

This short form prospectus is a base shelf prospectus. This short form base shelf prospectus has been filed under legislation in each of the provinces and territories of Canada, that permits certain information about these securities to be determined after this prospectus has become final and that permits the omission from this prospectus of that information. The legislation requires the delivery to purchasers of a prospectus supplement containing the omitted information within a specified period of time after agreeing to purchase any of these securities, except in cases where an exemption from such delivery requirements has been obtained.

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This short form base shelf prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities.

The securities offered hereby have not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or the securities laws of any state of the United States, and may not be offered, sold or delivered, directly or indirectly, in the United States of America, its territories, possessions or the District of Columbia (the “United States”), or to a U.S. person (as such term is defined in Regulation S under the U.S. Securities Act) (a “U.S. Person”) unless exemptions from the registration requirements of the U.S. Securities Act and any applicable state securities laws are available. This short form base shelf prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of these securities within the United States or to, or for the account or benefit of, any U.S. Person. See “Plan of Distribution”.

Information contained herein is subject to completion or amendment. This short form base prospectus shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification

Information has been incorporated by reference in this short form base shelf prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the secretary of New Leaf Ventures Inc., at Suite 2200, 885 West Georgia Street, Vancouver, British Columbia V6C 3E8, telephone (778) 930-1321, and are also available electronically at www.sedar.com.

SHORT FORM BASE SHELF PROSPECTUS

New Issue and Secondary

July 26, 2021



New Leaf Ventures Inc.

\$50,000,000

Common Shares

Debt Securities

Subscription Receipts

Warrants

Units

This form base shelf prospectus (the “**Prospectus**”) relates to the offering for sale of common shares (the “**Common Shares**”), warrants (the “**Warrants**”), subscription receipts (the “**Subscription Receipts**”), debt securities (the “**Debt Securities**”), units (the “**Units**”) or any combination of such securities (all of the foregoing, collectively, the

“Securities”) by New Leaf Ventures Inc. (the “Company” or “New Leaf”) from time to time, during the 25-month period that the Prospectus, including any amendments hereto, remains effective, in one or more series or issuances, with a total offering price of the Securities in the aggregate, of up to \$50,000,000. The Securities may be offered in amounts and at prices to be determined based on market conditions at the time of the sale and set forth in an accompanying prospectus supplement (a “Prospectus Supplement”).

In addition, Securities may be offered and issued in consideration for the acquisition of other businesses, assets or securities by the Company or a subsidiary of the Company. The consideration for any such acquisition may consist of any of the Securities separately, a combination of Securities or any combination of, among other things, Securities, cash and assumption of liabilities. One or more securityholders of the Company may also offer and sell Securities under this Prospectus.

The issued and outstanding Common Shares are listed and posted for trading on the CSE under the trading symbol “NLV”, and on the OTC PINK of the OTC Markets in the U.S. (the “OTCPINK”) under the symbol “NLVVF”. On July 23, 2021, the last trading day prior to the date of this Prospectus, the closing price per Common Share on the CSE was \$0.45 on the OTCPINK was US\$0.35. **Unless otherwise specified in the applicable Prospectus Supplement, the Debt Securities, Subscription Receipts, Warrants, and Units will not be listed on any securities exchange. There is no market through which these Securities may be sold and purchasers may not be able to resell such Securities purchased under this Prospectus. This may affect the pricing of the Securities in the secondary market, the transparency and availability of trading prices, the liquidity of the Securities, and the extent of issuer regulation. Unless otherwise specified in an applicable Prospectus Supplement, the Debt Securities, Subscription Receipts, Units and Warrants will not be listed on any securities or stock exchange or on any automated dealer quotation system.**

Acquiring the Securities may subject prospective investors to tax consequences both in Canada and the United States. This Prospectus or any applicable Prospectus Supplement may not describe these tax consequences fully. Prospective investors should read the tax discussion in any applicable Prospectus Supplement with respect to any particular offering and consult your own tax advisor with respect to your own particular circumstances.

No underwriter has been involved in the preparation of this Prospectus or performed any review of the contents of this Prospectus.

The Company is not making and will not make an offer of these Securities in any jurisdiction where the offer or sale is not permitted. This Prospectus constitutes a public offering of the Securities only in those jurisdictions where they may be lawfully offered for sale and only by persons permitted to sell the Securities in such jurisdiction.

All applicable information permitted under securities legislation to be omitted from this Prospectus that has been so omitted will be contained in one or more Prospectus Supplements that will, except in respect of any sales pursuant to an “at-the-market” distribution as contemplated by National Instrument 44-102 – *Shelf Distributions* (“NI 44-102”), be delivered to purchasers together with this Prospectus. Each Prospectus Supplement will be incorporated by reference into this Prospectus for the purposes of securities legislation as of the date of the Prospectus Supplement and only for the purposes of the distribution of the securities to which the Prospectus Supplement pertains. You should read this prospectus and any applicable Prospectus Supplement carefully before you invest in any securities issued pursuant to this Prospectus. The Securities may be sold pursuant to this Prospectus through underwriters or dealers directly or through agents designated from time to time at amounts and prices and other terms determined by us.

This Prospectus may qualify an “at-the-market” distribution (as such term is defined in NI 44-102).

The Securities may be sold, from time to time in one or more transactions at a fixed price or prices which may be changed or at market prices prevailing at the time of sale, at prices related to such prevailing market prices or at negotiated prices, including sales in transactions that are deemed to be “at-the-market distributions” as defined in National Instrument 44-102 — *Shelf Distributions* (“NI 44-102”), including sales made directly on the Canadian Securities Exchange (the “CSE”) or other existing trading markets for the Securities, and as set forth in an accompanying Prospectus Supplement. See “Plan of Distribution”.

Investment in the Securities being offered is highly speculative and involves significant risks that Prospective investors should consider before purchasing such Securities. Prospective investors should carefully review the

risks outlined in this Prospectus (including any Prospectus Supplement) and in the documents incorporated by reference as well as the information under the heading “*Cautionary Note Regarding Forward-Looking and Other Statements*” and consider such risks and information in connection with an investment in the Securities. See “*Risk Factors*” for a more complete discussion of these risks.

The specific terms of any offering of Securities will be set forth in the applicable Prospectus Supplement and may include, without limitation, where applicable: (i) in the case of Common Shares, the number of Common Shares being offered, the offering price, whether the Common Shares are being offered for cash, and any other terms specific to the Common Shares being offered; (ii) in the case of Debt Securities, the specific designation, aggregate principal amount, the currency or the currency unit for which the Debt Securities may be purchased, maturity, interest provisions, authorized denominations, offering price, whether the Debt Securities are being offered for cash, the covenants, the events of default, any terms for redemption or retraction, any exchange or conversion rights attached to the Debt Securities, and any other terms specific to the Debt Securities being offered; (iii) in the case of Subscription Receipts, the number of Subscription Receipts being offered, the offering price, whether the Subscription Receipts are being offered for cash, the terms, conditions and procedures for the exchange of the Subscription Receipts into or for Common Shares and/or other securities of the Company and any other terms specific to the Subscription Receipts being offered; (iv) in the case of Warrants the number of such Warrants, the offering price, the designation, number and terms of the Common Shares issuable upon exercise of the Warrants, any procedures that will result in the adjustment of these numbers, the exercise price, dates and periods of exercise any other specific terms; and (v) in the case of Units, the number of Units being offered, the offering price, the terms of the Common Shares, Debt Securities, Subscription Receipts and/or Warrants underlying the Units, and any other specific terms.

In addition, the Debt Securities that may be offered may be guaranteed by certain direct and indirect subsidiaries of New Leaf with respect to the payment of the principal, premium, if any, and interest on the Debt Securities. The Company expects that any guarantee provided in respect of senior Debt Securities would constitute a senior and unsecured obligation of the applicable guarantor. For a more detailed description of the Debt Securities that may be offered, see “*Description of the Securities.*” All shelf information permitted under applicable securities legislation to be omitted from this Prospectus will be contained in one or more Prospectus Supplements that will be delivered to purchasers together with this Prospectus, except in cases where an exemption from such delivery requirements has been obtained. Each Prospectus Supplement will be incorporated by reference into this Prospectus as of the date of such Prospectus Supplement and only for the purposes of the distribution of the Securities covered by that Prospectus Supplement. The offerings are subject to approval of certain legal matters on behalf of the Company by Cassels Brock & Blackwell LLP.

The Company may sell the Securities, separately or together: (i) to one or more underwriters or dealers; (ii) through one or more agents; or (iii) directly to one or more purchasers. The Prospectus Supplement relating to a particular offering of Securities will describe the terms of such offering of Securities, including: (i) the terms of the Securities to which the Prospectus Supplement relates, including the type of Security being offered, and the method of distribution; (ii) the name or names of any underwriters, dealers, agents or selling securityholders involved in such offering of Securities; (iii) the purchase price of the Securities offered thereby and the proceeds to, if any, and the expenses borne by, if any, the Company from the sale of such Securities; (iv) any commission, underwriting discounts and other items constituting compensation payable to underwriters, dealers or agents; and (v) any discounts or concessions allowed or re-allowed or paid to underwriters, dealers or agents. See “*Plan of Distribution*”.

The Company’s head office is located at Suite 2200, 885 West Georgia Street, Vancouver, British Columbia V6C 3E8 and the Company’s registered office is located at Suite 2200, 885 West Georgia Street, Vancouver, British Columbia V6C 3E8.

