No securities regulatory authority has expressed an opinion about any information contained herein and it is an offence to claim otherwise. This Prospectus does not constitute a public offering of securities.

*These securities have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or the securities laws of any state of the United States (as such term is defined in Regulation S under the U.S. Securities Act) and may not be offered, sold or delivered, directly or indirectly, in the United States, except pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws. This prospectus does not constitute an offer to sell or solicitation of an offer to buy any of these securities in the United States. See "Plan of Distribution".*

PROSPECTUS

New Issue Prospectus **November 6, 2020**

EAT BEYOND

EAT BEYOND GLOBAL HOLDINGS INC.

3,362,640 Common Shares on exercise or deemed exercise, for no additional consideration, of 3,362,640 Special Warrants purchased at a price of $0.50 per Special Warrant

This long form prospectus (the "**Prospectus**") is being filed with British Columbia Securities Commission, as principal regulator, and with the securities regulatory authorities in the Provinces of Ontario and Alberta, to enable Eat Beyond Global Holdings Inc. (the "**Company**", "**Eat Beyond**", "**we**", "**us**", or "**our**") to become a reporting issuer under the applicable securities legislation in the Provinces of British Columbia, Ontario and Alberta.

No securities are being offered or sold pursuant to this Prospectus. This Prospectus qualifies for distribution Common Shares (the "**Qualified Shares**") issuable for no additional consideration upon exercise or deemed exercise of 3,362,640 special warrants (the "**Special Warrants**") of the Company. The Special Warrants were issued on August 12, 2020 at a price of $0.50 (the "**Offering Price**") per Special Warrant (the "**Offering**"). Under the Offering, the Special Warrants were issued to purchasers in certain provinces of Canada on a non-brokered private placement basis pursuant to prospectus exemptions under applicable securities legislation and in jurisdictions outside of Canada in compliance with laws applicable to each subscriber. See "*Plan of Distribution*".

The Special Warrants are not available for purchase pursuant to this Prospectus and no additional funds are to be received by the Company from the distribution of the Qualified Shares upon the exercise or deemed exercise of the Special Warrants.

	Price	**Net Proceeds to the Company[(1)]**
Per Special Warrant	$0.50	$0.4864
Total	**$1,681,320**	**$1,635,587.60**

Notes:

(1) Before deducting the legal, accounting and administrative expenses of the Company in connection with the Offering and after deducting total cash finder's fees of $45,732.40.

Subject to the terms and conditions of the certificates representing the Special Warrants, each of the Special Warrants entitles the holder thereof to acquire, upon voluntary exercise prior to, or deemed exercise on, the Qualification Date (as defined below), one Qualified Share, subject to adjustment in certain circumstances, without payment of any additional consideration.

The Special Warrants will be deemed to be exercised on the date (the "**Qualification Date**") that is the earlier of (a) the date that is four months and a day following the closing date of the Offering (the "**Deemed Exercise Date**"), and (b) the third business day following the date on which a receipt for the final prospectus of the Company qualifying the distribution of the Qualified Shares issuable on exercise of the Special Warrants (the "**Final Receipt**") has been issued, at which time each Special Warrant shall be automatically exercised for one Qualified Share, subject to adjustment in certain circumstances, without payment of any additional consideration and without further action on the part of the holder.

The Special Warrants were purchased by subscribers pursuant to private placement exemptions from the prospectus requirements in the Provinces of British Columbia, Ontario and Alberta (the "**Qualifying Jurisdictions**") in compliance with laws applicable to each such subscriber, respectively. There is no market through which the Special Warrants may be sold and none is expected to develop. However, pursuant to the terms and conditions of the certificates representing the Special Warrants, the Special Warrants will be deemed to be exercised on the date that is the earlier of (a) the Deemed Exercise Date, and (b) the third business day following the date the Final Receipt has been issued.

In the event that a holder of Special Warrants exercises such securities prior to the earlier of the Qualification Date and the date which is four months and one day after the original date of issuance of the Special Warrants, the Qualifying Shares issued upon exercise of such Special Warrants will be subject to statutory hold periods under applicable securities legislation and shall bear such legends as required by securities laws.

No additional proceeds will be received by the Company in connection with the issuance of the Qualified Shares upon exercise or deemed exercise of the Special Warrants.

Due to the nature of the Company's business, an investment in the Qualified Shares is speculative and involves a high degree of risk that should be considered by potential investors. An investment in the Qualified Shares should only be undertaken by those persons who can afford the total loss of their investment.

There is currently no market through which any of the securities of the Company may be sold, and purchasers may not be able to resell such securities. This, to the extent the Company is able to successfully complete its public listing, may affect the pricing of such securities in the secondary market, the transparency and availability of trading prices, the liquidity of such securities and the extent of issuer regulation. See "*Risk Factors*" and "*Caution Regarding Forward-Looking Statements*".

Concurrently with the filing of this Prospectus, the Company will list its Common Shares, the Qualified Shares and all other Common Shares issuable as described in this Prospectus on the Canadian Securities Exchange (the "**Exchange**" or the "**CSE**"). The Exchange has conditionally accepted the listing of the Common Shares. The listing of the Common Shares on the CSE (the "**Listing**") will be subject to the Company fulfilling all of the listing requirements of the Exchange, which cannot be guaranteed.

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

Prospective investors are advised to consult their own tax advisors regarding the application of Canadian federal income tax laws to their particular circumstances, as well as any other provincial, foreign and other tax consequences of acquiring, holding, or disposing of Qualified Shares, including the Canadian federal income tax consequences applicable to a foreign controlled Canadian corporation that acquires Qualified Shares.

Prospective investors should rely only on the information contained in this Prospectus. Readers should assume that the information appearing in this Prospectus is accurate only as of its date, regardless of its time of delivery. The Company's business, financial condition, results of operations and prospects may have changed since that date.

No underwriters or selling agents have been involved in the preparation of this Prospectus or performed any review or independent due diligence of the contents of this Prospectus.

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

Eat Beyond Global Holdings Inc.
1570 – 505 Burrard Street
Vancouver, B.C. V7X 1M5

Phone: 250-558-8819

TABLE OF CONTENTS

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

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

In some cases, these forward-looking statements can be identified by words or phrases such as "may", "might", "will", "expect", "anticipate", "estimate", "intend", "plan", "indicate", "seek", "believe", "predict" or "likely", or the negative of these terms, or other similar expressions intended to identify forward-looking statements. 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 intention to complete the Listing and all transactions related thereto;
- the Company's expectation regarding its revenue, expenses and operations;
- the Company's intention to grow its business and its operations;
- the Company's competitive position;
- the Company's business objectives for the next twelve months;
- the Company's anticipated cash needs and its needs for additional financing;
- the Company's ability to obtain necessary financing;
- the performance of the Company's business and operations as it relates to its investments;
- the Company's future liquidity and financial capacity;
- the Company's and/or its investee companies' expected market and the profitability thereof;
- the impact of the COVID-19 pandemic ("**COVID-19**") on the Company's investee companies and the economy generally;
- the competitive position of the Company's investee companies and the regulatory environment in which they operate;
- the business objectives of the Company's investee companies, and their ability to research and develop marketable products;
- expectations regarding trends in the plant-based meat alternative industry;
- results and expectation concerning various partnerships, strategic alliances, projects and marketing strategies of the Company;
- the economy generally; and
- the current and future rates of growth of the plant-based protein market and our belief as to the primary factors driving growth and consumer preferences.

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) investee companies obtaining and maintaining, as applicable, the necessary regulatory approvals; (ii) general business and economic conditions; (iii) the Company's ability to successfully execute its plans and intentions; (iv) the availability of financing on reasonable terms; (v) the Company's and the investee companies' ability to attract and retain skilled management and staff, as applicable; (vi) market competition; (vii) the market for and potential revenues to be derived from the investee companies' products; and (viii) the costs, timing and future plans concerning operations of the Company and/or its investee companies will be consistent with current expectations. Although we believe that the assumptions underlying these statements are reasonable, they may prove to be incorrect, and we cannot assure that actual results will be consistent with these forward-looking statements. Given these risks, uncertainties and assumptions, prospective purchasers of Common Shares should not place undue reliance on these forward-looking statements. Whether actual results, performance or achievements will conform to the Company's expectations and predictions is subject to a number of known and unknown risks, uncertainties, assumptions and other factors, including those listed under "*Risk Factors*", which include:

- the Company has limited operating history, and a history of losses and the Company cannot assure profitability;
- the Company has negative cash flows from operations;
- the Company has just commenced its business as an investment issuer and has limited or no history of successful investments;
- the investments to be made by the Company are speculative in nature and holders of Common Shares could experience a loss of all or substantially all of their investment in the Company;
- the Company will require additional capital, which may not be available to it when required on attractive terms, or at all;
- the Company is largely dependent upon its board and management for its success;
- the market for investment opportunities is highly competitive and such competition may curtail the Company's ability to follow its investment policy;
- conflicts of interest may arise between the Company and its directors and management;
- due diligence investigations may not identify all facts necessary or helpful in evaluating an investment opportunity and will not necessarily result in the investment being successful;
- the realization of returns from the Company's investment activities is a long-term proposition;
- the Company's investments may be illiquid and difficult to value, and the Company may not be able to exit the investment on its intended timetable;
- the Company may hold a limited number of investments at any one time and potentially suffer from a lack of diversification;
- financial market fluctuations may have a material adverse effect on the Company's investments in both private and public companies;
- epidemics/pandemics and other public health crises, such as COVID-19, may have a material adverse effect on the Company's investee companies;
- holding control or exercising significant influence over an investment exposes the Company to additional risk;
- in its investment investigation activities, the Company may acquire material, non-public information that may limit its investment actions;
- taking minority positions in investments may limit the ability of the Company to safeguard its investments;
- the Company may be called upon to make follow-on investments in an existing investment and the Company's failure to participate may have a negative adverse effect on the existing investment;
- the Company may make bridge financings from time to time, which if not converted as intended may expose the Company to unintended risk;
- the Company has made and may continue to make investments in private businesses, including foreign private businesses, where information is unreliable or unavailable;
- the Company's investee companies may strongly depend on the business and technical expertise of their management teams;
- the Company's investee companies will be dependent on intellectual property rights and susceptible to challenges to those rights as well as claims of infringement of third parties' rights, which could have a material adverse effect on the value of the Company's investment;
- the effect of competition on the Company's investee companies;

