease unless the Company is reasonably certain that it will not terminate the lease early. The lease liability is measured at amortized costs using the effective interest method.

HEMP FOR HEALTH INC.

Notes to the Consolidated Financial Statements

April 30, 2019

(Stated in Canadian Dollars) - Page 4

Note 3 Summary of Significant Accounting Policies - (cont'd)

d) Leases – (cont'd)

The lease liability is remeasured in the following circumstances:

- 1) if there is a change in the future lease payments resulting from a change in index or rate;
- 2) if there is a change in the Company's estimation of the amount expected to be payable under a residual value guarantee; and
- 3) if the Company changes its assessment of whether it will exercise an option to purchase, extend or terminate.

The Company has elected not to recognize right-of-use assets and liabilities for short-term leases that have a term of 12 months or less and for low-value assets.

e) Financial Instruments

All of the Company's financial instruments are classified into one of the following categories based upon the purpose for which the instrument was acquired or issued. All transactions related to financial instruments are recorded on a trade date basis. The Company's accounting policy for each category is as follows:

The Company recognizes a financial asset or financial liability on the statement of financial position when it becomes party to the contractual provisions of the financial instrument. Financial assets are initially measured at fair value and are derecognized either when the Company has transferred substantially all the risks and rewards of ownership of the financial asset, or when cash flows expire. Financial liabilities are initially measured at fair value and are derecognized when the obligation specified in the contract is discharged, cancelled or expired.

Recognition

A write-off of a financial asset (or a portion thereof) constitutes a derecognition event. Write-off occurs when the Company has no reasonable expectations of recovering the contractual cash flows on a financial asset.

Classification and Measurement

The Company determines the classification of its financial instruments at initial recognition. Financial assets and financial liabilities are classified according to the following measurement categories:

- i) those to be measured subsequently at fair value, either through profit or loss ("FVTPL") or through other comprehensive income ("FVTOCI"); and,
- ii) those to be measured subsequently at amortized cost.

HEMP FOR HEALTH INC.

Notes to the Consolidated Financial Statements

April 30, 2019

(Stated in Canadian Dollars) - Page 5

Note 3 Summary of Significant Accounting Policies - (cont'd)e) Financial Instruments - (cont'd)*Classification and Measurement – (cont'd)*

The classification and measurement of financial assets after initial recognition at fair value depends on the business model for managing the financial asset and the contractual terms of the cash flows. Financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding, are generally measured at amortized cost at each subsequent reporting period. All other financial assets are measured at their fair values at each subsequent reporting period, with any changes recorded through profit or loss or through other comprehensive income (which designation is made as an irrevocable election at the time of recognition).

After initial recognition at fair value, financial liabilities are classified and measured at either:

- i) amortized cost;
- ii) FVTPL, if the Company has made an irrevocable election at the time of recognition, or when required (for items such as instruments held for trading or derivatives); or,
- iii) FVTOCI, when the change in fair value is attributable to changes in the Company's credit risk.

The Company reclassifies financial assets when and only when its business model for managing those assets changes. Financial liabilities are not reclassified.

Transaction costs that are directly attributable to the acquisition or issuance of a financial asset or financial liability classified as subsequently measured at amortized cost are included in the fair value of the instrument on initial recognition. Transaction costs for financial assets and financial liabilities classified at fair value through profit or loss are expensed in profit or loss.

The Company's financial asset consists of cash, which is classified and measured at FVTPL, with realized and unrealized gains or losses related to changes in fair value reported in profit or loss. The Company's financial liabilities consist of trade and other payables, which are classified and measured at amortized cost using the effective interest method. Interest expense is reported in profit or loss.

HEMP FOR HEALTH INC.

Notes to the Consolidated Financial Statements

April 30, 2019

(Stated in Canadian Dollars) - Page 6

Note 3 Summary of Significant Accounting Policies - (cont'd)

e) Financial Instruments - (cont'd)

Impairment

The Company assesses all information available, including on a forward-looking basis the expected credit losses associated with any financial assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. To assess whether there is a significant increase in credit risk, the Company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition based on all information available, and reasonable and supportive forward-looking information.

f) Share Capital

Financial instruments issued by the Company are classified as equity, only to the extent that they do not meet the definition of a financial liability or asset. The Company's common shares are classified as equity instruments. Common shares issued for consideration other than cash are valued based on their market rate at the date the shares are issued.