This Prospectus qualifies the distribution of securities of an entity that currently directly derives all of its revenues from the cannabis industry in the State of California, which industry is illegal under U.S. Federal Law. As of the date hereof, 100% of the Company's operations are in the United States. The Company provides ancillary services (through subsidiaries) in both the adult-use and medical cannabis industry in the State of Washington, as permitted within such state under applicable state law, which has regulated such industries.

The cultivation, manufacturing, sale, distribution, possession and use of cannabis is illegal under United States federal law pursuant to the U.S. Controlled Substance Act of 1970 (the "CSA"), which places controlled substances, including cannabis, in a schedule. Other than industrial hemp, cannabis is considered marijuana, is classified as a Schedule I controlled substance, and is illegal under United States federal law. Under United States federal law, a Schedule I controlled substance has a high potential for abuse, no accepted medical use in the United States, and a lack of accepted safety for the use of the drug under medical supervision. Under the CSA, the policies and regulations of the United States Federal Government and its agencies are that cannabis has no medical benefit and a range of activities including cultivation and the personal use of cannabis is prohibited. The United States Food and Drug Administration (the "U.S. FDA") has not approved marijuana as a safe and effective drug for any indication.

Despite the current state of the United States federal law, the States of Arizona, California, Nevada, Massachusetts, Maine, Michigan, Washington, Oregon, Colorado, Vermont, Illinois, New Jersey, New York, South Dakota, Montana and Alaska, and the District of Columbia, have legalized cannabis for adult or "recreational" use of cannabis; although the commercial recreational operations are not permitted in the District of Columbia because of a prohibition on using funds for regulation within a federal appropriations amendment to local District spending powers. In addition, over half of the U.S. states have enacted legislation to legalize and regulate the sale and use of medical cannabis, with some imposing limits on the levels of tetrahydrocannabinol ("THC").

However, there is no guarantee that state laws legalizing and regulating the sale and use of cannabis will not be repealed or overturned, or that local governmental authorities will not limit the applicability of state laws within their respective jurisdictions.

Additionally, state laws that permit and regulate the production, distribution and use of cannabis for adult use or medical purposes are in direct conflict with the CSA. Although certain states authorize medical or adult-use cannabis production and distribution by licensed or registered entities, under United States federal law, the possession, use, cultivation, and transfer of cannabis and any related drug paraphernalia is illegal and any such acts are criminal acts. The Supremacy Clause of the United States Constitution establishes that the United States Constitution and federal laws made pursuant to it are paramount and in case of conflict between federal and state law, the federal law shall apply.

On January 4, 2018, former U.S. Attorney General Jeff Sessions issued a memorandum to U.S. district attorneys which rescinded previous guidance from the U.S. Department of Justice ("DOJ") specific to cannabis enforcement in the United States, including the Cole Memorandum (as defined herein). With the Cole Memorandum rescinded, U.S. federal prosecutors have been given discretion in determining whether to prosecute cannabis related violations of U.S. federal law. Mr. Sessions resigned on November 7, 2018 and was succeeded by William Barr on February 14, 2019. The DOJ under Mr. Barr has not taken a formal position on federal enforcement of laws relating to cannabis. Mr. Barr has stated publicly that his preference would be to have a uniform federal rule against cannabis, but, absent such a uniform rule, his preference would be to permit the existing federal approach of leaving it up to the states to make their own decisions. Attorney General Barr's statements are not official declarations of the DOJ policy, are not binding on the DOJ, on any U.S. Attorney, or on the federal courts. Attorney General Barr may clarify, retract, or contradict these statements. There is no guarantee that the position of the DOJ will not change. Although Attorney General Barr has not provided a clear policy directive for the United States as it pertains to state legal marijuana-related activities, and despite his previous statements, in June 2020 Congress investigated reports that Barr directed the DOJ to apply additional scrutiny to proposed cannabis mergers. If the DOJ policy was to aggressively pursue financiers or equity owners of cannabis-related business, and United States Attorneys followed such DOJ policies through pursuing prosecutions, then the Company could face (i) seizure of its cash and other assets used to support or derived from its

cannabis subsidiaries, and (ii) the arrest of its employees, directors, officers, managers and investors, who could face charges of ancillary criminal violations of the CSA for aiding and abetting and conspiring to violate the CSA by virtue of providing financial support to state-licensed or permitted cultivators, processors, distributors, and/or retailers of cannabis. Additionally, as has been affirmed by U.S. Customs and Border Protection (“CBP”), employees, directors, officers, managers and investors of the Company who are not U.S. citizens face the risk of being barred from entry into the United States for life.

On February 15, 2019, President Donald Trump signed the 2019 Fiscal Year Appropriations Bill which included the Rohrabacher-Farr Amendment (as defined in the AIF), which prohibits the funding of federal prosecutions with respect to medical cannabis activities that are legal under state law, extending its application until September 30, 2019. Thereafter, as part of the Congressional omnibus-spending bill, Congress renewed, through September 30, 2020, the Rohrabacher-Farr Amendment. While the Rohrabacher-Farr Amendment was temporarily renewed through the signing of a stopgap spending bill, effective through December 11, 2020, there can be no assurances that the Rohrabacher-Farr Amendment will be included in future appropriations bills or budget resolutions. See the section entitled “United States Federal Overview” within this Prospectus for additional information.

The Company’s objective is to capitalize on the opportunities presented as a result of the changing regulatory environment governing the cannabis industry in the United States. Accordingly, there are a number of significant risks associated with the business of the Company. Unless and until the United States Congress amends the CSA with respect to medical and/or adult-use cannabis (and as to the timing or scope of any such potential amendments there can be no assurance), there is a significant risk that federal authorities may enforce current U.S. federal law, and the business of the Company may be deemed to be producing, cultivating, extracting, or dispensing cannabis or aiding or abetting or otherwise engaging in a conspiracy to commit such acts in violation of federal law in the United States. If the U.S. federal government begins to enforce U.S. federal laws relating to cannabis in states where the sale and use of cannabis is currently legal, or if existing applicable state laws are repealed or curtailed, the Company’s business, results of operations, financial condition and prospects would be materially adversely affected.

In light of the political and regulatory uncertainty surrounding the treatment of United States cannabis related activities, on February 8, 2018, the Canadian Securities Administrators published CSA Staff Notice 51-352 – *(Revised) Issuers with U.S. Marijuana-Related Activities* (“Staff Notice 51-352”) setting out the Canadian Securities Administrator’s disclosure expectations for specific risks facing issuers with cannabis related activities in the United States. Staff Notice 51-352 includes additional disclosure expectations that apply to all issuers with United States cannabis-related activities, including those with direct and indirect involvement in the cultivation and distribution of cannabis, as well as issuers that provide goods and services to third parties involved in the United States cannabis industry.

For these reasons, the Company’s investments in the United States cannabis market may subject the Company to heightened scrutiny by regulators, stock exchanges, clearing agencies and other Canadian authorities. There are a number of risks associated with the business of the Company. See the section entitled “United States Federal Overview” and “Risk Factors”, including “Illegality of activities under United States federal and state law”, within this Prospectus and within the AIF (as defined herein).

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ABOUT THIS SHORT FORM BASE SHELF PROSPECTUS

An investor should rely only on the information contained in this Prospectus (including the documents incorporated by reference herein) and is not entitled to rely on parts of the information contained in this Prospectus (including the documents incorporated by reference herein) to the exclusion of others. The Company has not authorized anyone to provide investors with additional or different information. The Company takes no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give readers of this Prospectus. Information contained on, or otherwise accessed through, the Company's website shall not be deemed to be a part of this Prospectus and such information is not incorporated by reference herein.

The Company is not offering to sell the Securities in any jurisdictions where the offer or sale of the Securities is not permitted. The information contained in this Prospectus (including the documents incorporated by reference herein) is accurate only as of the date of this Prospectus or as of the date as otherwise set out herein (or as of the date of the document incorporated by reference herein or as of the date as otherwise set out in the document incorporated by reference herein, as applicable), regardless of the time of delivery of this Prospectus or any sale of the Common Shares, Debt Securities, Subscription Receipts, Warrants and/or Units. The business, financial condition, capital, results of operations and prospects of the Company may have changed since those dates. The Company does not undertake to update the information contained or incorporated by reference herein, except as required by applicable Canadian securities laws.

This Prospectus shall not be used by anyone for any purpose other than in connection with an offering of Securities as described in one or more Prospectus Supplements.

The documents incorporated or deemed to be incorporated by reference herein contain meaningful and material information relating to the Company and readers of this Prospectus should review all information contained in this Prospectus, the applicable Prospectus Supplement and the documents incorporated or deemed to be incorporated by reference herein and therein.

MEANING OF CERTAIN REFERENCES AND CURRENCY PRESENTATION

References to dollars or "\$" are to Canadian currency unless otherwise indicated.

Unless the context otherwise requires, all references in this Prospectus to the "Company" refer to the Company and its subsidiary entities on a consolidated basis.

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

This Prospectus contains "forward-looking statements" or "forward-looking information" within the meaning of applicable Canadian securities legislation (collectively, "**forward-looking statements**"), based on current expectations, estimates, forecasts, projections, beliefs and assumptions made by management of the Company including about the industry in which it operates. Forward-looking statements are not guarantees of future performance and involve assumptions and risks and uncertainties that are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed, implied or forecast in such forward-looking statements. The Company does not intend, and disclaims any obligation, to update any forward-looking statements after it files this Prospectus, whether as a result of new information, future events or otherwise, except as required by applicable securities laws. Forward-looking statements are made as of the date of this Prospectus.