- government regulation of the food industry may create risks and challenges for the Company's investee companies;
- the effect of product labelling requirements on the Company's investee companies;
- the effect of the price of raw materials on the Company's investee companies;
- the effect of consumer trends on the Company's investee companies;
- the ability of the Company's investee companies to properly manage their supply chains, including the limited number of suppliers of raw materials and the exposure to a disruption in the supply of key ingredients, including as a result of COVID-19;
- the effect of climate change on the Company's investee companies;
- food safety and consumer health may create risks and challenges for the Company's investee companies;
- the ability of the Company's investee companies to maintain and grow the value of their brands, and to protect the reputation of the same;
- the effect of internet search algorithms on the Company's investee companies' ability to attract new customers and retain existing customers;
- the exposure of the Company's investee companies to risks associated with leasing commercial and retail space;
- the effect of product innovation on the Company's investee companies;
- the ability of the Company's investee companies to retain current customers and/or recruit new customers;
- the Company's investee companies may become party to litigation;
- the market price of the Common Shares may be adversely affect by stock market volatility;
- there may not be an active or liquid market for the Common Shares;
- it may be difficult, if not impossible, for U.S. holders of the Common Shares to resell them;
- the Company does not anticipate paying cash dividends on the Common Shares in the foreseeable future;
- the Company will be subject to the additional regulatory burden resulting from its public listing on the CSE;
- future sales or issuances of equity securities could dilute the current shareholders; and
- future sales of Common Shares by existing shareholders could reduce the market price of the Common Shares.

If any of these risks or uncertainties materialize, or if assumptions underlying the forward-looking statements prove incorrect, actual results might vary materially from those anticipated in those forward-looking statements. The assumptions referred to above and described in greater detail under "*Risk Factors*" should be considered carefully by readers.

The Company's forward-looking statements are based on the reasonable beliefs, expectations and opinions of management on the date of this Prospectus (or as of the date they are otherwise stated to be made). Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There is no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. We do not undertake to update or revise any forward-looking statements, except as, and to the extent required by, applicable securities laws in Canada.

All of the forward-looking statements contained in this Prospectus are expressly qualified by the foregoing cautionary statements. Investors should read this entire Prospectus and consult their own professional advisors to assess the income tax, legal, risk factors and other aspects of their investment.

MARKET AND INDUSTRY DATA

This Prospectus includes market and industry data that has been obtained from third party sources, including industry publications. Eat Beyond believes that the industry data is accurate and that its estimates and assumptions are reasonable, but there is no assurance as to the accuracy or completeness of this data. Third party sources generally state that the information contained therein has been obtained from sources believed to be reliable, but there is no assurance as to the accuracy or completeness of included information. Although the data is believed to be reliable, Eat Beyond has not independently verified any of the data from third party sources referred to in this Prospectus or ascertained the underlying economic assumptions relied upon by such sources.

Unless otherwise indicated, information contained in this Prospectus concerning the Company's industry and the markets in which it operates, including general expectations and market position, market opportunities and market share, is based on information from independent industry organizations, other third-party sources (including industry publications, surveys and forecasts) and management studies and estimates.

The Company's estimates are derived from publicly available information released by independent industry analysts and third-party sources as well as data from the Company's internal research, and include assumptions made by the Company which management believes to be reasonable based on their knowledge of the Company's industry and markets. The Company's internal research and assumptions have not been verified by any independent source, and it has not independently verified any third-party information. While the Company believes the market position, market opportunity and market share information included in this Prospectus is generally reliable, such information is inherently imprecise. In addition, projections, assumptions and estimates of the Company's future performance and the future performance of the industry and markets in which it operates are necessarily subject to a high degree of uncertainty and risk due to a variety of factors, including those described under the headings "*Caution Regarding Forward-Looking Statements*" and "*Risk Factors*".

CONVENTIONS

Certain terms used herein are defined in the "*Glossary of Terms*". Unless otherwise indicated, references to $ are to Canadian dollars and USD$ are to U.S. dollars. All financial information with respect to Eat Beyond has been presented in Canadian dollars in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board and interpretations of the International Financial Reporting Interpretation Committee.

GLOSSARY OF TERMS

The following is a glossary of certain defined terms used throughout this Prospectus. This is not an exhaustive list of defined terms used in this Prospectus and additional terms are defined throughout. Terms and abbreviations used in the financial statements of Eat Beyond are defined separately and the terms and abbreviations defined below are not used therein, except where otherwise indicated. Words importing the singular, where the context requires, include the plural and vice versa, and words importing any gender include all genders.

"**$**" means Canadian dollars.

"**Administrator**" has the meaning set forth in "*Options and Other Rights to Purchase Securities – Option Plan*".

"**Affiliate**" means a company that is affiliated with another company as described below:

A company is an "Affiliate" of another company if:

(a) one of them is the subsidiary of the other; or

(b) each of them is controlled by the same Person;

A company is "controlled" by a Person if:

(a) voting securities of the company are held, other than by way of security only, by or for the benefit of that Person; and

(b) the voting securities, if voted, entitle the Person to elect a majority of the directors of the company;

A Person beneficially owns securities that are beneficially owned by:

(a) a Company controlled by that Person, or

(b) an Affiliate of that Person, or

(c) an Affiliate of any Company controlled by that Person.

"**Applicable Securities Law**" means applicable securities legislation, securities regulation and securities rules, as amended, and the policies, notices, instruments and blanket orders having the force of law, in force from time to time.

"**April 23 Financing**" has the meaning set forth under the heading "*General Development of the Business – Private Placements*".

"**Argentum**" has the meaning set forth in "*Directors and Executive Officers – Corporate Cease Trade Orders and Bankruptcies*".

"**Associate**" means when used to indicate a relationship with a person or company, means:

(a) an issuer of which the person or company beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to outstanding securities of the issuer;

(b) any partner of the person or company;

(c) any trust or estate in which the person or company has a substantial beneficial interest or in respect of which a person or company serves as trustee or in a similar capacity;

(d) in the case of a person, a relative of that person, including:

   (i) that person's spouse or child; or

   (ii) any relative of the person or of his spouse who has the same residence as that person; but

(e) where the Exchange determines that two persons shall, or shall not, be deemed to be associates with respect to a Member firm, Member corporation or holding company of a Member corporation, then such determination shall be determinative of their relationships in the application of Rule D with respect to that Member firm, Member corporation or holding company.

"**Audit Committee**" means the audit committee of the Company.

"**Audit Committee Charter**" means the Audit Committee's Charter, attached hereto as Schedule "A".

"**BCBCA**" means the *Business Corporations Act* (British Columbia).

"**Board**" or "**Board of Directors**" means the board of directors of Eat Beyond.

"**Business Day**" means a day other than Saturday, Sunday or a statutory holiday in British Columbia, Canada.

"**CBCA**" means the *Canada Business Corporations Act*.

"**CEO**" means Chief Executive Officer.

"**CFIA**" has the meaning set forth in "*Market and Regulatory Overview – Regulatory Matters – Canada*".

"**CFO**" means Chief Financial Officer.

"**Committee**" has the meaning set forth in "*Options and Other Rights to Purchase Securities – Option Plan*".

"**Common Shares**" means the common shares in the capital of Eat Beyond.

"**Company**" or "**Eat Beyond**" means Eat Beyond Global Holdings Inc., a company existing under the BCBCA.

"**company**" means, unless specifically indicated otherwise, a corporation, incorporated association or organization, body corporate, partnership, trust, association or other entity other than an individual.

"**Conditional Approval**" means the approval issued by the CSE for listing of the Common Shares.

"**COVID-19**" has the meaning set forth under the heading "*Caution Regarding Forward-Looking Statements*".

"**CSE**" or the "**Exchange**" means the Canadian Securities Exchange operated by the CNSX Markets Inc.

"**Deemed Exercise Date**" means the date that is four months and a day following the closing of the Offering.

"**Eat Beyond MD&A**" means the management's discussion and analysis of Eat Beyond for the period from September 9, 2019 (date of Incorporation) to August 31, 2020, attached hereto at Schedule "C".

"**Federal Food Laws**" has the meaning set forth in "*Market and Regulatory Overview – Regulatory Matters – Canada*".

"**FDA**" has the meaning set forth in "*Market and Regulatory Overview – Regulatory Matters – Canada*".

"**FDR**" has the meaning set forth in "*Market and Regulatory Overview – Regulatory Matters – Canada*".

"**February 5 Financing**" has the meaning set forth under the heading "*General Development of the Business – Private Placements*".

"**February 13 Financing**" has the meaning set forth under the heading "*General Development of the Business – Private Placements*".

"**Final Prospectus**" means the (final) prospectus of Eat Beyond, prepared in accordance with NI 41-101.

"**Final Receipt**" means the receipt issued by the Principal Regulator, evidencing that a receipt has been, or has been deemed to be, issued for the Final Prospectus in British Columbia.

"**Financial Statements**" means the audited financial statements of Eat Beyond for the period from September 9, 2019 (date of Incorporation) to August 31, 2020, together with the notes thereto and the auditors' report thereon, as applicable, attached hereto at Schedule "B".

"**Finder's Warrants**" means common share purchase warrants exercisable to acquire Common Shares and issued to certain finders.

"**FTC**" has the meaning set forth in "*Market and Regulatory Overview – Regulatory Matters – United States*".

"**GAAP**" means generally accepted accounting principles in Canada.