Incremental costs, directly attributable to the issue of new shares, warrants or options, are shown in equity as a deduction, net of tax, from proceeds. The residual method is used to calculate the fair value of the warrant component of units issued, whereby the residual of the private placement proceeds less the fair value of the share component is assigned as the fair value of the warrants. The balance if any, is recorded to reserves.

g) Share-based payments

The Company has a stock option plan that provides for the granting of options to Officers, Directors, related company employees and consultants to acquire shares of the Company. The fair value of the options is measured on grant date and is recognized as an expense with a corresponding increase in reserves as the options vest. Options granted to employees and others providing similar services are measured at grant date at the fair value of the instruments issued. Fair value is determined using the Black-Scholes option pricing model taking into account the terms and conditions upon which the options were granted. The amount recognized as an expense is adjusted to reflect the actual number of share options that are expected to vest. Each tranche in an award with graded vesting is considered a separate grant with a different vesting date and fair value. Each grant is accounted for on that basis.

Options granted to non-employees are measured at the fair value of the goods or services received, unless that fair value cannot be estimated reliably, in which case the fair value of the equity instruments issued is used. The value of the goods or services is recorded at the earlier of the vesting date, or the date the goods or services are received. Over the vesting period, share-based payments are recorded as an operating expense and as reserves.

HEMP FOR HEALTH INC.

Notes to the Consolidated Financial Statements

April 30, 2019

(Stated in Canadian Dollars) - Page 7

Note 3 Summary of Significant Accounting Policies - (cont'd)g) Share-based payments – (cont'd)

When options are exercised, the consideration received is recorded as share capital. In addition, the related share-based payments originally recorded as reserves are transferred to share capital. When an option is cancelled, or expires, the initial recorded value is reversed from reserves and credited to deficit.

h) Profit or Loss Per Share

Basic profit or loss per share is computed by dividing the Company's profit or loss applicable to common shares by the weighted average number of common shares outstanding for the relevant period.

Diluted profit or loss per share is computed by dividing the Company's profit or loss applicable to common shares by the sum of the weighted average number of common shares outstanding and all additional common shares that would have been outstanding if potentially dilutive instruments were converted at the beginning of the period.

i) Standards, Amendments and Interpretations

The following accounting standards have been issued or amended. The Company has early adopted these new and amended standards. There is no material impact as a result of the adoptions of these new and amended standards:

- IFRS 16 – Leases

Note 4 Critical Accounting Estimates and Judgements

The Company makes estimates and judgements about the future that affect the reported amounts of assets and liabilities. Estimates and judgements are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and judgements. The effect of a change in accounting estimate is recognized prospectively by including it in the Company's profit or loss in the period of the change, if it affects that period only, or in the period of the change and future periods, if the change affects both. Information about critical estimates and judgements made in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the financial statements within the next financial period are discussed below:

a) Going Concern

Management makes an assessment about the Company's ability to continue as a going concern by taking in to the account the consideration of the various factors discussed in Note 2.

HEMP FOR HEALTH INC.

Notes to the Consolidated Financial Statements

April 30, 2019

(Stated in Canadian Dollars) - Page 8

Note 4 Critical Accounting Estimates and Judgements – (cont'd)b) Income Taxes

Significant judgment is required in determining the provision for income taxes. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Company recognizes liabilities and contingencies for anticipated tax audit issues based on the Company's current understanding of tax law. For matters where it is probable that an adjustment will be made, the Company records its best estimate of the tax liability including the related interest and penalties in the current tax provision. Management believes they have adequately provided for the probable outcome of these matters; however, the final outcome may result in a materially different outcome than the amount included in the tax liabilities.

In addition, the Company recognizes deferred tax assets relating to tax losses carried forward to the extent there are sufficient taxable temporary differences (deferred tax liabilities) relating to the same taxation authority and the same taxable entity against which the unused tax losses can be utilized. However, utilization of the tax losses also depends on the ability of the taxable entity to satisfy certain tests at the time the losses are recuperated.

Note 5 Crop advances

During the period ended April 30, 2019, the Company engaged certain independent farmers and members of a farming co-operative in Tuscany, Italy to plant up to 100 hectares of hemp on behalf of the Company on a test basis using seeds provided by the Company. In accordance with the terms of agreements made, the Company advanced 210,000 Euros plus VAT tax for a total of \$ 388,527, to be applied against costs for the hemp planting. The co-operative agreement provides for an exclusive use of the co-operative for 5 years with a 5 year renewable term. The Company has guaranteed a price of 10,000 Euros per hectare planted under the co-operative agreement in the first year and market value in subsequent years.