In some cases, forward-looking statements can be identified by words or phrases such as "may", "might", "will", "expect", "anticipate", "estimate", "intend", "plan", "indicate", "seek", "believe", "predict" or "likely", or the negative of these terms, or other similar expressions (or variations of such words or phrases). 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. These forward-looking statements include, among other things, statements relating to:

- the Company's expectations regarding its revenue, expenses and operations;
- the Company's anticipated cash needs and its needs for additional financing;

- the Company's intention to grow the business and its operations;
- expectations with respect to future production costs and capacity;
- the grant and impact of any license or supplemental license to conduct activities with cannabis or any amendments thereof;
- the Company's competitive position and the regulatory environment in which the Company operates;
- the Company's expectation that revenues derived from its operations will be sufficient to cover its expenses during 2021 and over the next twelve months;
- the Company's ability to obtain additional funds through the sale of equity or debt commitments;
- the legalization and regulatory control of cannabis for recreational use in jurisdictions outside of the State of Washington and the Company's opportunities for expansion into such jurisdictions; and
- the intentions of the Board (as defined herein) with respect to executive compensation plans and corporate governance plans described herein.

Certain of the forward-looking statements and other information contained in this Prospectus concerning our industry and the markets in which we will operate, including our general expectations and market position, market opportunities and market share, are based on estimates prepared by the Company using data from publicly available governmental sources, as well as from market research and industry analyses, and on assumptions based on data and knowledge of this industry which the Company believes to be reasonable. While the Company is not aware of any misstatement regarding any industry or government data presented herein, it is noted that the cannabis industry involves risks and uncertainties that are subject to change based on various factors and the Company has not independently verified such third-party information.

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. In making the forward-looking statements included in this Prospectus, the Company has made various material assumptions, including but not limited to: (i) obtaining the necessary regulatory approvals; (ii) that regulatory requirements will be maintained; (iii) general business, economic and political conditions; (iv) the Company's ability to successfully execute its plans and intentions; (v) the availability of financing on reasonable terms; (vi) the Company's ability to attract and retain skilled staff; (vii) market competition; (viii) the products and technology offered by the Company's competitors; (ix) that good relationships with service providers and other third parties will be established and maintained; (x) continued growth of the cannabis industry; and (xi) positive public opinion with respect to the cannabis industry. Although the Company believes that the assumptions underlying these statements are reasonable, they may prove to be incorrect, and the Company cannot assure that actual results will be consistent with these forward-looking statements. Further, the aforementioned assumptions may be affected by the negative disruptive effect of the COVID-19 (as defined below) pandemic, which has resulted in a widespread health crisis that has already affected the economies and financial markets of many countries around the world. The international response to the spread of COVID-19 has led to significant restrictions on travel; temporary business closures; quarantines; global stock market and financial market volatility; a general reduction in consumer activity; operating, supply chain and project development delays and disruptions; and declining trade and market sentiment, all of which have and could further affect commodity prices, interest rates, credit ratings and credit risk. The continuing and additional business interruptions, expenses and delays relating to COVID-19, could have a material adverse impact on the Company's operations, financial condition and the market for its securities; however, as at the date of this Annual Information Form, such cannot be reasonably estimated.

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*".

Some of the important risks and factors that could affect forward-looking statements are discussed in the section entitled “*Risk Factors*” in the AIF, which is incorporated by reference in this Prospectus. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

These forward-looking statements are based on the beliefs of the Company’s management as well as on assumptions, which such management believes to be reasonable based on information currently available at the time such statements were made. Although the Company believes its expectations are based upon reasonable assumptions and have attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended.

Investors are cautioned not to put undue reliance on forward-looking statements. The forward looking-statements contained herein are made as of the date of this Prospectus and, accordingly, are subject to change after such date. The Company disclaims any intent or obligation to update publicly or otherwise revise any forward-looking statements or the foregoing list of assumptions or factors, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws. Investors are urged to read the Company’s filings with Canadian securities regulatory agencies, which can be viewed online under the Company’s profile on SEDAR at www.sedar.com.

DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference in this Prospectus from documents filed with the securities commissions or similar regulatory authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the secretary of the Company, at Suite 2200, 885 West Georgia Street, Vancouver, British Columbia V6C 3E8, telephone (604) 687-7130, and are also available electronically at www.sedar.com.

As of the date hereof, the following documents (or the sections or sub-sections thereof set out below), filed with the various securities commissions or similar authorities in each of the provinces and territories of Canada, are specifically incorporated by reference into and form an integral part of this Prospectus:

1. the annual information form of the Company dated June 29, 2021 in respect of the year ended December 31, 2020 (the “**AIF**”);
2. the audited annual consolidated financial statements of the Company for the years ended December 31, 2020 and 2019 and the auditor’s report thereon (the “**Audited Financial Statements**”);
3. management’s discussion and analysis of financial condition and results of operations of the Company for the years ended December 31, 2020 and 2019 (the “**Annual MD&A**”);
4. the unaudited (reviewed) amended and restated condensed interim consolidated financial statements of the Company for the three months ended March 31, 2021 and 2020 and related notes attached hereto as Schedule “A” (the “**Interim Financial Statements**”);
5. the amended and restated management’s discussion and analysis of the financial condition and results of operations of the Company for the three months ended March 31, 2021 and 2020 (the “**Interim MD&A**”);
6. the business acquisition report in respect of the acquisition of New Leaf USA Inc. dated September 8, 2020 (the “**Business Acquisition Report**”).

Any document of the type required by National Instrument 44-101 — *Short Form Prospectus Distributions* to be incorporated by reference into a short form prospectus (except confidential material change reports) of the Company filed by the Company with securities commissions or similar authorities in Canada after the date of this Prospectus and prior to the completion or withdrawal of any offering under this Prospectus shall be deemed to be incorporated by reference into this Prospectus.

Any statement contained in this Prospectus or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded, for purposes of this Prospectus, to the extent that a statement contained herein or in any other subsequently filed document incorporated or deemed to be incorporated by reference herein modifies or supersedes such prior statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes.

The making of a modifying or superseding statement shall not be deemed an admission for any purpose that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall thereafter neither constitute, nor be deemed to constitute, a part of this Prospectus, except as so modified or superseded.

Upon a new annual information form and related annual financial statements of the Company being filed with, and where required, accepted by the applicable securities regulatory authorities during the currency of this Prospectus, the following documents shall be deemed no longer to be incorporated by reference into this Prospectus for purposes of future offers and sales of Securities hereunder: (i) the previous annual information form, if any; (ii) material change reports filed by the Company prior to the end of the financial year in respect of which the new annual information form is filed; (iii) business acquisition reports filed by the Company for acquisitions completed prior to the beginning of the financial year in respect of which the new annual information form is filed; and (iv) any information circular of the Company filed by the Company prior to the beginning of the financial year in respect of which the new annual information form is filed. Upon a new information circular of the Company prepared in connection with an annual general meeting of the Company being filed with the applicable securities regulatory authorities during the currency of this Prospectus, the Statement of Executive Compensation and any previous information circular of the Company, if prepared in connection with solely an annual general meeting of the Company, shall be deemed no longer to be incorporated by reference into this Prospectus for purposes of future offers and sales of Securities hereunder.

A Prospectus Supplement to this Prospectus containing the specific variable terms in respect of an offering of the Securities will be delivered to purchasers of such Securities together with this Prospectus, unless an exemption from the prospectus delivery requirements has been granted or is otherwise available, and will be deemed to be incorporated by reference into this Prospectus as of the date of such Prospectus Supplement only for the purposes of the offering of the Securities covered by such Prospectus Supplement.

Any template version of any “marketing materials” (as such term is defined in National Instrument 41-101 – General Prospectus Requirements) filed after the date of a Prospectus Supplement and before the termination of the distribution of the Securities offered pursuant to such Prospectus Supplement (together with this Prospectus) is deemed to be incorporated by reference in such Prospectus Supplement.

ABOUT THE COMPANY

The following description of the Company is, in some instances, derived from selected information about the Company contained in the documents incorporated by reference into this Prospectus. This description does not contain all of the information about the Company and its business that Prospective investors should consider before investing in any Securities. Prospective investors should carefully read the entire Prospectus and the applicable Prospectus Supplement, including under the heading “Risk Factors”, as well as the documents incorporated by reference into this Prospectus and the applicable Prospectus Supplement, before making an investment decision.

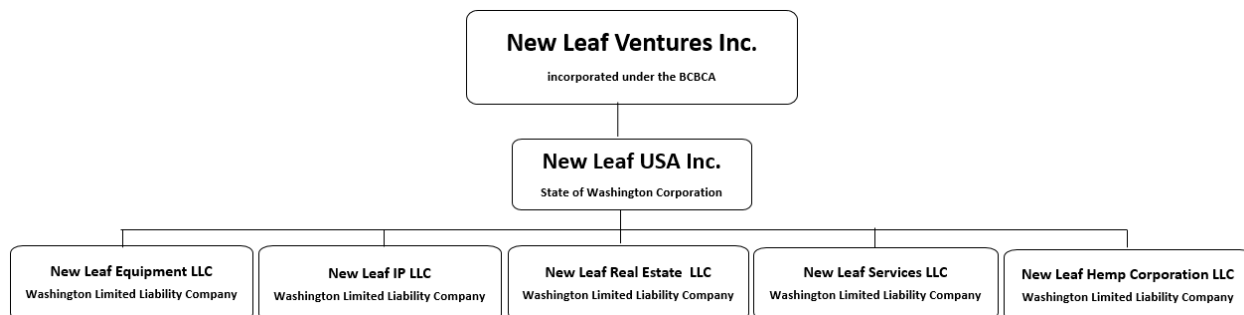
General

New Leaf Ventures Inc. was incorporated under the *Business Corporations Act* (British Columbia) (the “**BCBCA**”) on June 4, 2018 as “1166858 B.C. Ltd.” On September 18, 2019, it changed its name to “New Leaf Ventures Inc.” The Company’s registered and records office is located at Suite 2200 – 885 West Georgia Street, Vancouver, British Columbia V6C 3E8.