"**Governance Policy**" has the meaning set forth in "*Corporate Governance.*"

"**IFRS**" means the International Financial Reporting Standards as issued by the International Accounting Standards Board and interpretations of the International Financial Reporting Interpretation Committee.

"**Insider**" means:

(a) a director or senior officer of Eat Beyond;

(b) a director or senior officer of Eat Beyond that is an Insider or subsidiary of Eat Beyond,

(c) a Person that beneficially owns or controls, directly or indirectly, Voting Shares carrying more than 10% of the voting rights attached to all outstanding voting shares of Eat Beyond; or

(d) Eat Beyond itself if it holds any of its own securities.

"**Investment Committee**" has the meaning ascribed to it under "*Description of the Business – Investment Committee*".

"**Investment Policy**" has the meaning ascribed to it under "*Description of the Business – Investment Policy*".

"**Listing**" means the listing of the Common Shares for trading on the CSE.

"**March 17 Financing**" has the meaning set forth under the heading "*General Development of the Business – Private Placements*".

"**March 18 Financing**" has the meaning set forth under the heading "*General Development of the Business – Private Placements*".

"**MD&A**" means management discussion and analysis.

"**Named Executive Officer**" or "**NEO**" means:

(a) the CEO, or comparable position;

(b) the CFO, or comparable position;

(c) each of the issuer's three most highly compensated executive officers, other than the CEO and CFO, who were serving as executive officers at the end of the most recently completed financial year and whose total salary and bonus, individually, exceeds CAD$150,000 per year; or

(d) any additional individuals for whom disclosure would have been provided under (c) except that the individual was not serving as an officer of the issuer at the end of the most recently completed financial year.

"**NI 41-101**" means National Instrument 41-101 – *General Prospectus Requirements*, of the Canadian Securities Administrators.

"**NI 45-102**" means National Instrument 45-102 – *Resale of Securities*, of the Canadian Securities Administrators.

"**NI 52-110**" means National Investment 52-110 – *Audit Committees*, of the Canadian Securities Administrators.

"**Offering**" means the non-brokered private placement of 3,362,640 Special Warrants at a price of $0.50 per Special Warrant for total gross proceeds of $1,681,320.

"**Offering Price**" has the meaning set forth on the face page of this Prospectus.

"**Option Certificate**" has the meaning set forth in "*Options and Other Rights to Purchase Securities – Option Plan*".

"**Option Plan**" has the meaning set forth in "*Options and Other Rights to Purchase Securities – Option Plan*".

"**Options**" means the options issued pursuant to the Option Plan.

"**Person**" unless specifically indicated otherwise, means a corporation, incorporated association or organization, body corporate, partnership, trust, association or other entity other than an individual.

"**Preliminary Prospectus**" means the (preliminary) prospectus of Eat Beyond, prepared in accordance with NI 41-101, and any amendments thereto.

"**Preliminary Receipt**" means the receipt issued by the Principal Regulator, evidencing that a receipt has been, or has been deemed to be, issued for the Preliminary Prospectus in British Columbia.

"**Principal Regulator**" means the British Columbia Securities Commission.

"**Promoter**" means (a) a person or company who, acting alone or in conjunction with one or more other persons, companies or a combination thereof, directly or indirectly, takes the initiative in founding, organizing or substantially reorganizing the business of an issuer, or (b) a person or company who, in connection with the founding, organizing or substantial reorganizing of the business of an issuer, directly or indirectly, receives in consideration of services or property, or both services and property, 10% or more of any class of securities of the issuer or 10% or more of the proceeds from the sale of any class of securities of a particular issue, but a person or company who receives such securities or proceeds either solely as underwriting commissions or solely in consideration of property shall not be deemed a promoter within the meaning of this definition if such person or company does not otherwise take part in founding, organizing, or substantially reorganizing the business.

"**Prospectus**" means collectively, the Preliminary Prospectus and the Final Prospectus (including any Supplemental Material thereto).

"**Qualification Date**" means the date that is the earlier of (a) the Deemed Exercise Date, and (b) the third business day following the date on which the Final Receipt has been issued, at which time each Special Warrant shall be automatically exercised for one Qualified Share, subject to adjustment in certain circumstances, without payment of any additional consideration and without further action on the part of the holder.

"**Qualified Shares**" means the 3,362,640 Common Shares of the Company issued on exercise or deemed exercise of the Special Warrants, qualified under this Prospectus.

"**Qualifying Jurisdictions**" means the Provinces of British Columbia, Ontario and Alberta.

"**Regulation S**" means Regulation S promulgated under the U.S. Securities Act.

"**RSU**" means a restricted share unit granted pursuant to the RSU Plan.

"**RSU Plan**" has the meaning set forth in "*Options and Other Rights to Purchase Securities – Restricted Share Unit Plan"*.

"**RSU Holder Termination Date**" has the meaning set forth in "*Options and Other Rights to Purchase Securities – Restricted Share Unit Plan"*.

"**SEDAR**" means the System for Electronic Document Analysis and Retrieval maintained by the Canadian Securities Administrators.

"**SFA**" has the meaning set forth in "*Market and Regulatory Overview – Regulatory Matters – Singapore*".

"**SFCR**" has the meaning set forth in "*Market and Regulatory Overview – Regulatory Matters – Canada*".

"**SFCR License**" has the meaning set forth in "*Market and Regulatory Overview – Regulatory Matters – Canada*".

"**Shareholders**" means the holders of Common Shares.

"**Special Warrant**" means a special warrant issued by the Company entitling the holder the right to acquire, without additional payment, one Qualified Share for each Special Warrant held, the issuance of the Qualified Shares are qualified under this Prospectus.

"**Term**" has the meaning set forth in "*Options and Other Rights to Purchase Securities – Option Plan*".

"**Transfer Agent**" means the transfer agent and registrar of the Company, anticipated to be Olympia Trust Company.

"**USDA**" has the meaning set forth in "*Market and Regulatory Overview – Regulatory Matters – United States*".

"**U.S. FDA**" has the meaning set forth in "*Market and Regulatory Overview – Regulatory Matters – United States*".

"**U.S. Securities Act**" means the United States Securities Act of 1933, as amended.

SUMMARY OF PROSPECTUS

The following is a summary of the principal features of the Common Shares and should be read together with the more detailed information and financial data and statements contained elsewhere in this Prospectus. Capitalized terms used but not defined in this Summary of Prospectus have the meanings ascribed thereto in the Glossary of Terms.

The Company

The Company was incorporated on September 9, 2019, under the BCBCA under the name "1222554 B.C. Ltd." On September 17, 2019, it changed its name to "Eat Beyond Global Holdings Inc." Eat Beyond's registered office is located at 1500 – 1055 West Georgia Street, Vancouver, British Columbia V6E 4N7. See "*Description of the Business*".

Principal Business of the Company

The Company is an investment issuer primarily focusing on investments in the plant-based protein and meat alternative food industry. The Company's investments may include the acquisition of equity, debt or other securities of publicly traded or private companies or other entities, financing in exchange for pre-determined royalties or distributions and the acquisition of all or part of one or more businesses, portfolios or other assets, in each case that the Company believes will enhance value for the shareholders of the Company in the long term.

As an investment issuer, Eat Beyond intends to invest in companies that understand that consumers want plant-based products but are not willing to make significant sacrifices with respect to taste, texture and health. Consumers are seeking out ethical food sources that have a low carbon footprint. Consumers want plant-based meals and in most cases are willing to bear the cost of shifting away from animal agriculture.

No Proceeds Raised

No proceeds will be raised pursuant to this Prospectus. See "*Proceeds*".

Use of Proceeds

Proceeds received from the exercise of the Special Warrants and other available proceeds will be used to fund the Company's potential investments in the plant-based protein and meat alternative industry and for general corporate purposes. See "*Funds Available*".

Summary of Financial Information

The following table sets forth the selected financial information for the period from September 9, 2019 (date of incorporation) to August 31, 2020 and has been derived from the Financial Statements, prepared in accordance with IFRS and attached as Schedule "B" to this Prospectus. The selected financial information should be read in conjunction with the Eat Beyond MD&A and the Financial Statements contained elsewhere in this Prospectus.

	For the period from September 9, 2019 (date of incorporation) to August 31, 2020 (audited)
Statement of Operations Data	
Total revenues	$Nil
Total expenses	$372,223
Gain from other items	$(225,231)
Loss and comprehensive loss	$146,992

	For the period from September 9, 2019 (date of incorporation) to August 31, 2020 (audited)
Net loss per share (basic and diluted)	$0.02
Balance Sheet Data	
Current assets	$3,319,343
Total assets	$3,319,343
Current liabilities	$154,655
Total liabilities	$154,655

Risk Factors

An investment in the Company involves a substantial degree of risk and should be regarded as highly speculative due to the nature of the business of the Company.

The risks, uncertainties and other factors, many of which are beyond the control of the Company that could influence actual results include, but are not limited to: the Company's limited operating history and history of losses; the Company's limited history as an investment issuer; the speculative nature of the investments made by the Company; the Company's need for additional capital, which may not be available to it when required on attractive terms, or at all; the Company's and its investee companies' reliance on key personnel; the competitive nature of the market for investments; potential conflicts of interest between the Company and its directors and management; risks and challenges associated with evaluating investment opportunities and realizing returns on investments; the Company's investments may be illiquid and the Company may not be able to exit the investment on its intended timetable; the Company's investments may potentially suffer from a lack diversification; the effect of market fluctuations on the Company's investments; the risks associated with holding control or exercising significant influence over an investment; the Company may be prohibited from investment opportunities due to its knowledge of material, non-public information; the risks associated with minority positions in investee companies; the Company may be called upon to make follow-on investments or may make bridge financings which may expose the Company to unintended risks; the investee companies' reliance on intellectual property rights; the competitive and regulatory environment in which the investee companies operate; the investee companies' exposure to the price of raw materials; the investee companies' expectations regarding consumer trends; the investee companies' ability to manage the supply chain, including the limited number of suppliers of raw materials and the exposure to a disruption in the supply of key ingredients; the investee companies' exposure to climate change; the impact of the COVID-19 on the Company's investee companies and the economy generally; the Company's exposure to food safety and consumer health issues; the ability of the investee companies to maintain the value of their brands and the reputation of the same; the risks associated with leasing commercial and retail space; the investee companies' exposure to risks associate with leasing commercial and retail space; the investee companies' ability to develop innovative products; the investee companies' ability to retain current customers and/or recruit new customers; the Company and/or the investee companies may become a party to litigation; the market price of the Common Shares may be adversely affected by stock market volatility; there may not be an active or liquid market for the Common Shares; it may be difficult, if not impossible, for U.S. holders of the Common Shares to resell them; the Company has not paid in the past and does not anticipate paying dividends on the Common Shares in the foreseeable future; the increased regulatory burden of being a publicly traded company; future sales and issuances of equity securities may dilute current shareholders and reduce the market price of the Common Shares; and the other factors discussed under "*Risk Factors*".