Note 6 Share Capital and Equity Reserve*Common Shares*

The Company is authorized to issue an unlimited number of no par value common shares, issuable in series. The holders of common shares are entitled to one vote per share at meetings of the Company and to receive dividends, which may be declared from time-to-time. To date, equity financings have provided the main source of financing.

No dividends have been declared by the Company since its inception. All shares are ranked equally with regard to the Company's residual net assets.

HEMP FOR HEALTH INC.

Notes to the Consolidated Financial Statements

April 30, 2019

(Stated in Canadian Dollars) - Page 9

Note 6 Share Capital and Equity Reserve – (cont'd)

Issuances

The Company completed a private placement in October, 2018, for aggregate proceeds of \$15,000 through the issuance of 1,500,000 shares at \$0.01 per share. The Company issued 1,500,000 shares at a value of \$0.01 per share for fees relating to farm crops and consulting services.

The Company completed private placements in December, 2018, issuing 3,900,000 shares at a price of \$0.05 per share for proceeds of \$195,000 and through the issuance of 100,000 shares at a price of \$0.10 per share for proceeds of \$10,000.

On April 26, 2019 the Company closed the first tranche of a private placement issuing 11,460,000 units priced at \$0.20 per unit, for gross proceeds of \$2,292,000. Each unit consists of one common share of the Company and one-half of one share purchase warrant for 5,730,000 whole warrants, with each whole warrant entitling the holder thereof to acquire an additional common share of the Company for a period of two years at a price of \$0.30 per share.

The fair value of the shares was equal to the proceeds raised in the private placement and as a result, no amount was allocated as the fair value of the warrants. Cash payments totalling \$149,200 and 746,000 finder's warrants, with the same terms and conditions as the unit warrants, were paid as finders' fees. Share issue costs include \$67,140 calculated as the fair value of the finder's warrants.

Subsequent to April 30, 2019, on May 6, 2019, the Company closed a second tranche of the financing and issued 1,210,000 units priced at \$0.20 per unit, for gross proceeds of \$242,000. Each unit consists of one common share of the Company and one-half of one share purchase warrant for 605,000 whole warrants, with each warrant entitling the holder thereof to acquire an additional common share of the Company for a period of two years at a price of \$0.30 per share.

The fair value of the shares was equal to the proceeds raised in the private placement and as a result, no amount was allocated as the fair value of the warrants. Cash payments totalling \$7,760 and 38,800 finder's warrants, with the same terms and conditions as the unit warrants, were paid as finders' fees.

Subsequent to April 30, 2019, on July 10, 2019, the Company issued 392,000 special warrants priced at \$0.20 per special warrant, for gross proceeds of \$78,400. Each special warrant is convertible into one unit consisting of one common share of the Company and one-half of one share purchase warrant for 196,000 whole warrants, with each warrant entitling the holder thereof to acquire an additional common share of the Company for a period of two years at a price of \$0.30 per share. The special warrants will convert to units on the earlier of four months from the date of issue and upon the Company obtaining a receipt to the final prospectus qualifying the issuance of the units.

The fair value of the shares was equal to the proceeds raised in the private placement and as a result, no amount was allocated as the fair value of the warrants. No finders' fees were paid.

HEMP FOR HEALTH INC.

Notes to the Consolidated Financial Statements

April 30, 2019

(Stated in Canadian Dollars) - Page 10

Note 6 Share Capital and Equity Reserve – (cont'd)*Issuances – (cont'd)*

The fair value of finder's warrants was determined using the Black-Scholes model with the following assumptions:

Stock price	\$0.20
Exercise price	\$0.30
Dividend rate	0%
Expected life	2 Years
Expected annual volatility	100.00%
Risk-free rate	2.14%

It is expected that 4,200,001 of the above shares, as issued to principles of the Company, will be subject to escrow restrictions based on regulatory requirements of the stock exchange upon which the Company may list, as to be determined.

Warrants

A summary of the Company's outstanding share purchase warrants at April 30, 2019 and the changes during the year ended is presented below:

	Number of warrants	Weighted average exercise price
Balance October 1, 2018	-	-
Warrants issued	6,476,000	0.30
Outstanding at April 30, 2019	6,476,000	\$ 0.30

A summary of the Company's outstanding share purchase warrants is presented below:

Number of Warrants	Exercise Price	Expiry Date	Exerciseable
5,730,000	\$0.30	April 26, 2021	August 27, 2019
746,000	\$0.30	April 26, 2021	August 27, 2019
6,476,000	\$0.30		

Share-Based Payments

The Company's Board has adopted a Stock Option Plan available to eligible directors, officers, employees and consultants to acquire up to 10% of common shares then outstanding (the "Plan"). Under the Plan, options may be granted By the Board at an option price in accordance with regulatory policy for a maximum term of 10 years.