The Company’s head office is located at 1910 – 1030 W Georgia St, Vancouver, British Columbia V6E 2Y3 and the Company’s registered office is located at Suite 2200, 885 West Georgia Street, Vancouver, British Columbia V6C 3E8.

Corporate Structure

The following diagram illustrates the intercorporate relationships among the Company and its subsidiary, as well as the jurisdiction of incorporation of each entity.



Summary Description of the Business

The Company operates through the New Leaf USA Inc. Subsidiaries as an agricultural technology, services provider and property management company; in particular, the New Leaf USA Inc. Subsidiaries provide services, real property lease, equipment and intellectual property for lease and other enhanced ancillary services to New Leaf Enterprises Inc., a Washington State Liquor and Cannabis Board producer and processor license holder (the “**License Holder**”). The Company generates returns from the following revenue sources: (i) through service contracts with the License Holder; (ii) leasing the real property, equipment and intellectual property to the License Holder. Separately, New Leaf USA Inc. entered into an option agreement with the License Holder, pursuant to which New Leaf USA Inc. may purchase 100% of the outstanding shares of New Leaf Enterprises, Inc. should the WSLCB approve and the laws of Washington State change to allow non-resident owners of the licenses held by New Leaf Enterprises; and (iii) producing and selling hemp-based products.

On June 29, 2021, the Company entered into a letter on intent to obtain exclusive licensing rights within Washington and Colorado based GCH Inc., developers of renowned cannabis brand “WILLIE’S RESERVE”. The letter of intent encompasses exclusive rights to source, manufacture, distribute and market the entire lineup of Willie’s reserve and Harvest products in Washington State.

The operating services, property management, equipment, intellectual property, etc., mentioned above are provided in the United States, through the New Leaf USA Inc. Subsidiaries. New Leaf USA Inc. directly owns 100% of: New Leaf Equipment LLC; New Leaf IP LLC; New Leaf Real Estate LLC; New Leaf Services LLC; and New Leaf Hemp Corporation LLC (collectively, the “**New Leaf USA Inc. Subsidiaries**”).

More detailed information regarding the business of the Company as well as its operations, assets, and properties can be found in the AIF and other documents incorporated by reference herein, as supplemented by the disclosure herein. See “Documents Incorporated by Reference”.

Use of Proceeds from 2020 Offering

The long form prospectus dated February 10, 2020 contemplated gross proceeds of \$5,000,000. The Company completed two tranches of the initial public offering for gross proceeds of \$1,939,817.

A summary of the actual use of proceeds from April 2020 to June 29, 2021 against disclosed anticipated uses is set forth in the table below.

	Total Planned Spend	Total Spend to June 29, 2021
Payments under IP Promissory Note	\$783,504	\$734,765
Payments under Equipment Promissory Note	\$463,998	\$592,786
Facility Expansion	\$815,000	\$194,518
National hemp roll-out	\$350,000	\$67,075
Marketing plan	\$230,000	\$0
General and administrative costs	\$250,000	\$350,673
Unallocated working capital	\$1,275,998	\$0
	\$4,168,500	\$1,939,817

DESCRIPTION OF SECURITIES

Common Shares

The Company's authorized capital stock consists of an unlimited number of Common Shares with no nominal or par value, of which 51,429,584 Common Shares are issued and outstanding as of July 20, 2021, and an unlimited number of class B non-voting preferred shares in the capital of the Company (the "**Preferred Shares**"), of which 0 Preferred Shares are issued and outstanding as of July 20, 2021. The following is a summary of the principal attributes of the Common Shares:

Voting Rights

Holders of Common Shares are entitled to vote on all matters that are to be voted on at any shareholder meeting. Each Common Share represents one vote. There are no cumulative voting rights.

Dividends and Profits

Holders of Common Shares are entitled to share pro rata in any profits of the Company to the extent that such profits are distributed either through the declaration of dividends by the Company's Board or otherwise distributed to shareholders. There are no indentures or agreements limiting the payment of dividends.

Rights on Dissolution

In the event of the liquidation, dissolution or winding up of the Company, the holders of Common Shares will be entitled to receive, on a pro rata basis, all of the Company's assets remaining after payment of all of the Company's liabilities.

Rank

There are currently no other series or class of shares which rank senior, in priority to, or pari passu with the Common Shares.

Pre-Emptive, Conversion and Other Rights

The Common Shares do not carry pre-emptive, redemption, purchase or conversion rights, and the Common Shares, when fully paid, will not be liable to further call or assessment. No other class of shares may be created without the approval of the holders of the Common Shares. There are no provisions discriminating against any existing or prospective holder of Common Shares as a result of such shareholder owning a substantial number of Common Shares. In addition, non-residents of Canada who hold Common Shares have the same rights as shareholders who are residents of Canada.

Debt Securities

The following sets forth certain general terms and provisions of the Debt Securities. The particular terms and provisions of the Debt Securities offered pursuant to this Prospectus will be set forth in the applicable Prospectus Supplement, which particular terms and provisions of such Debt Securities may differ from the general terms and provisions described below in some or all respects.

The Debt Securities will be issued in series under one or more trust indentures to be entered into between the Company and a financial institution to which the *Trust and Loan Companies Act* (Canada) applies or a financial institution organized under the laws of any province of Canada and authorized to carry on business as a trustee. Each such trust indenture, as supplemented or amended from time to time, will set out the terms of the applicable series of Debt Securities. The statements in this Prospectus relating to any trust indenture and the Debt Securities to be issued under it are summaries of anticipated provisions of an applicable trust indenture and do not purport to be complete and are subject to, and are qualified in their entirety by reference to, all provisions of such trust indenture, as applicable.

Each trust indenture may provide that Debt Securities may be issued thereunder up to the aggregate principal amount which may be authorized from time to time by the Company. Any Prospectus Supplement for Debt Securities will contain the terms and other information with respect to the Debt Securities being offered, including (i) the designation, aggregate principal amount and authorized denominations of such Debt Securities, (ii) the currency for which the Debt Securities may be purchased and the currency in which the principal and any interest is payable (in either case, if other than Canadian dollars), (iii) the percentage of the principal amount at which such Debt Securities will be issued, (iv) the date or dates on which such Debt Securities will mature, (v) the rate or rates at which such Debt Securities will bear interest (if any), or the method of determination of such rates (if any), (vi) the dates on which any such interest will be payable and the record dates for such payments, (vii) any redemption term or terms under which such Debt Securities may be defeased, (viii) any exchange or conversion terms (including, as applicable, the terms in respect of any convertibility to Common Shares), and (ix) any other specific terms.

Each series of Debt Securities may be issued at various times with different maturity dates, may bear interest at different rates and may otherwise vary.

The Debt Securities will be direct obligations of the Company. The Debt Securities will be senior or subordinated indebtedness of the Company as described in the relevant Prospectus Supplement.

Subscription Receipts

The following sets forth certain general terms and provisions of the Subscription Receipts. The particular terms and provisions of the Subscription Receipts offered pursuant to this Prospectus will be set forth in the applicable Prospectus Supplement, which particular terms and provisions of such Subscription Receipts may differ from the general terms and provisions described below in some or all respects.

The Company may issue Subscription Receipts that may be exchanged by the holders thereof for Common Shares and/or other Securities of the Company upon the satisfaction of certain conditions. The Company may offer Subscription Receipts separately or together with Common Shares, Debt Securities, Warrants or Units, as the case may be. The Company will issue Subscription Receipts under one or more subscription receipt agreements. Under each subscription receipt agreement, a purchaser of Subscription Receipts will have a contractual right of rescission following the issuance of the Common Shares and/or other Securities of the Company, as the case may be, to such purchaser upon exchange of Subscription Receipts, entitling the purchaser to receive the amount paid for the Subscription Receipts upon surrender of the Common Shares and/or other Securities of the Company, as the case may be, if this Prospectus, the relevant Prospectus Supplement, and any amendment thereto, contains a misrepresentation, provided such remedy for rescission is exercised within 180 days of the date the Subscription Receipts are issued.

Any Prospectus Supplement will contain the terms and conditions and other information relating to the Subscription Receipts being offered including:

- the number of Subscription Receipts;
- the price at which the Subscription Receipts will be offered and whether the price is payable in instalment;
- the currency at which the Subscription Receipts will be offered and whether the price is payable in installments;
- any conditions to the exchange of Subscription Receipts into Common Shares and/or other Securities of the Company, as the case may be, and the consequences of such conditions not being satisfied;
- the procedures for the exchange of the Subscription Receipts into Common Shares and/or other Securities of the Company, as the case may be;
- the number of Common Shares and/or other Securities of the Company, as the case may be, that may be exchanged upon exercise of each Subscription Receipt;
- the designation and terms of any other Securities with which the Subscription Receipts will be offered, if any, and the number of Subscription Receipts that will be offered with each Security;
- conditions to the conversion or exchange of Subscription Receipts into other Securities and the consequences of such conditions not being satisfied;
- the dates or periods during which the Subscription Receipts may be exchanged into Common Shares and/or other Securities of the Company;
- whether such Subscription Receipts will be listed on any securities exchange;
- any other rights, privileges, restrictions and conditions attaching to the Subscription Receipts; and
- any other specific terms.