For a detailed description of certain risk factors relating to the Common Shares, which should be carefully considered before making an investment decision, see "*Risk Factors*".

CORPORATE STRUCTURE

Name, Address and Incorporation of Company

The Company was incorporated on September 9, 2019, under the BCBCA under the name "1222554 B.C. Ltd." September 17, 2019, it changed its name to "Eat Beyond Global Holdings Inc."

The head office is located at 1570 – 505 Burrard Street, Vancouver, British Columbia V7X 1M5 and the registered and records office of the Company is located at 1500 – 1055 West Georgia Street, Vancouver, British Columbia V6E 4N7.

GENERAL DEVELOPMENT OF THE BUSINESS

General

The Company is an investment issuer focused on investing in high-potential companies that operate in the plant-based food technology sector. The Company plans to invest in opportunities involving the design, development, testing, production, distribution and sale of a variety of plant-based protein products and other meat alternatives. The Company plans to generate returns on its investments through mergers or acquisitions or go-public transactions of its investee companies or projects. As of the date of this Prospectus, the Company has raised gross proceeds of $3,462,185 and made $1,352,200 in material investments. See "*Private Placements*", "*Plan of Distribution*" and "*Material Assets and Investments*".

History

The Company was incorporated for the purpose of becoming an investment company, become a reporting issuer and to list on a Canadian stock exchange. See "*Description of the Business*".

Private Placements

- On February 5, 2020, Eat Beyond issued 5,000,000 units at a price of $0.005 per unit as part of a seed round financing for aggregate proceeds of $25,000 (the "**February 5 2020 Financing**"). Each unit consisted of one Common Share and one common share purchase warrant with each warrant exercisable to acquire one additional Common Share at a price of $0.05 per share until February 5, 2022.

- On February 13, 2020, Eat Beyond issued 7,325,000 units at a price of $0.02 per unit as part of a seed round financing for aggregate proceeds of $146,500 (the "**February 13 Financing**"). Each unit consisted of one Common Share and one common share purchase warrant with each warrant exercisable to acquire one additional Common Share at a price of $0.05 per share until February 13, 2022.

- On March 17, 2020, Eat Beyond issued a total of 252,200 special warrants at a price of $0.05 per special warrant for aggregate gross proceeds of $12,610 the ("**March 17 Financing**"). Each special warrant was deemed to have been exercised for one Common Share on July 18, 2020.

- On March 18, 2020, Eat Beyond issued 2,693,510 Common Shares at a price of $0.50 per Common Share as part of a financing for aggregate proceeds of $1,346,755 (the "**March 18 Financing**"). In connection with the offering, Eat Beyond paid an aggregate of $87,273 and issued 174,545 Finder's Warrants to eligible arm's length finders.

- On April 23, 2020, Eat Beyond issued 500,000 Common Shares at a price of $0.50 per Common Share as part of a financing for aggregate proceeds of $250,000 (the "**April 23 Financing**"). In connection with the offering, Eat Beyond paid an aggregate of $17,500 and issued 35,000 common share purchase warrants to an eligible arm's length finder.

- On August 12, 2020, Eat Beyond issued 3,362,640 Special Warrants at a price of $0.50 per Special Warrant pursuant to the Offering for gross proceeds of $1,681,320. In connection with the Offering, Eat Beyond paid an aggregate of $45,732.40 and issued 108,614 Finder's Warrants to eligible arm's length finders.

The Impact of the COVID-19 Pandemic on our Business

Impacts resulting from the COVID-19 pandemic have resulted in a widespread health crisis that has already adversely 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 Company and its investments are subject to the cycles of the financial markets. The impact of these cycles are now magnified and volatile due to the effects of the COVID-19 virus. Current global financial and economic conditions can be unpredictable. Many industries are impacted by these market conditions and the COVID-19 virus. Some key impacts of the current financial market turmoil arising from the COVID-19 virus include contraction in credit markets resulting in a widening of credit risk, devaluations and high volatility in global equity, commodity, foreign exchange, novel fiscal policy and monetary policy and monetary markets and a lack of market liquidity. Such factors may impact the Company's investment decisions. Additionally, global economic conditions arising from the COVID-19 virus may cause a long-term decrease in asset values. If such global volatility and market turmoil continue, the Company's operations and financial condition could be adversely impacted. Similarly, the plant-based food technology sector faces uncertainty and further impacts due to the COVID-19 virus, including facility and market closures, reduced sales, and potential for supply chain disruption.

The Company and its investments are working on establishing 'work from home' measures, where possible, and otherwise have or are seeking approval to continue on site operations. For more details concerning the Company's and its investments' initiatives, see "*Description of the Business – Material Assets and Investments*".

The overall severity and duration of COVID-19-related adverse impacts on our business will depend on future developments, which we cannot currently predict, including directives of the federal and provincial governments and health authorities. See "*Risk Factors*".

DESCRIPTION OF THE BUSINESS

General

The Company believes that plant-based food can help feed the world and is a socially responsible business to support. Plant-based products that can be made available to the mass market will have a great deal of appeal as more people move away from a meat-based diet for health and moral reasons. A plant-based approach to feeding the planet is more sustainable. Consumers recognise that animal protein sourced from the sea and land are getting more difficult to sustain and have an impact on overall health.

As an investment issuer, Eat Beyond intends to invest in companies that understand that consumers want plant-based products but are not willing to make significant sacrifices with respect to taste, texture and health. Consumers are seeking out ethical food sources that have a low carbon footprint. Consumers want delicious plant-based meals and in most cases are willing to bear the cost of shifting away from animal agriculture.

Investment Policy

The Company has adopted an investment policy to govern its investment activities (the "**Investment Policy**"). The Investment Policy sets out, among other things, the investment objectives and strategy of the Company based on certain fundamental principles.

Investment Objectives

Eat Beyond's primary focus will be to seek high returns by making investments in companies involved in the following spaces:

- Plant-based protein;
- Fermented Foods;
- Cultured Agriculture;
- Food Technology; and
- Cell Agriculture.

The Company will generally seek: (a) high return investment opportunities in primarily privately held companies (Series A and B) and early stage publicly traded companies, with a focus on companies operating in the plant-based food products industry; (b) to preserve capital and limit downside risk while achieving a reasonable rate of capital appreciation; and (c) investments that provide liquidity. Surplus working capital funds may also be temporarily invested to general marketable securities.

Although Eat Beyond expects that its investment portfolio will, from time to time, be comprised of securities of both public and private issuers in the plant-based food products area, Eat Beyond may also endeavor to identify compelling investment opportunities in certain other related sectors, including any company providing meat alternatives, plant based or otherwise. Eat Beyond expects its investments will encompass emerging companies in their early stages of development as well as companies that have established and mature businesses.

The company will also specifically seek to:

- INVEST in innovation, focusing on growing the alternative protein industry, thereby helping to address the global demand for food security through the efficient creation of animal-free protein.
- DELIVER ACCESS to this dynamic area of the food industry through quality deals as a result of early mover advantage and the Company's sourcing skills.
- TARGET medium-term unlevered returns of +20% through investment opportunities with industrial partners working actively with fund investors.
- DISCOVER 7-10 key equity-linked investments in a range of $50,000 - $1,000,000 (for aggregate investments of $3,000,000 - $5,000,000) over the 48 months following incorporation with a minimum ownership goal of 5% or more.
- PROVIDE capital for select buy-ins or buy-outs, along with early stage, growth, and expansion opportunities.
- FOCUS on select geographic areas, including North America, Europe and Israel, and continuing with key Asian and Latin American countries where opportunities are aligned with the Company's objectives.
- REALIZE exits though management buy-backs, industry trade sales, and/or public markets.

Investment Strategy

Eat Beyond intends to employ several general guidelines as part of its investment strategy. The Company will primarily focus on seeking high returns by making investments in public and private companies that operate primarily in the plant-based sector. It is expected that such investments shall primarily include growth companies that are revenue generating or are projected to be so in the next six months. The Company may also invest in projects or in equity, debt or other securities of public or private companies in the alternative food industry (plant based or otherwise). Surplus working capital funds may be invested to generate high returns.

Initial investments of equity, debt or a combination thereof may be made through a variety of financial instruments including, but not limited to, private placements, participation in initial public offerings, bridge loans, secured loans, unsecured loans, convertible notes and debentures, warrants and options, royalties, net profit interests and other hybrid instruments, which will be acquired and held both for long-term capital appreciation and shorter-term gains. The nature and timing of Eat Beyond's investments will depend, in part, on available capital at any particular time and the investment opportunities identified and available to Eat Beyond.

A key aspect of the Company's investment strategy will be to seek undervalued companies backed by strong management teams and solid business models that can benefit from macro-economic trends and the strategic relationships that Eat Beyond's management and Board may provide. Notwithstanding this requirement, consideration will be given to opportunities where an investment company's existing management may need the infusion of high-level guidance, direction and expertise from Eat Beyond. In such situations, Eat Beyond intends to work closely with an investment target company's management and board of directors to structure and deliver the strategic and financial resources to help such company capitalize on its prospective or estimated potential and to mature into a successful commercial enterprise.