No amounts are paid or payable by the recipient on receipt and the options are not dependent on any performance-based criteria. Share purchase options will vest at the discretion of the Company and in accordance with regulatory policy. No share purchase options were granted during the period ended April 30, 2019.

HEMP FOR HEALTH INC.

Notes to the Consolidated Financial Statements

April 30, 2019

(Stated in Canadian Dollars) - Page 11

Note 7 Income Taxes

Income tax expense is recognized based on management's best estimate of the weighted average annual combined federal and provincial income tax rate for the full financial period applied to the pre-tax income. The Company's effective tax rate for the period ended April 30, 2019 was 26.4%.

The differences between the tax expense for the period ended April 30, 2019 and the expected income taxes based on the statutory rate are as follows:

For the period ended April 30,	2019
Loss before income taxes	\$ (236,584)
Basic statutory income tax rate	26.40%
Expected income tax recovery	(63,000)
Share issue costs	(41,000)
Tax benefits not recognized	104,000
Total income tax recovery	\$ -

The Company has non-capital losses of \$236,584 expiring in 2039, and \$121,000 share issuance costs expiring in 2043.

Note 8 Loss Per Share

The denominator for the calculation of loss per share, being the weighted average number of common shares for the period ended April 30, 2019:

	October 1, 2018 (Date of incorporation) to April 30, 2019
Issued common share, beginning of period	-
Weighted average issuances	6,179,171
Issued common share, end of period	6,179,171

Note 9 Related Party Transactions

During the period ended April 30, 2019, the Company incurred operational expenses totalling \$2,500 through the issuance of 250,000 common shares from companies controlled by directors and officers of the Company.

HEMP FOR HEALTH INC.

Notes to the Consolidated Financial Statements

April 30, 2019

(Stated in Canadian Dollars) - Page 12

Note 10 Capital Management

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders. The Company considers the items included in shareholders' equity as capital. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new shares through private placements, sell assets to reduce debt or return capital to shareholders. The Company is not subject to externally imposed capital requirements.

Note 11 Financial Instruments

As at April 30, 2019, the Company's financial instruments consist of cash and trade and other payables. The fair value of the Company's cash and trade and other payables approximate their carrying value, which is the amount on the statements of financial position, due to their short-term maturities or ability of prompt liquidation.

a) Interest Rate Risk

The Company's cash earns interest at a variable interest rate. Because of the nature of these financial instruments, fluctuations in market rates do not have a significant impact on estimated fair values as of April 30, 2019. Future cash flows from interest income on cash will be affected by interest rate fluctuations. Interest rate risk consists of two components:

- (i) To the extent that payments made or received on the Company's monetary assets and liabilities are affected by changes in the prevailing market interest rates, the Company is exposed to interest rate cash flow risk.
- (ii) To the extent that changes in prevailing market interest rates differ from the interest rates in the Company's monetary assets and liabilities, the Company is exposed to interest rate price risk.

The Company's exposure to interest rate fluctuations is minimal.

b) Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company is exposed to credit risk with respect to its cash, the balance of which at April 30, 2019 is \$1,551,062. As at that date, cash was held at a chartered Canadian financial institution and the Company does not consider the risks to be significant.

Liquidity risk arises from the excess of financial obligations over available financial assets due at any point in time. Additional cash requirements could be met with the issuance of additional share capital; however there is no assurance the Company will be able to raise funds in this manner in the future. As at April 30, 2019, the Company was holding cash of \$1,551,062.

CERTIFICATE OF HEMP FOR HEALTH INC.

Dated: July 11, 2019.

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

"Robert Eadie"

ROBERT EADIE
President

"Gary Arca"

GARY ARCA
Chief Financial Officer & Corporate Secretary

ON BEHALF OF THE BOARD OF DIRECTORS

"Gina Pala"

Director

"Emiliano Vanni"

Director

CERTIFICATE OF THE PROMOTERS

Dated: July 11, 2019.

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

"Robert Eadie"

ROBERT EADIE

"Gary Arca"

GARY ARCA