Prior to the exchange of their Subscription Receipts, holders of Subscription Receipts will not have any of the rights of holders of the securities issuable on the exchange of the Subscription Receipts.

Warrants

The following sets forth certain general terms and provisions of the Warrants. The particular terms and provisions of the Warrants offered pursuant to this Prospectus will be set forth in the applicable Prospectus Supplement, which particular terms and provisions of such Warrants may differ from the general terms and provisions described below in some or all respects.

The Company may issue Warrants for the purchase of Common Shares and/or other Securities of the Company. Warrants may be issued independently or together with Common Shares, Debt Securities and Subscription Receipts offered by any Prospectus Supplement and may be attached to, or separate from, any such offered Securities. Warrants will be issued under one or more warrant agreements entered into between the Company and a warrant agent named in the applicable Prospectus Supplement.

Selected provisions of the Warrants and the warrant agreements are summarized below. This summary is not complete. The statements made in this Prospectus relating to any warrant agreement and Warrants to be issued thereunder are summaries of certain anticipated provisions thereof and are subject to, and are qualified in their entirety by reference to, all provisions of the applicable warrant agreement.

Any Prospectus Supplement will contain the terms and other information relating to the Warrants being offered including:

- the exercise price of the Warrants;
- the designation of the Warrants;
- the aggregate number of Warrants offered and the offering price;
- the designation, number and terms of the Common Shares and/or other Securities of the Company purchasable upon exercise of the Warrants, and procedures that will result in the adjustment of those numbers;
- the dates or periods during which the Warrants are exercisable;
- the designation and terms of any securities with which the Warrants are issued;
- if the Warrants are issued as a unit with another security, the date on and after which the Warrants and the other security will be separately transferable;
- the currency or currency unit in which the exercise price is denominated;
- any minimum or maximum amount of Warrants that may be exercised at any one time;
- whether such Warrants will be listed on any securities exchange;
- any terms, procedures and limitations relating to the transferability, exchange or exercise of the Warrants;
- any rights, privileges, restrictions and conditions attaching to the Warrants; and
- any other specific terms.

Prior to the exercise of their Warrants, holders of Warrants will not have any of the rights of holders of the Securities subject to the Warrants.

Units

Units are a security comprised of more than one of the other Securities described in this Prospectus offered together as a "Unit". A Unit is typically issued so the holder thereof is also the holder of each Security included in the Unit. As a result, the holder of a Unit will have the rights and obligations of a holder of each Security comprising the Unit. The agreement, if any, under which a Unit is issued may provide that the Securities comprising the Unit may not be held or transferred separately at any time or at any time before a specified date.

The particular terms and provisions of the Units offered pursuant to this Prospectus will be set forth in the applicable Prospectus Supplement, which particular terms and provisions of such Units may differ from the general terms and provisions described below in some or all respects. This description will include, where applicable: (i) the designation and terms of the Units and of the Securities comprising the Units, including whether and under what circumstances those Securities may be held or transferred separately; (ii) any provisions for the issuance, payment, settlement, transfer or exchange of the Units or of the Securities comprising the Units; (iii) whether the Units will be issued in registered or global form; and (iv) any other material terms and conditions of the Units.

We may issue or grant options in connection with acquisitions, merger transactions, or to directors, officers employees or consultants, as applicable.

PLAN OF DISTRIBUTION

The Company and/or any selling securityholders may sell the Securities, separately or together: (i) to one or more underwriters or dealers; (ii) through one or more agents; or (iii) directly to one or more purchasers. The Prospectus Supplement relating to a particular offering of Securities will describe the terms of such offering of Securities, including: (i) the terms of the Securities to which the Prospectus Supplement relates, including the type of Security

being offered, and the method of distribution; (ii) the name or names of any underwriters, dealers, agents or selling securityholders involved in such offering of Securities; (iii) the purchase price of the Securities offered thereby and the proceeds to, if any, and the expenses borne by, if any, the Company from the sale of such Securities; (iv) any commission, underwriting discounts and other items constituting compensation payable to underwriters, dealers or agents; and (v) any discounts or concessions allowed or re-allowed or paid to underwriters, dealers or agents.

The Securities may be sold, from time to time in one or more transactions at a fixed price or prices which may be changed or at market prices prevailing at the time of sale, at prices related to such prevailing market prices or at negotiated prices, including sales in transactions that are deemed to be “at-the-market distributions” as defined in NI 44-102, including sales made directly on the CSE or other existing trading markets for the Securities, and as set forth in an accompanying Prospectus Supplement. The prices at which the Securities may be offered may vary as between purchasers and during the period of distribution. If, in connection with the offering of Securities at a fixed price or prices, the underwriters have made a bona fide effort to sell all of the Securities at the initial offering price fixed in the applicable Prospectus Supplement, the public offering price may be decreased and thereafter further changed, from time to time, to an amount not greater than the initial public offering price fixed in such Prospectus Supplement, in which case the compensation realized by the underwriters will be decreased by the amount that the aggregate price paid by purchasers for the Securities is less than the gross proceeds paid by the underwriters to the Company and/or any selling securityholders.

Only underwriters, dealers or agents so named in the Prospectus Supplement are deemed to be underwriters, dealers or agents in connection with the Securities offered thereby. If underwriters are used in an offering, the Securities offered thereby will be acquired by the underwriters for their own account and may be resold from time to time in one or more transactions, including negotiated transactions, at a fixed public offering price or at varying prices determined at the time of sale. The obligations of the underwriters to purchase Securities will be subject to the conditions precedent agreed upon by the parties and the underwriters will be obligated to purchase all Securities under that offering if any are purchased. If agents are used in an offering, unless otherwise indicated in the applicable Prospectus Supplement, such agents will be acting on a “best efforts” basis for the period of their appointment. Any public offering price and any discounts or concessions allowed or re-allowed or paid to underwriters, dealers or agents may be changed from time to time.

Underwriters, dealers and agents who participate in the distribution of Securities may be entitled under agreements to be entered into with the Company and/or any selling securityholders to indemnification by the Company and/or such selling securityholders against certain liabilities, including liabilities under securities legislation, or to contribution with respect to payments which such underwriters, dealers or agents may be required to make in respect thereof. Such underwriters, dealers and agents may be customers of, engage in transactions with, or perform services for, the Company and/or any selling securityholders in the ordinary course of business.

Any offering of Debt Securities, Subscription Receipts, Warrants, or Units will be a new issue of securities with no established trading market. Unless otherwise specified in the applicable Prospectus Supplement, the Debt Securities, Subscription Receipts, Warrants, or Units will not be listed on any securities exchange. Unless otherwise specified in the applicable Prospectus Supplement, there is no market through which the Debt Securities, Subscription Receipts, Warrants, or Units may be sold and purchasers may not be able to resell Debt Securities, Subscription Receipts, Warrants, or Units purchased under this Prospectus or any Prospectus Supplement. This may affect the pricing of the Debt Securities, Subscription Receipts, Warrants, or Units in the secondary market, the transparency and availability of trading prices, the liquidity of the Securities, and the extent of issuer regulation. Subject to applicable laws, certain dealers may make a market in these Securities, but will not be obligated to do so and may discontinue any market making at any time without notice. No assurance can be given that any dealer will make a market in these Securities or as to the liquidity of the trading market, if any, for these Securities.

In connection with any offering of the Securities, subject to applicable laws and other than an “at-the-market distribution”, the underwriters or agents may over-allot or effect transactions that stabilize or maintain the market price of the offered Securities at a level above that which might otherwise prevail on the open market. Such transactions, if commenced, may be interrupted or discontinued at any time.

No underwriter or dealer involved in an “at-the-market distribution” under this Prospectus, no affiliate of such an underwriter or dealer and no person or company acting jointly or in concert with such an underwriter or dealer will over-allot securities in connection with such distribution or effect any other transactions that are intended to stabilize or maintain the market price of the offered Securities.

The Securities have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state in the United States and, subject to certain exceptions, may not be offered, sold, exercised, transferred or otherwise disposed of in the United States or to or for the account of U.S. Persons absent registration under the U.S. Securities Act and applicable state securities laws or pursuant to an applicable exemption therefrom. In addition, until 40 days after closing of an offering of Securities, an offer or sale of the Securities within the United States by any dealer (whether or not participating in such offering) may violate the registration requirement of the U.S. Securities Act if such offer or sale is made other than in accordance with an exemption under the U.S. Securities Act.

USE OF PROCEEDS

Information regarding the use of the net proceeds from each offering of the Securities will be set forth in the Prospectus Supplement relating to the offering of the Securities. This information will include the net proceeds to the Company from the sale of the Securities, the use of those proceeds and the specific business objectives that the Company expects to accomplish with such proceeds.

All expenses relating to an offering of Securities and any compensation paid to underwriters, dealers or agents, as the case may be, will be paid out of our general funds, unless otherwise stated in the applicable Prospectus Supplement.

During the financial year ended December 31, 2020, the Company had a negative cash flow from operating activities. Although the Company anticipates it will be able to generate positive cash flows from operating activities in the future, the Company cannot guarantee it will have positive cash flow.

EARNINGS COVERAGE RATIO

The applicable Prospectus Supplement will provide, as required by applicable Canadian securities laws, the earnings coverage ratios with respect to the issuance of Securities pursuant to such Prospectus Supplement.