Where appropriate the Company may act as a third party advisor of opportunities in target or other companies, in exchange for a fee. The Investment Policy shall not permit the Company to invest in physical commodities, "short" sales or other similar transactions.

In general, Eat Beyond expects to be an active partner with its investment companies. The Investment Committee (defined below) will generally seek investment situations where the Company takes an active role where such involvement is expected to make a significant difference to the success and resulting appreciation of an investment company. Eat Beyond may seek equity participation, a joint-controlling interest in a target investment and/or management and/or board participation in situations where it can potentially add value through its involvement, not only financially but also by contributing guidance and additional management expertise.

Subject to applicable laws, there are no restrictions on the size or market capitalization with respect to Eat Beyond's investments in the equity securities of public or private issuers. Immediate liquidity shall not be a requirement, but each investment shall be evaluated in terms of a clear exit strategy designed to maximize the relative return of an investment in light of changing fundamentals and opportunities.

All publicly traded securities acquired by Eat Beyond must be held in accounts opened with registered Canadian Financial Institutions. Cash reserves may, from time to time as appropriate, be placed into high quality money market investments, including Canadian Treasury Bills or corporate notes rated at least R-1 by DBRS Limited, each with a term to maturity of less than one year. Surplus working capital funds may also be invested to generate high returns.

All investments will be made in full compliance with applicable laws in relevant jurisdictions, and will be made in accordance with and governed by the rules and policies of applicable regulatory authorities. Investments in private companies or in public companies listed in certain markets may trigger additional filing requirements with the Exchange. Where the investment company is not publicly traded on a recognized exchange, advanced notice will be provided to the Exchange while the Company is listed on the Exchange.

From time to time, the Board may authorize such additional investments outside of the guidelines described herein as its sees fit for the benefit of the Company and its shareholders.

Investment Committee

Eat Beyond has established an investment committee (the "**Investment Committee**") to monitor its investment portfolio on an ongoing basis and to review the status of its investments. The Investment Committee is subject to the direction of the Board, and must consist of at least three members. The members of the Investment Committee are appointed by the Board, and may be removed or replaced by the Board. Each member of the Investment Committee shall be financially literate. Eat Beyond expects that such members will include directors and/or officers of Eat Beyond, but Eat Beyond may also utilize, or appoint to the Investment Committee, qualified independent financial or technical consultants approved by the Board to assist the Investment Committee in making its investment decisions. It is expected that the Investment Committee will be comprised of at least 50% independent members. One member of the Investment Committee may be designated and authorized to handle the day-to-day trading decisions in keeping with the directions of the Board and the Investment Committee.

Eat Beyond's Investment Committee is chaired by Mr. Lockhart, and is comprised of **Ms. Diane Jang, Mr. Lloyd Lockhart, and Mr. Alan Lider**. See "*Investment Committee Members*".

Investment Evaluation Process

It is anticipated that Eat Beyond's investments will be carried out according to a disciplined process to maximize returns while minimizing risk, taking advantage of investment opportunities identified by the Board's and management's industry contacts and the Investment Committee

In pursuit of the Company's investment objectives stated above, the Company, when appropriate, will employ the following evaluation process: (a) the Company will obtain detailed knowledge of the relevant business segment and locality in which an investment will be made; (b) the Company aims to adopt a flexible approach to investing in possible target companies, without placing unnecessary limits on the type or amount of its investment (see "*Investment Strategy*"); and (c) the Company will maintain minimum net assets of (i) $2,000,000, at least 50% of which has been allocated to at least two specific investments, or (ii) $4,000,000, as per Exchange policy.

In selecting opportunities for Eat Beyond's investment portfolio, the Investment Committee will consider various factors in relation to any particular investment, including:

- inherent value of an investment target company's assets or potential;
- proven management, clearly-defined management objectives and strong technical and professional support;
- future capital requirements to develop the full potential of its business and the expected ability to raise the necessary capital;
- anticipated rate of return and the level of risk;
- financial performance;
- exit strategies and criteria;
- product – whether the product is unique to a category (disruptive);
- distribution – whether the company is currently in distribution;
- growth – whether there is current production development in place for new items and a high level of research and development on new products, and
- analysis of gross margins, time line to break-even or profits.

All investments will be submitted to the Board for final approval. The Investment Committee will select all investments for submission to the Board and monitor Eat Beyond's investment portfolio on an ongoing basis.

Conflicts of Interests

The Company has assembled a strong Board and management team, with diverse backgrounds and significant business expertise and experience. In assembling a Board with these characteristics, the Company has two primary goals:

- to gain exposure to a wide variety of potential investments, including investments that Board members may already be familiar with or that come to their attention through other business dealings: and
- where a Board member has a personal interest in a potential investment, to ensure that the Company has independent, qualified directors available to conduct an independent assessment.

The Company has no restrictions with respect to investing in companies in which a Board member may already have an interest. Any potential investments where there is a material conflict of interest involving an employee, officer or director of the Company may only proceed after receiving approval from disinterested directors of the Board.

Asset Allocation

In determining the sector weighting of the Company's investment portfolio, the Investment Committee shall analyze the current economic conditions in North America and globally and shall seek to respond quickly to such changes. The investment portfolio shall be positioned in accordance with the market view of the Investment Committee from time to time. Sector allocations may vary significantly over time.

Rebalancing

Asset allocations will be reviewed by the Investment Committee on a monthly basis. Reallocations are anticipated to be required infrequently except during extremely volatile market periods.

Implementation

The Investment Committee shall work jointly with the Board and management of Eat Beyond to uncover appropriate investment opportunities. The members of the Investment Committee, the Board, and management have a broad range of business experience and their own networks of business partners, financiers, venture capitalists and finders through whom potential investments may be identified.

Prospective investments will be channeled through the Investment Committee. The Investment Committee shall make an assessment of whether the proposal fits with the investment and corporate strategy of the Company in accordance with the investment evaluation process, and then proceed with preliminary due diligence, leading to a decision to reject or move the proposal to the next stage of detailed due diligence. This process may involve the participation of outside professional consultants.

Once a decision has been reached to invest in a particular investment company, a short summary of the rationale behind the investment decision will be prepared by the Investment Committee and submitted to the Board. This summary will include guidelines against which future progress can be measured. The summary will also highlight any finder's or agents' fees payable (if applicable).

All investments shall be submitted to the Board for final approval. The Investment Committee will select all investments for submission to the Board and monitor the Company's investment portfolio on an ongoing basis, and will be subject to the direction of the Board.

Negotiation of terms of participation is a key determinant of the ultimate value of any opportunity to the Company. Negotiations may be on-going before and after the performance of due diligence. The representative(s) of the Company involved in these negotiations will be determined in each case by the circumstances.

Nature of Involvement

Eat Beyond primarily expects to be an active partner with its investment companies. This will involve a range of activities including:

- advising management of the investment company;
- assisting management of the investment company in finding new sources of financing and capital;
- strategic guidance;
- sourcing industry experts;
- taking an active role in recruiting new management for the investment company;
- finding and appointing advisory board members for the investment company;

- taking a seat on the board of directors of the investment company; and
- making strategic introductions to potential business partners.

In such situations, Eat Beyond intends to use its financial and management expertise to add value of its investment companies. Eat Beyond may also structure an investment to assume a controlling or joint-controlling interest in an investment target company, which may involve the provision of advice to management and/or participation on the board of directors. The ability of Eat Beyond to connect companies in multiple jurisdictions with each other and assist in marketing under a common brand is one way that Eat Beyond intends to enhance the value of its investments.

Monitoring and Reporting

The Company's CFO shall be primarily responsible for the reporting process whereby the performance of each of the Company's investments is monitored. Quarterly financial and other progress reports shall be gathered from each corporate entity, and these shall form the basis for a quarterly review of the Company's investment portfolio by the Investment Committee. Any deviations from expectation are to be investigated by the Investment Committee, and if significant, reported to the Board.

With public company investments, the Company is not likely to have any difficulty accessing financial information relevant to its investment. Where the Company invests in private enterprises, it shall endeavor in each case to obtain a contractual right to be provided with timely access to all books and records it considers necessary to monitor and protect its investment in such private enterprises.

A full report of the status and performance of the Company's investments will be prepared by the Investment Committee and presented to the Board at the end of each fiscal year.

Amendments

Notwithstanding the foregoing, Eat Beyond's investment objectives, investment strategy, and investment evaluation process may, from time to time, be amended by the Board. Additionally, notwithstanding the Investment Policy, the Board may, from time to time, authorize such additional investments outside of the disciplines set forth in this prospectus as it sees fit for the benefit of Eat Beyond and its shareholders.

Investment Committee Members

Diane Jang

Ms. Jang is an experienced business executive, specializing in strategic planning for sustainable success, growth and profitability for companies. With over 29 years of business experience in the consumer-packaged goods industry, she has a proven track record in leading plant-based protein companies to become market leaders in their industries. Previously, Ms. Jang was the CEO and director of Hempco Food and Fiber Inc., President at Sunrise Soya Foods, and general manager at Earth's Own Food Co Inc. Ms. Jang also served as a director of Aurora Cannabis Inc. and Big Sisters of BC Lower Mainland.

Lloyd Lockhart

Mr. Lockhart has 46 years in grocery retail experience. He was just 21 years old when he bought his first SuperValu grocery store with his two partners. Together they operated four independent SuperValu stores over a span of fourteen years. In December of 1990, Mr. Lockhart and his partner opened their first Choices Market and grew their company to an eleven-retail store grocery chain. They received multiple awards across Canada for their achievements. Mr. Lockhart and his partners achieved sales over $100 million per year, and sold their stores in 2017. During his time with Choices Market, Mr. Lockhart helped open a profitable wholesale division, as well as a gluten-free bakery and commissary that supplied the in-store delis. Choices Market had nearly one thousand employees at the time of selling and many were long-term, working for Choices Market for over twenty-five years.