CONSOLIDATED CAPITALIZATION

The authorized share capital of the Company consists of an unlimited number of common shares without par value, of which 51,429,584 were issued and outstanding as at the date of this Prospectus. There have been no material changes in the share and loan capital of the Company, on a consolidated basis, since the date of the Annual Financial Statements, which are incorporated by reference in this Prospectus, other than the following:

Debt Settlements

The applicable Prospectus Supplement will describe any material change in, and the effect of such material change on, the share and loan capitalization of the Company that will result from the issuance of Securities pursuant to such Prospectus Supplement.

PRIOR SALES

The Company issued the following Common Shares and securities convertible into Common Shares of the Company in the 12-month period before the date of this Prospectus:

Security	Date of Issue	Aggregate Number Issued	Issue / Exercise Price
Common Shares	April 30, 2020	4,768,871 ⁽¹⁾	\$0.25
Common share purchase warrants	April 30, 2020	2,384,435 ⁽¹⁾	\$0.40
Common Shares	April 30, 2020	9,000,000 ⁽²⁾	\$0.25
Common Shares	April 30, 2020	3,658,676 ⁽²⁾	\$0.50
Common share purchase warrants	April 30, 2020	4,000,000 ⁽³⁾	\$0.02
Agent Warrants	April 30, 2020	136,280 ⁽⁴⁾	\$0.25

Common Shares	June 2, 2020	2,990,400 ⁽¹⁾	\$0.25
Common share purchase warrants	June 2, 2020	1,495,200 ⁽¹⁾	\$0.40
Agent Warrants	June 2, 2020	76,000 ⁽⁴⁾	\$0.25
Common share purchase warrants	June 19, 2020	12,000,000 ⁽⁵⁾	\$0.40
Common shares	July 23, 2020	55,000 ⁽⁸⁾	\$0.40
Common shares	July 23, 2020	799,500 ⁽⁹⁾	\$0.25
Common shares	August 6, 2020	1,000,000 ⁽⁹⁾	\$0.25
Common shares	August 7, 2020	400,000 ⁽⁹⁾	\$0.25
Common shares	August 11, 2020	964,000 ⁽⁹⁾	\$0.25
Common shares	August 18, 2020	360,500 ⁽⁹⁾	\$0.25
Common shares	August 19, 2020	50,000 ⁽⁸⁾	\$0.40
Common shares	August 21, 2020	50,000 ⁽⁸⁾	\$0.40
Common shares	August 24, 2020	60,000 ⁽⁹⁾	\$0.25
Common shares	August 25, 2020	210,000 ⁽⁹⁾	\$0.25
Common shares	September 10, 2020	200,000 ⁽⁹⁾	\$0.25
Common share purchase warrants	September 14, 2020	10,110 ⁽⁶⁾	\$0.40
Common shares	September 14, 2020	20,220 ⁽⁶⁾	\$0.25
Common share purchase warrants	September 21, 2020	4,500 ⁽⁶⁾	\$0.40
Common shares	September 21, 2020	9,000 ⁽⁶⁾	\$0.25
Common shares	September 24, 2020	480,000	\$0.25
Common share options	November 10, 2020	1,225,000 ⁽⁷⁾	\$0.34
Common shares	December 4, 2020	1,376,000 ⁽⁹⁾	\$0.25
Common shares	January 8, 2021	1,200,000 ⁽⁹⁾	\$0.25
Common share options	January 15, 2021	875,000 ⁽⁷⁾	\$0.28
Common shares	February 10, 2021	400,000 ⁽⁹⁾	\$0.25
Common shares	February 10, 2021	80,000 ⁽⁸⁾	\$0.40
Common shares	February 11, 2021	520,110 ⁽⁸⁾	\$0.40
Common shares	February 11, 2021	312,500 ⁽¹⁰⁾	\$0.25 - \$0.28
Common shares	February 12, 2021	1,000,000 ⁽⁹⁾	\$0.25
Common shares	February 12, 2021	442,000 ⁽⁸⁾	\$0.40
Common shares	February 16, 2021	3,150,000 ⁽⁹⁾	\$0.25
Common shares	February 17, 2021	250,000 ⁽⁸⁾	\$0.40
Common shares	February 18, 2021	3,000 ⁽⁶⁾	\$0.25
Common share purchase warrants	February 18, 2021	1,500 ⁽⁶⁾	\$0.40
Common shares	February 18, 2021	270,000 ⁽⁸⁾	\$0.40
Common shares	February 19, 2021	1,000 ⁽⁸⁾	\$0.40
Common shares	February 23, 2021	120,000 ⁽⁸⁾	\$0.40

Common shares	February 24, 2021	10,740 ⁽⁶⁾	\$0.25
Common share purchase warrants	February 24, 2021	5,370 ⁽⁶⁾	\$0.40
Common shares	February 24, 2021	400,000 ⁽⁹⁾	\$0.25
Common shares	February 26, 2021	15,000 ⁽⁶⁾	\$0.25
Common share purchase warrants	February 26, 2021	7,500 ⁽⁶⁾	\$0.40
Common shares	March 01, 2021	104,580 ⁽⁶⁾	\$0.25
Common share purchase warrants	March 01, 2021	52,290 ⁽⁶⁾	\$0.40
Common shares	March 01, 2021	187,500 ⁽¹¹⁾	\$0.25
Common shares	March 09, 2021	500,000 ⁽⁸⁾	\$0.40
Common shares	March 11, 2021	52,290 ⁽⁸⁾	\$0.40
Common shares	March 12, 2021	1,500 ⁽⁸⁾	\$0.40
Common shares	March 16, 2021	4,500 ⁽⁸⁾	\$0.40
Common shares	March 24, 2021	82,159 ⁽⁸⁾	\$0.40
Common shares	March 25, 2021	20,000 ⁽⁸⁾	\$0.40
Common shares	March 29, 2021	70,230 ⁽⁸⁾	\$0.40
Common shares	March 30, 2021	103,000 ⁽⁸⁾	\$0.40
Common shares	March 31, 2021	587,308 ⁽⁸⁾	\$0.40
Common shares	June 8, 2021	125,000 ⁽¹¹⁾	\$0.28
Common shares	July 7, 2021	1,160,000 ⁽⁸⁾	\$0.40
Common shares	July 16, 2021	1,160,000 ⁽⁸⁾	\$0.40

Notes:

- (1) The Company issued 4,768,871 Units, each Unit comprised of one common share and one-half share purchase warrant, in tranche one of its initial public offering. Subsequently, the Company issued an additional 2,990,400 Units, each Unit comprised of one common share and one-half share purchase warrant, in tranche two of its initial public offering.
- (2) 9,000,000 common shares were issued as consideration for the Acquisition Transaction with New Leaf USA. A further 3,658,676 common shares were issued as a signing bonus to two executives of New Leaf USA (1,829,338 common shares to each executive) in connection with the Acquisition.
- (3) As additional consideration on the Acquisition of New Leaf USA, the Company issued 4,000,000 Performance Warrants subject to future contingent vesting conditions
- (4) The Company issued 136,280 and 76,000 Agent Warrants in connection with tranche one and two of the Company's initial public offering; the Agent Warrants are exercisable into Units of the Company; each Unit comprised of one-common share and one-half share purchase warrant
- (5) The Company issued 12,000,000 warrants as compensation to investors from 2019 due to an amendment to the exercise price of outstanding share purchase warrants originally issued in 2019
- (6) Common shares and share purchase warrants issued on exercise of Agent Warrants
- (7) Common share options granted to employees of New Leaf USA and a director of the Company
- (8) Common shares issued from exercise of 2020 investor warrants
- (9) Common shares issued from exercise of 2019 investor warrants
- (10) Common shares issued from exercise of employee stock options; 187,500 exercised at \$0.25 and 125,000 exercised at \$0.28
- (11) Common shares issued from exercise of employee stock options

TRADING PRICE AND VOLUME

The Company's Common Shares were listed on the CSE on May 1, 2020 under the symbol "NLV". On July 23, 2020, the Company received approval for its US-based OTC Markets listing under the symbol "NLVVF" from the DTC to make the Company's common shares eligible to be electronically cleared and settled through DTC. The following tables sets forth trading information for the Common Shares on the CSE on a monthly basis since June 1, 2020.⁽¹⁾

Month	Price Range		CSE
	High C\$	Low C\$	Monthly Trading Volume
June 2020	\$0.45	\$0.26	262,990
July 2020	\$0.60	\$0.40	340,592
August 2020	\$0.62	\$0.45	3,694,757
September 2020	\$0.54	\$0.38	1,675,422
October 2020	\$0.40	\$0.25	1,296,674
November 2020	\$0.35	\$0.22	1,028,024
December 2020	\$0.40	\$0.25	794,273
January 2021	\$0.33	\$0.25	434,259
February 2021	\$0.78	\$0.27	8,399,574
March 2021	\$0.66	\$0.28	3,673,115
April 2021	\$0.60	\$0.44	3,407,201
May 2021	\$0.52	\$0.42	1,939,288
June 2021	\$0.42	\$0.35	244,500
July 2021	\$0.50	\$0.42	2,720,739

Notes:

- (1) Information captured as of the date of this Prospectus.

CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

The applicable Prospectus Supplement may describe certain Canadian federal income tax considerations generally applicable to investors described therein of purchasing, holding and disposing of the applicable Securities, including, in the case of an investor who is not a resident of Canada, Canadian non-resident withholding tax considerations.

CERTAIN INCOME TAX CONSIDERATIONS

Owning any of the Securities may subject holders to tax consequences. The applicable Prospectus Supplement may describe certain Canadian federal income tax consequences to an initial investor who is a resident of Canada or a nonresident of Canada of acquiring, owning and disposing of any of the Securities offered thereunder. The applicable Prospectus Supplement may also describe certain United States federal income tax consequences of the acquisition, ownership and disposition of any of the Securities offered thereunder by an initial investor who is a U.S. Person (within the meaning of the U.S. Internal Revenue Code of 1986, as amended). Prospective investors should consult their own tax advisers prior to deciding to purchase any of the Securities.

EXEMPTIONS

Pursuant to a decision of the Autorité des marchés financiers dated July 20, 2021, the Company was granted a permanent exemption from the requirement to translate into French this Prospectus as well as the documents incorporated by reference herein and any Prospectus Supplement to be filed in relation to an "at-the-market" distribution. This exemption is granted on the condition that this Prospectus and any Prospectus Supplement (other than in relation to an "at-the-market" distribution) be translated into French if the Company offers Securities to Québec purchasers in connection with an offering other than in relation to an "at-the-market" distribution.

RISK FACTORS

Before making an investment decision, prospective purchasers of Securities should carefully consider the information and risk factors described in the AIF and incorporated by reference in this Prospectus and the other documents incorporated by reference herein (including subsequently filed documents incorporated by

reference herein), including the applicable Prospectus Supplement, all of which may be accessed on the Corporation's issuer profile on SEDAR at www.sedar.com. Additional risk factors relating to a specific offering of Securities may be described in the applicable Prospectus Supplement. Some of the risk factors described in the AIF and incorporated by reference in this Prospectus and in the other documents incorporated by reference herein (including subsequently filed documents incorporated by reference herein), including the applicable Prospectus Supplement are interrelated and, consequently, investors should treat such risk factors as a whole. If any event arising from these risks occurs, the Company's business, prospects, financial condition, results of operations and cash flows, and an investment in the Securities, could be materially adversely affected. Additional risks and uncertainties of which the Company is currently unaware or that are unknown or that the Company currently deems to be immaterial could have a material adverse effect on the Company's business, prospects, financial condition, results of operations and cash flows. The Company cannot provide any assurances that it will successfully address any or all of these risks.

Negative cash flow from operations

During the fiscal year ended December 31, 2020, and the three-month period ended March 31, 2021, the Company had negative cash flow from operating activities. As at December 31, 2020 and March 31, 2021 the Company had a working capital deficiency of \$1,276,856 and working capital of \$197,324 respectively. Although the Company anticipates it will have positive cash flow from operating activities in future periods, to the extent that the Company has negative cash flow in any future period, certain of the net proceeds from an offering of Securities may be used to fund such negative cash flow from operating activities. If the Company experiences future negative cash flow, the Company may also be required to raise additional funds through the issuance of equity or debt securities. There can be no assurance that the Company will be able to generate positive cash flow from its operations, that additional capital or other types of financing will be available when needed, or that these financings will be on terms favourable to the Company. In addition, the Company expects to achieve positive cash flow from operating activities in future periods. However, this is based on certain assumptions and subject to significant risks.

Going concern uncertainty

The Company's Interim Financial Statements were prepared on a going concern basis. The application of "going concern" depends upon the Company's ability to identify, evaluate and negotiate the acquisition of, participation in or interest in new assets or business opportunities, and its ability to attain profitable operations and generate funds therefrom, and raise equity capital or obtain the necessary financing sufficient to meet current and future obligations. 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. Although the Company has been successful at raising funds in the past through the issuance of securities, it is uncertain whether it will be successful in doing so in the future. The Company had total cash of \$1,849,930, working capital of \$197,324, and negative cash flow from operating activities of \$392,694 for the three months ended March 31, 2021. During the three months ended March 31, 2021, the Company collected \$2,763,477 and \$128,751 in gross proceeds from the exercise of share purchase warrants and share options respectively. Whether and when the Company can attain profitability and positive cash flows is uncertain. These uncertainties cast significant doubt upon the Company's ability to continue as a going concern. Such adjustments could be material. While the Company has been successful in obtaining financing to date, and believes it will be able to obtain sufficient funds in the future and ultimately achieve profitability and positive cash flows from operations, the Company's ability to raise capital may be adversely impacted by: market conditions that have resulted in a lack of normally available financing in the cannabis industry; increased competition across the industry; the industry's inability to quickly eliminate Canada's large illicit cannabis market and overall negative investor sentiment in light of the ongoing COVID-19 pandemic. Accordingly, there can be no assurance that the Company will achieve profitability, or secure financing on terms favourable to the Company or at all. If any of such events were to happen, holders of Securities could lose all or part of their investment. The Company's financial statements do not include any adjustments to the Company's recorded assets or liabilities that might be necessary if the Company becomes unable to continue as a going concern.

A positive return on Securities is not guaranteed

There is no guarantee that the Securities will earn any positive return in the short term or long term. A holding of Securities is speculative and involves a high degree of risk and should be undertaken only by holders whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. A holding of Securities is appropriate only for holders who have the capacity to absorb a loss of some or all of their holdings.

There is no assurance of a sufficient liquid trading market for the Common Shares in the future

Shareholders of the Company may be unable to sell significant quantities of Common Shares into the public trading markets without a significant reduction in the price of their Common Shares, or at all. There can be no assurance that there will be sufficient liquidity of the Company's Common Shares on the trading market, and that the Company will continue to meet the listing requirements of the CSE, the OTC PINK, or achieve listing on any other public listing exchange.

There is no existing trading market for the Warrants, Options, Subscription Receipts, Debt Securities or Units.

There is no existing trading market for the Warrants, Subscription Receipts, Debt Securities or Units. As a result, there can be no assurance that a liquid market will develop or be maintained for those Securities, or that a purchaser will be able to sell any of those Securities at a particular time (if at all). We may not list the Warrants, Options, Subscription Receipts, Debt Securities or Units on any Canadian or U.S. securities exchange.

Minimal operating history.

As the Company has minimal operating history, it is extremely difficult to make accurate predictions and forecasts of its finances. This is compounded by the fact the Company operates in the cannabis industry, which is rapidly transforming. There is no guarantee that the Company's operations will be profitable.

Reliance on single stream of income.

The Company directly owns 100% of the shares and the business of New Leaf USA Inc. New Leaf USA Inc. is a Washington holding company, holding 100% interests in New Leaf USA Inc. Subsidiaries engaging in business ancillary to cannabis and holding equipment, a real estate lease and intellectual property. These businesses have material contracts with the Washington-State cannabis License Holder. The License Holder holds a "marijuana producer" license and "marijuana processor" license both issued by the WSLCB. The New Leaf USA Inc. Subsidiaries' activities and resources have been focused on Washington. The Company is in a business relationship with the License Holder for the foreseeable future. Adverse changes or developments affecting the License Holder, or marijuana businesses generally, could have a material and adverse effect on the Company's business, financial condition and prospects. If the License Holder was to discontinue or fundamentally change their business, the Company's business may fail and shareholders may lose their investment.

Possible licenses jeopardy.

Any problems associated with the business of the License Holder will have an adverse effect on the Company's business, operating results and financial condition. Washington State has a very rigid regulatory framework. Problems associated with the License Holder may include loss of WSLCB licenses to do business, delays and other problems in production, regulatory interference, including inspections and penalties for violations of the Washington Administrative Code, which may include loss of the license. The License Holder may have undertaken activities that were non-compliant and therefore there is no certainty that the License Holder will continue to hold the license for any amount of time. The WSLCB licenses to produce and process recreational and/or medical marijuana are subject to annual renewal. Renewal of the licenses is not guaranteed. Any of the above may affect the revenues and operations of the business; or cause additional unforeseen circumstances.

Possible asset seizure.

The equipment held by New Leaf Equipment LLC is subject to encumbrances in the form of liens and other charges filed in respect of unpaid taxes of the License Holder. To address this, the License Holder has agreed that any amounts payable under the Equipment Promissory Note and the IP Promissory Note, pursuant to the terms of the Equipment Escrow Agreement and IP Escrow Agreement (as each is defined in the AIF), will be first applied to satisfy and discharge all such encumbrances. However, unless and until such encumbrances are satisfied and discharged in full, there is risk that the Equipment could be subject to seizure or forfeiture. Any loss of equipment could have an adverse effect on the Company's business, operating results and financial condition.

In addition, the License Holder's assets are also subject to the same liens and charges in respect of unpaid taxes of the License Holder. Unless and until such encumbrances are satisfied and discharged in full, there is risk that the License Holder's assets could be subject to seizure or forfeiture. Any loss of such assets could have an adverse effect on the

License Holder, and therefore, have an adverse effect on the Company's business, operating results and financial condition.

Probable lack of business diversification.

Because the Company is focused on developing its business ancillary to the cannabis industry, the hemp business, and potentially directly in the cannabis industry, the prospects for the Company's success are dependent upon the future performance and market acceptance of the Company's intended facilities, products, processes, and services. Unlike certain entities that have the resources to develop and explore numerous product lines, operating in multiple industries or multiple areas of a single industry, the Company does not anticipate the ability to immediately diversify or benefit from the possible spreading of risks or offsetting of losses. Again, the prospects for the Company's success may become dependent upon the development or market acceptance of a very limited number of facilities, products, processes or services.

Rapid growth and consolidation of the cannabis industry.