Alan Lider

Mr. Lider has been in the natural/organic business for over 30 years. This includes a 25-year career in senior management with United Natural Foods Inc., an international food distribution Company. His responsibility was to work closely with both the Conventional Supermarkets and the Natural Retail Group in selecting products that worked best with their different classes of trade. His ability to recognize up and coming trends, then select the right company/product to be a leader in their category helped with positioning those products out of the thousands available that would work best with his customer base. In 2004, Mr. Lider was asked to lead the United Natural Foods Inc. expansion into the Asian market. In 2008, Mr. Lider formed ARL Associates which focused on "plant-based" products. Since 2008, Mr. Lider has worked with food and beverage companies in Canada, the U.S. and Asia.

Material Assets and Investments

The following chart is a summary of the Company's material assets and investments. The Company excluded ancillary intellectual property and other minor transactions and investments, with none such items being larger than $25,000. All information concerning the Company's investments, including, without limitation, business history, operations, jurisdictions of operation, regulatory approvals, impact of COVID-19, and COVID-19 response has been furnished by the respective entities as of the date of this Prospectus.

Asset/Issuer Name	Description of Investee Company	Investment Description
	Investment in Listed Equities	
GreenSpace Brands Inc.	GreenSpace Brands Inc.'s mission is to create products that inspire and improve lives through simple ingredients, traditional farming practices and innovative branding. GreenSpace invests in opportunities within the plant based food sector and continues to strive to innovate new products and services. GreenSpace is committed to growing its current portfolio of investments across the sector by distinguishing unique business ventures. GreenSpace is a publicly traded company listed on the TSX Venture Exchange (TSXV: JTR). It is based in Ontario, Canada and predominantly sells its products throughout North America. However, the products under two of GreenSpace's brands, GO VEGGIE and Love Child Organics, are sold internationally. GO VEGGIE sells its products in the Caribbean and Love Child Organics sells its products in Asia and the Middle East. Both GO VEGGIE's and Love Child Organic's sales outside of North America represent a small amount of each of their total sales. The capital from the Company's investment will be used for three purposes: (i) increasing GreenSpace's inventory to meet rising demand for its products; (ii) paying GreenSpace's old accounts payable; and (iii) general working capital. Approximately 70% of the capital will be allocated to increasing GreenSpace's inventory whereas 30% of the capital will be allocated between paying GreenSpace's old accounts payable and general working capital.	**Amount of Investment:** $400,000 **Investment Type:** Subscribed for 6,153,846 common shares at a price of $0.065 per share **Ownership % in Investment Company:** Approximately 7%

	The Company does not hold a controlling position in GreenSpace. The Company intends to hold its investment in GreenSpace and will review its investment quarterly to determine if a re-allocation is necessary. ***COVID-19 Measures*:** GreenSpace has advised that due to COVID-19 various staff members have not been able to return to work. However, GreenSpace has experienced increased online sales during the COVID-19 pandemic. It is the Company's position that GreenSpace's business remains subject to the risk factors further described herein (see "*General Development of the Business – The Impact of the COVID-19 Pandemic on our Business*" and "*Risk Factors*"). For further information concerning GreenSpace, including available financial information, see https://www.greenspacebrands.ca/ and Greenspace's profile on SEDAR at www.sedar.ca.	
The Very Good Food Company Inc.	VERY is a publicly traded company listed on the CSE (CSE: VERY) that operates in the plant-based food technology sector. VERY is headquartered in British Columbia, Canada and operates in British Columbia, Alberta, New Brunswick and Nova Scotia. VERY designs, develops, produces, distributes and sells a variety of plant-based meat and other food alternatives. It offers burgers and bangers, as well as pepperoni, ribz, Taco Stuff'er, roast beast, steak, and stuffed beast products; and seasonal specialty and special-order products, such as holiday ham and seitan bacon. VERY offers its products under "The Very Good Butchers brand". It sells products through its wholesale and e-commerce stores, as well as butcher shops. VERY was formerly known as "The Very Good Butchers Inc." and changed its name to "The Very Good Food Company Inc." in October 2019. The Company's investment in VERY has been deployed into two areas: working capital and the expansion of VERY's production facility. The Company does not hold a controlling position in VERY. The Company intends to hold its investment of $50,000 in VERY and will review its investment quarterly to determine if a re-allocation is necessary. ***COVID-19 Measures*:** VERY has advised the Company that the COVID-19 pandemic has had minimal impact on VERY's business thus far. However, it is the Company's position that VERY's business remains subject to the risk factors further described herein (see "*General Development of the Business – The Impact of the COVID-19 Pandemic on our Business*" and "*Risk Factors*").	**Amount of Investment:** $50,000 **Investment Type:** Subscribed for 200,000 common shares at a price of $0.25 per share **Ownership % in Investment Company:** Less than 1%

	For further information concerning VERY, including available financial information, see https://www.verygoodbutchers.com and Very's profile on SEDAR at www.sedar.ca.	
Good Natured Products Inc.	Good Natured is a publicly traded company (TSXV: GDNP) producing and distributing one of North America's widest assortments of better everyday products made with a high percentage of renewable, plant-based materials and no BPAs (bisphenol A), phthalates or other chemicals of concern potentially harmful to human health and the environment. With a growing assortment of over 385 products and services, Good Natured creates eco-friendly home and business products, food packaging, restaurant/takeout containers, medical, and industrial supplies. Good Natured's products are designed to do good for the planet, good for human health, and good for business by driving incremental sales, minimizing waste and reducing environmental impact, all bundled up in a fresh and approachable brand. The Company's investment in Good Natured will be deployed by Good Natured as follows: (i) to complete the repayment of outstanding convertible debentures issued on February 28, 2018; and (ii) for general working capital purposes. The Company will not hold a controlling position in Good Natured. The Company intends to hold its investment of $100,000 in Good Natured and will review its investment quarterly to determine if a re-allocation is necessary. ***COVID-19 Measures:*** Good Natured has advised the Company that the COVID-19 pandemic has had minimal impact on Good Natured's business thus far. However, it is the Company's position that Good Natured's business remains subject to the risk factors further described herein (see "*General Development of the Business – The Impact of the COVID-19 Pandemic on our Business*" and "*Risk Factors*"). For further information concerning Good Natured, including available financial information, see http://www.goodnatured.ca and Good Natured's profile on SEDAR at www.sedar.ca.	**Amount of Investment:** $100,000 **Investment Type:** Subscribed for 714,286 units at a price of $0.14 per unit. Each unit includes: (i) one common share; and (ii) one-half of one common share purchase warrant, each whole warrant entitling the holder to acquire one common share at a price of $0.21 per share for a period of 12 months. **Ownership % in Investment Company:** Less than 1%
	Investment in Unlisted Equities	
Eat JUST, Inc.	JUST is a food technology company, which believes everyone deserves to eat well. JUST is a private company that primarily operates in the United States and is constantly looking to make their food taste better, healthier and more sustainable when compared to animal-based foods. JUST believes there is untapped potential to discover new food uses for different plant species around the world and is making efforts to discover such plants. JUST products are currently available in most major grocery chains in the United States	**Amount of Investment:** $200,000(1) **Investment Type:** 8,000 Series F Shares **Ownership % in Investment Company:** Less than 1%

	and for purchase online via Amazon Prime Now, Amazon Fresh, Instacart and Walmart.com. JUST recently completed a series D financing in the aggregate amount of $200,000,000.00 USD. Approximately 60-70% of the proceeds (including the Company's investment) will be allocated to: (i) increasing isolate production and construction/expansion of JUST's Minnesota facility to meet global demand for JUST egg and recently launched frozen egg patty skew; and (ii) focusing on new markets in Germany, Colombia and Canada. The remaining funds will be allocated to general working capital. The Company will not have a controlling position in JUST. The Company intends to hold it initial investment of $200,000 and will review quarterly to determine if a re-allocation is necessary. The Company does not intend to explore exit strategies for its investment in JUST at this time. ***COVID-19 Measures*:** JUST has advised the Company that the COVID-19 pandemic has had a minimal direct impact on JUST's business thus far and throughout the COVID-19 pandemic JUST has realized an increase in online sales. However, it is the Company's position that JUST's business remains subject to the risk factors further described herein (see "*General Development of the Business – The Impact of the COVID-19 Pandemic on our Business*" and "*Risk Factors*"). For further information concerning JUST, see https://www.ju.st/en-us.	
TurtleTree Labs Pte. Ltd.	TurtleTree believes it is one of the first biotech companies in the world with the ability to create milk from any mammal. Using their proprietary cell-based methods, TurtleTree hopes to shape the future of how humans source milk. To maximize impact, TurtleTree will work with industry leaders to adopt their sustainable and safe methods to create milk. As a result, TurtleTree hopes to reduce the environmental impacts of industrial farming by replacing dairy cows with a more environmentally friendly alternative. TurtleTree is a private company headquartered in Singapore and is currently undergoing regulatory review of its products/methods by the Singapore Food Agency (see "*Market and Regulatory Overview – Singapore*"; see "*Risk Factors*"). Singapore has high food regulation standards and TurtleTree's relationship with the Singapore Food Agency will help allow TurtleTree to accelerate going to market in this jurisdiction.	**Amount of Investment:** $200,200 **Investment Type:** SAFE Note(2) **Ownership % in Investment Company:** Approximately 8%