The cannabis industry and businesses ancillary to and directly involved with cannabis businesses are undergoing rapid growth and substantial change, which has resulted in an increase in competitors, consolidation and formation of strategic relationships. Acquisitions or other consolidating transactions could harm the Company in a number of ways, including by losing strategic partners if they are acquired by or enter into relationships with a competitor, losing customers, revenue and market share, or forcing the Company to expend greater resources to meet new or additional competitive threats, all of which could harm the Company's operating results. As competitors enter the market and become increasingly sophisticated, competition in the Company's industry may intensify and place downward pressure on retail prices for its products and services, which could negatively impact its profitability. The Company continues to sell shares for cash to fund operations, capital expansion, mergers and acquisitions that will dilute the current shareholders.

There is no guarantee that the Company will be able to achieve its business objectives. The continued development of the Company may require additional financing. The failure to raise such capital could result in the delay or indefinite postponement of current business objectives or the Company going out of business. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favorable to the Company.

If additional funds are raised through issuances of equity or convertible debt securities, existing shareholders could suffer significant dilution, and any new equity securities issued could have rights, preferences and privileges superior to those of holders of Common Shares. The Company's articles permit the issuance of an unlimited number of Common Shares, and shareholders will have no pre-emptive rights in connection with such further issuance. The directors of the Company have discretion to determine the price and the terms of issue of further issuances. Moreover, additional Common Shares will be issued by the Company in connection with awards granted under the Equity Incentive Plan (as defined in the AIF) and upon the exercise of outstanding warrants. In addition, from time to time, the Company may enter into transactions to acquire assets or the shares of other companies. These transactions may be financed wholly or partially with debt, which may temporarily increase the Company's debt levels above industry standards. Any debt financing secured in the future could involve restrictive covenants relating to capital raising activities and other financial and operational matters, which may make it more difficult for the Company to obtain additional capital and to pursue business opportunities, including potential acquisitions. The Company may require additional financing to fund its operations to the point where it is generating positive cash flows. Negative cash flow may restrict the Company's ability to pursue its business objectives.

COVID-19

The outbreak of the novel coronavirus, or COVID-19, which was declared a pandemic by the World Health Organization in March 2020, has spread across the globe and is impacting economic activity worldwide. In response to the outbreak, governmental authorities in Canada and internationally have introduced various recommendations and measures to try to limit the pandemic, including travel restrictions, border closures, non-essential business closures, quarantines, self-isolations, shelters-in-place and social distancing. The COVID-19 pandemic and the response of governmental authorities to try to limit it have had, and continue to have, a significant impact on the private sector and individuals, including unprecedented business, employment and economic disruptions.

The Company expects to experience some short to medium term negative impacts from the COVID-19 outbreak; however, the extent of such impacts is currently unquantifiable, but may be significant. Such impacts include, with

respect to its operations, its suppliers' operations and its customers' operations, forced closures, mandated social distancing, isolation and/or quarantines, impacts of declared states of emergency, public health emergency and similar declarations and could include other increased government regulations, a material reduction in demand for the Company's products and services, reduced sales, higher costs for new capital, licensing delays, increased operating expenses, delayed performance of contractual obligations, and potential supply and staff shortages, all of which are expected to negatively impact the business, financial condition and results of operations of the Company and thus may impact the ability of the Company to comply with financial covenants, and its ability to satisfy its obligations to its lenders and other parties, which may in turn may adversely impact, among other things, the ability the Company to access debt or equity capital on acceptable terms or at all.

LEGAL MATTERS AND INTEREST OF EXPERTS

Certain legal matters relating to an offering and sale of Securities will be passed upon on behalf of the Company by Cassels Brock & Blackwell LLP with respect to matters of Canadian law. In addition, certain legal matters in connection with an offering and sale of Securities will be passed upon for any underwriters, dealers or agents by counsel to be designated at the time of such offering and sale by such underwriters, dealers or agents with respect to matters of Canadian and, if applicable, United States or other foreign law. As at the date hereof, the partners and associates of Cassels Brock & Blackwell LLP, as a group, own less than 1% of the outstanding Securities of the Company.

Davidson & Company LLP, as auditors of the Company as of and for the periods ended December 31, 2020 and 2019, has confirmed to the Company that it is independent within the meaning of the relevant rules and related interpretations prescribed by the relevant professional bodies in Canada and any applicable legislation or regulations.

PROMOTER

Mike Stier, the CEO and President of the Company, is considered to be a promoter of the Company. As of the date of this Prospectus, Mike Stier holds, directly and indirectly 575,000 Common Shares and 125,000 stock options to purchase Common Shares, representing 1.43% of the Common Shares outstanding.

Robert Colwell, a director of the Company, is considered to be a promoter of two subsidiaries of the Company, New Leaf Enterprises Inc. and New Leaf USA Inc. Mr. Colwell holds, directly and indirectly 6,329,338 Common Shares and 125,000 stock options to purchase Common Shares, representing 13.14% of the Common Shares outstanding.

Boris Gorodnitsky, a director of the Company, is considered to be a promoter of two subsidiaries of the Company, New Leaf Enterprises Inc. and New Leaf USA Inc. Mr. Gorodnitsky holds, directly and indirectly 6,329,338 Common Shares and 125,000 stock options to purchase Common Shares, representing 13.14% of the Common Shares outstanding.

No Promoter of the Company is, as at the date of this Prospectus, or has been within the 10 years prior to the date of this Prospectus, a director or executive officer of any person or company that, while the promoter 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 instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its asset.

No promoter of the Company has, within the 10 years prior to the date of this Prospectus, become bankrupt, made a proposal under any legislation relation 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 promoter.

AUDITORS, TRANSFER AGENT AND REGISTRAR

Davidson & Company LLP, Certified Public Accountants, is independent of the Company in accordance with Code of Professional Conduct of the Chartered Professional Accountants of British Columbia and the Canadian Securities Authority. **Davidson & Company LLP** has performed the audit in respect of certain financial statements incorporated by reference herein or attached hereto. As of the date hereof, **Davidson & Company LLP**, and its partners and associates, beneficially own, directly or indirectly, in their respective groups, less than 1% of any class of outstanding

securities of the Company. The transfer agent and registrar for the Common Shares is Odyssey Trust Company at its principal offices in Vancouver, British Columbia.

ENFORCEMENT OF JUDGMENTS AGAINST FOREIGN PERSONS

Robert Colwell, Lee White and Boris Gorodnitsky, who are each current directors of the Company, reside outside of Canada. Although our current directors and officers who reside outside Canada either have an office in Canada or have appointed Cassels, Brock & Blackwell LLP, Suite 2200, HSBC Building, 885 West Georgia Street, Vancouver, BC V6C 3E8, as their agent for service of process in Canada, it may not be possible for purchasers to enforce against such persons judgments obtained in Canadian courts.

STATUTORY AND CONTRACTUAL RIGHTS OF WITHDRAWAL AND RESCISSION

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

In an offering of Securities which are convertible, exchangeable or exercisable for other securities of the Company, investors are cautioned that the statutory right of action for damages for a misrepresentation contained in this Prospectus is limited, in certain provincial and territorial securities legislation, to the price at which the Securities which are convertible, exchangeable or exercisable for other securities of the Company are offered to the public under the prospectus offering. This means that, under the securities legislation of certain provinces and territories, if the purchaser pays additional amounts upon the conversion, exchange or exercise of the Security, those amounts may not be recoverable under the statutory right of action for damages that applies in those provinces and territories. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for the particulars of this right of action for damages or consult with a legal advisor.

Original purchasers of Securities which are convertible, exchangeable or exercisable for other securities of the Company (unless the Securities are reasonably regarded by the Company as incidental to the applicable offering as a whole) will have a contractual right of rescission against the Company in respect of the conversion, exchange or exercise of such Securities. The contractual right of rescission will be further described in any applicable Prospectus Supplement, but will, in general, entitle such original purchasers to receive, upon surrender of the underlying securities, the original amount paid for the applicable convertible, exchangeable or exercisable Securities and any additional amount paid upon conversion, exchange or exercise thereof, in the event that this Prospectus, the relevant Prospectus Supplement or an amendment thereto contains a misrepresentation, provided that: (i) the conversion, exchange or exercise takes place within 180 days of the date of the purchase of such Securities under this Prospectus and the applicable Prospectus Supplement; and (ii) the right of rescission is exercised within 180 days of the date of the purchase of such Securities under this Prospectus and the applicable Prospectus Supplement.

CERTIFICATE OF THE COMPANY

Dated July 26, 2021

This short form base shelf prospectus, together with the documents incorporated in this prospectus by reference, will, as of the date of the last supplement to this prospectus relating to the securities offered by this short form base shelf prospectus and the supplement(s), constitute full, true and plain disclosure of all material facts relating to the securities offered by this short form base shelf prospectus and the supplement(s) as required by the securities legislation of each of the provinces and territories of Canada.

(Signed) MIKE STIER
Chief Executive Officer

(Signed) TERENCE LEE
Chief Financial Officer

On behalf of the Board of Directors

(Signed) ROBERT COLWELL
Director

(Signed) BORIS GORODNITSKY
Director

CERTIFICATE OF THE PROMOTERS

Dated July 26, 2021

This short form base shelf prospectus, together with the documents incorporated in this prospectus by reference, will, as of the date of the last supplement to this prospectus relating to the securities offered by this short form base shelf prospectus and the supplement(s), constitute full, true and plain disclosure of all material facts relating to the securities offered by this short form base shelf prospectus and the supplement(s) as required by the securities legislation of each of the provinces and territories of Canada.

(Signed) MIKE STIER
Chief Executive Officer

(Signed) ROBERT COLWELL
Director

(Signed) BORIS GORODNITSKY
Director