	In the United States, TurtleTree is working with Sidley Austin LLP (leaders in novel foods regulation) to work with the U.S. Food and Drug Administration to go to market with TurtleTree's corporate partners. Current feedback has been positive thus far, as TurtleTree's products have obtained a bio-match with mammal milk and are considered a food grade product. The capital invested by Eat Beyond will be allocated as follows: (i) 70% to fund payroll for the research and development of milk products; (ii) 20% to pay legal counsel for patent writing and intellectual property protection; and (iii) 10% to pay for equipment, supplies and other consumables for the research lab. The Company will not have a controlling position in TurtleTree. The Company intends to hold its initial investment and will review quarterly to determine if a re-allocation is necessary. In the event TurtleTree completes an equity financing, the SAFE Note will automatically convert into preferred stock in the capital of TurtleTree. Upon conversion of the SAFE Note, the Company's exit strategy will be to look for opportunities to sell the preferred stock it owns as the business of TurtleTree develops, most likely through a sale or a go public transaction. ***COVID-19 Measures*:** TurtleTree is subject to the risk factors further described herein (see "*General Development of the Business – The Impact of the COVID-19 Pandemic on our Business*" and "*Risk Factors*"). In response to the COVID-19 pandemic, TurtleTree has implemented certain 'work from home' protocols (including weekly virtual meetings to help onboard new scientists) and has also received approval for a small team of scientists to operate onsite in its laboratory on a rotational basis. TurtleTree's response measures have helped it continue to carry out its planned experiments and to maintain forward progression with its business objectives and milestones. For further information concerning TurtleTree, see http://turtletreelabs.com/ and for select unaudited financial information of Turtle Tree see the Eat Beyond MD&A attached hereto at Schedule "C".	
Nabati Foods Inc.	Nabati Foods is a private food technology company that offers consumers selective healthy plant-based food products. Nabati is based in Edmonton, Alberta and serves the North American Market. As a food technology company and a processor of foods, Nabati adheres to the food standards set by the CFIA in Canada. The company owns a US subsidiary, Nabati Foods Inc. (incorporated in the state of Washington), which imports its products for resale and distribution within the U.S. Nabati Foods Inc. adheres to regulations set by the FDA.	**Amount of Investment:** $250,000 **Investment Type:** Convertible Note[(3)] **Ownership % in Investment Company:** Approximately 14%

	The Company's investment in Nabati will be allocated as follows: (i) 45% to pay for marketing and sales; (ii) 5% to pay firms that assist in business development in the U.S.; and (iii) 50% to general operations and expansion of Nabati's current facility and product pipeline growth. The Company will appoint a nominee to Nabati's board of directors upon closing of the investment. The Company intends to hold its initial investment in Nabati and will review quarterly to determine if a re-allocation is necessary. In the event Nabati completes a go public transaction or is acquired, the Company has the right to convert the Convertible Note into fully-paid an non-assessable Class A voting shares in the capital of Nabati. Upon conversion of the Convertible Note, the Company's exit strategy will be to look for opportunities to sell the Class A voting shares that it owns as the business of Nabati develops, most likely through a sale or a go public transaction. ***COVID-19 Measures*:** Nabati's business has been impacted by COVID-19 in several ways. As a food service provider, it was shut down from providing its core services, which effectively stopped Nabati's food service revenue. In addition, all opportunities that were in progress or being sought were put on hold. Nabati's existing retail business remained stagnant month to month; growth was limited as buyers reduced purchasing and were exposed to new products. Nabati is also subject to the risk factors further described herein (see "*General Development of the Business – The Impact of the COVID-19 Pandemic on our Business*" and "*Risk Factors*"). In response to COVID-19, Nabati has introduced an e-commerce component to its business to support cash flow. Nabati has also invested in advertising its brand and products to drive online and store sales. Further, it is focusing on online distribution in the U.S and intends on developing and commercializing its meat alternative line as part of a further growth strategy to expand its product portfolio. Finally, Nabati is now operating at reduced capacity at its facility to accommodate social distancing measures. As a result, Nabati will be focused on acquiring a larger facility to promote growth, while helping ensure worker safety. For further information concerning Nabati, see https://www.nabati.ca/ and for select unaudited financial information of Nabati see the Eat Beyond MD&A attached hereto at Schedule "C".	

SingCell Tx Pte Ltd.	SingCell is building a scalable clean meat-manufacturing platform in Singapore to enable global alternative meat companies to access Asia-Pacific and global markets. The Company's investment in SingCell will be used exclusively by SingCell to offer process development services to cultured meat companies. The Company will appoint a nominee to SingCell's board of directors upon closing of the investment. The Company intends to hold its initial investment in SingCell and will review quarterly to determine if a re-allocation is necessary. In the event SingCell undergoes a change of control or completes an equity fundraising of at least US$1,400,000, the Seed Note will automatically convert into ordinary shares in the capital of SingCell. Upon conversion of the Seed Note, the Company's exit strategy will be to look for opportunities to sell the ordinary shares that it owns as the business of SingCell develops, most likely through a sale or a go public transaction. ***COVID-19 Measures*:** SingCell has advised the Company that the COVID-19 pandemic has had a minimal impact on SingCell's business and throughout the COVID-19 pandemic SingCell has seen an increase in general awareness of this niche business. Due to the changing circumstances across the world, the need for alternative meat sources has positively impacted SingCell's organic growth. However, it is the Company's position that SingCell's business remains subject to the risk factors further described herein (see "*General Development of the Business – The Impact of the COVID-19 Pandemic on our Business*" and "*Risk Factors*"). For further information concerning SingCell see https://www.singcell.com.	**Amount of Investment:** $152,000 **Investment Type:** Seed Note(4) **Ownership % in Investment Company:** Approximately 8%

(1) The Company acquired 8,000 Series F warrants for an aggregate purchase price of US$64,720 (US$8.09 per warrant) which it subsequently exercised for 8,000 Series F shares for an aggregate purchase price of US$86,240 resulting in a total investment of $US150,960 (approximately CDN$200,000).
(2) The SAFE Note will automatically convert into preferred stock in the capital of TurtleTree if TurtleTree completes an equity financing. Alternatively, if TurtleTree has a liquidity event then the SAFE Note will automatically entitle the Company to a portion of the proceeds following the liquidity event.
(3) The Convertible Note bears interest at a rate of 10% per annum and has a term of five years. If Nabati completes a go public transaction or is acquired within 18 months of the issuance of the Convertible Note, at the election of the Company the Convertible Note plus any accrued interest will convert into Class A voting shares at the go public price/acquisition price, less a 30% discount. If Nabati does not complete a go public transaction and is not acquired within 18 months of the issuance of the Convertible Note, the principle of the Convertible Note is adjusted up by 10%. In the event Nabati completes a go public transaction or is acquired after the initial 18-month term, the adjusted principle will convert into Class A voting shares based on the go public or acquisition valuation. The Company has the option to convert the adjusted principle and any accrued interest into equity in Nabati in the event Nabati receives arms-length financing of $2,000,000 or more.
(4) The outstanding principal amount of the Seed Note will automatically convert into the most senior or best class of ordinary shares in the capital of SingCell on the earlier of: (i) SingCell completing an equity fundraising round of at least US$1,400,000; and (ii) a change of control of SingCell.

Interest will only be payable on any outstanding amount of the Seed Note (so far as not converted into ordinary shares in the capital of SingCell) at a rate of 5% per annum if: (i) SingCell completes a fundraising round less than US$1,400,000 and the Company elects to have the Seed Note redeemed; (ii) the Seed Note is still outstanding on September 16, 2023 and the Company elects to have the Seed Note redeemed; (iii) there is a material breach by SingCell of the terms or conditions of the Seed Note and the Company elects to have the Seed Note redeemed; or (iv) an event of default has occurred. Upon the occurrence of a liquidity event, the Company has the option to receive a cash amount equal to the outstanding principal amount of the Seed Note.

Competition

The Company's investee company's operate in a highly competitive environment in which they compete with large established plant-based protein brands such as Beyond Meat, Impossible Foods, the Field Roast Grain Meat Co., Tofurkey, Gardein, and Lightlife, as well as medium and smaller companies including Sol Cuisine, Wholly Veggie and VG Gourmet. The Company believes the principal competitive factors in the plant-based food and meat alternative industry include:

- taste;
- nutritional profile, (e.g. protein, fiber and salt content);
- organic, natural, or highly processed ingredients;
- product texture;
- soy, gluten and GMO content;
- ease of integration into consumer diet;
- convenience;
- cost;
- brand awareness and loyalty among consumers;
- product variety and packaging;
- access to retailer shelf space and retail locations; and
- access to restaurant and foodservice outlets and integration into menus.

The Company believes that its current investments compete effectively with respect to the majority of the above factors. However, some of the companies in this industry have substantially greater financial resources, more comprehensive product lines, broader market presence, longer standing relationships with distributors and suppliers, longer operating histories, greater production and distribution capabilities, stronger brand recognition and greater marketing resources than the investee companies. The Company intends to gain a competitive edge by diversifying its investment portfolio (see "*Investment Policy*").

Employees and Consultants

As at the date of this Prospectus, we have no employees other than our directors and officers. See "*Directors and Executive Officers*".

MARKET AND REGULATORY OVERVIEW

Principal Markets

Consumer interest in plant-based proteins, particularly among millennial and younger generations, has been driven by growing awareness of the long-term health, environmental and animal-welfare impacts of animal-based meat consumption. The Plant Based Foods Association commissioned data showed sales of plant-based meat in the retail channel generated just over $670 million of retail sales over the 52-week period ending June 16, 2018.[1] According to reports and data, the global plant-based meat market was valued at USD $10.10 billion in 2018 and is expected to reach USD $30.92 billion by the year 2026, at a compound aggregate growth rate of 14.8%.[2]

We anticipate recognition of these issues to continue to grow and have a positive impact on consumer demand for our products. We believe that the following factors are shaping consumer preferences:

Health

The negative impact on health caused by certain meats has been well publicized in recent years. In 2004, the World Health Organization published materials, which highlighted positive associations between eating red meat and developing colorectal cancer.[3] These materials also indicated that processed meats such as hot dogs, ham, bacon and sausage cause cancer. A similar conclusion was presented at the American Heart Association by researchers who reviewed dietary patterns of over 15,000 participants, over a ten-year period.[4] Additionally, animals and livestock are also susceptible to various diseases such as mad cow (beef), swine flu (pork) and avian influenza (poultry) that may cause further health risks from consuming potentially infected animal meats.

Climate Change

The global livestock industry is estimated to be responsible for a significant portion of global greenhouse gas emissions, such as methane and nitrous oxide.[5] The IPCC Report highlighted that climate change is expected to cause “severe, pervasive, and irreversible impacts” on the natural environment unless carbon emissions are cut sharply and rapidly. The IPCC Report also highlighted that behavioral changes, including dietary changes such as eating less meat, can have a significant role in cutting emissions.

Global Resource Usage

Animal-based meat consumption is burdensome on the environment in terms of production inputs. Rising global meat consumption and livestock production has been shown to have major negative impacts on the environment due to the burden placed on land and water resources.[6] According to the FAO, livestock occupies 30% of the planet’s land surface and accounts for 70% of all agricultural land use. The Water Resources Industry has reported that 29% of the water in agriculture is directly or indirectly used for animal production.[7]

Animal Welfare

Worldwide, it is estimated that about 70 billion farm animals are now produced for food each year, with two out of every three being factory farmed.[8] Over the past decade, animal welfare groups have publicized a range of

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[1] Plant Based Foods Association, 2018 Retail Sales Data for Plant-Based Foods.

[2] Reports and Data, Plant-Based Meat Market to Reach USD 30.92 Billion by 2026, October 14, 2019, page 1.

[3] The World Health Organization, Q&A on the carcinogenicity of the consumption of red meat and processed meat, October 2015.

[4] Plant Based Diet Associated with Less Heart Failure Risk Report, presented at the American Heart Association scientific meeting, November 13, 2017.

[5] Climate Change 2014: Synthesis Report, Contribution of Working Groups I, II, and III to the Fifth Assessment Report of the Intergovernmental Panel on Climate Change (Core Writing Team, R.K. Pachauri and L.A. Meyer (eds.)). Intergovernmental Panel on Climate Change, Geneva, Switzerland, pp. 151 (the “**IPCC Report**”).

[6] Livestock's Long Shadow-Environmental Issues and Options, Food and Agriculture Organization (the "**FAO**"), 2006.

[7] Reprinted from Water Resources and Industry, Volumes 1-2, March-June 2013, P.W. Gerbens-Leenes, M.M. Mekonnen, A.Y. Hoekstra, The water footprint of poultry, pork and beef: A comparative study in different countries and production systems, page no. 26, Copyright (2013), with permission from Elsevier.

[8] Compassion in World Farming, Strategic Plan 2013-2017, For Kinder, Fairer Farming Worldwide, page no. 2.

investigations highlighting the issues related to safety, welfare and well-being of animals caused by mass livestock production.

Regulatory Matters

General

The food industry is highly regulated and is subject to changing political, legislative, regulatory, and other influences. In Canada and in the other jurisdictions in which the investee companies operate, such companies are subject to the laws and regulations applicable to any business engaged in formulation, production and distribution of consumer food products. This includes laws governing advertising, consumer protection regulations, environmental laws, laws governing the operation of warehouse facilities and labour and employment laws. Investee companies that export their products are also subject to tariffs, treaties and various trade agreements as well as laws affecting the importation/exportation of consumer goods. The Company makes commercially reasonable efforts to ensure the investee companies are in material compliance with all applicable laws.

Jurisdictional Matters

In both domestic and foreign markets, the formulation, manufacturing, packaging, labelling, handling, distribution, importation, exportation, licensing, sale and storage of food products are affected by extensive laws, governmental regulations, administrative determinations, court decisions and other similar constraints. Such laws, regulations and other constraints may exist at the federal, provincial and/or local levels in Canada and at all levels of government in foreign jurisdictions. There is currently no uniform regulation applicable to natural health products worldwide.

The Company's current investee companies currently operate in Canada, the United States and Singapore.

Canada

In Canada, the primary federal agencies governing the manufacture, distribution, labelling and advertising of the consumer food products are the Canadian Food Inspection Agency (the "**CFIA**") and Health Canada. Together these agencies regulate product composition, manufacturing, labelling and other marketing and advertising to consumers.

The CFIA has the authority to inspect investee company facilities to evaluate compliance with prescribed requirements. Additionally, the CFIA requires that certain nutrition and product information appear on investee company product labels. Investee companies are also restricted from making certain types of claims about their products, including nutrient content claims, health claims, and claims regarding the effects of their products on any structure or function of the body, whether express or implied, unless they satisfy certain regulatory requirements.

The Safe Food for Canadians Act (the "**SFCA**"), the Safe Food for Canadians Regulations (the "**SFCR**"), the Food and Drugs Act (the "**FDA**") and the Food and Drugs Regulations (the "**FDR**") are the main federal food laws and regulations (collectively, the "**Federal Food Laws**"). The responsibility for food labelling is shared between the CFIA and Health Canada.

Under the FDA, Health Canada administers regulations relating to the health, safety, and nutritional quality of food sold in Canada. This includes labelling requirements about the nutrients in food, claims about nutrients, the presence of food allergens, and safety-related expiration dates. Under the FDA and FDR, the CFIA administers non-health and safety food labelling regulations related to misrepresentation, labelling, advertising and standards of identity. The CFIA is responsible for the enforcement of all of the Federal Food Laws.

The SFCR, which came into force on January 15, 2019, imposes additional requirements on investee companies including licences for the export of products. Investee companies require a license to manufacture, process, treat, preserve, grade, package or label food products for interprovincial trade or export (the "**SFCR License**").

United States

Certain of the Company's investee companies are subject to extensive laws and regulations in the United States by federal, state and local government authorities. In the United States, the primary federal agencies governing the manufacture, distribution, labeling and advertising of investee company products are the U.S. Food and Drug

Administration ("**U.S. FDA**"), and the U.S. Federal Trade Commission ("**FTC**"). Specifically, investee companies are subject to the requirements of the Federal Food, Drug and Cosmetic Act and regulations promulgated thereunder by the U.S. FDA

Under various federal statutes and implementing regulations, these agencies, among other things, prescribe the requirements and establish the standards for quality and safety and regulate investee company product composition, manufacturing, labeling and other marketing and advertising to consumers. Among other things, the facilities in which investee company products and ingredients are manufactured must register with the U.S. FDA, comply with current good manufacturing practices and comply with a range of food safety requirements established by and implemented under the Food Safety Modernization Act of 2011. The U.S. FDA has the authority to inspect these facilities to evaluate compliance with these requirements. The U.S. FDA also requires that certain nutrition and product information appear on product labels and, more generally, that labels and labeling be truthful and non-misleading. Similarly, the FTC requires that investee company marketing and advertising be truthful, non-misleading and not deceptive to consumers. Investee companies are also restricted from making certain types of claims about their products, including nutrient content claims, health claims, and claims regarding the effects of their products on any structure or function of the body, whether express or implied, unless certain regulatory requirements are satisfied.

In addition, the U.S. Department of Agriculture ("**USDA**") regulates certain categories of food products, including meat and poultry products. Although investee company plant-based products are not currently regulated by the USDA, in February 2018, the USDA received a petition from industry requesting that it exclude products not derived from the tissue or flesh of animals that have been harvested in the traditional manner from being labeled and marketed as "meat," and exclude products not derived from cattle born, raised and harvested in the traditional manner from being labeled and marketed as "beef." The USDA has not yet responded substantively to this petition, but has indicated that the petition is being considered as a petition for a policy change under the USDA's regulations.

Singapore

The Singapore Food Agency ("**SFA**") administers the *Sale of Food Act* (Chapter 283) and the Singapore Food Regulations to ensure that food made available for sale in Singapore is safe for public consumption. The food labelling requirements under the Singapore Food Act and Regulations are primarily to support food safety regime. The SFA takes reference from the international food standards setting body, the Codex Alimentarius Commission, when reviewing the labelling requirements for Singapore.

The SFA views food labeling to be one of the most important and direct means for sellers to communicate product information to buyers. It is one of the primary means by which consumers differentiate between individual foods and brands to make informed food choices at point of sale, before consuming. It also helps consumers to identify a food product in the case of food safety incident. All pre-packed food products for sale in Singapore must therefore be labelled according to the general labelling requirements of the Singapore Food Regulations. Some pre-packed food products (e.g. special purpose foods, foods with nutrition or health claims, etc.) are required to meet additional labelling requirements.

The SFA is looking to establish a comprehensive regulatory framework to govern 'novel' food production for human consumption in Singapore, which would cover meat alternatives such as plant-based proteins and cell-based (cultured) meat. The SFA is particularly interested in safety assessments when determining how these products should be regulated. The SFA provided that "production of novel foods (e.g. cell-based meat, alternative proteins) for human consumption is a nascent industry". Further, such novel foods "may pose food safety risks and their safety needs to be assessed before they can be allowed to be used in food for sale in Singapore [and] "companies that wish to import or manufacture novel food products for sale are required to seek [the] SFA's approval and provide the necessary supportive evidence of food safety for [the SFA's] assessment".[9]

The Provincial, State and/or Municipal Legislative and Regulatory Environment

[9] *Next-gen products: Safety First as Singapore Delves into Regulatory Framework for Cell-Based Meat*, January 22, 2020, online:< www.foodnavigator-asia.com/Article/2020/01/22/Next-gen-products-Safety-first-as-Singapore-delves-into-regulatory-framework-for-cell-based-meat?utm_source=copyright&utm_medium=OnSite&utm_campaign=copyright>./

Investee companies will also be subject to certain provincial, state and/or municipal regulations (as applicable), which may require (in addition to federal requirements), among other things, additional health, manufacturing and labeling requirements to be met for premises that process, prepare and sell food to the public. Local (rather than federal) health authorities are often responsible for approving, permitting, inspecting and responding to complaints about food premises. For example, certain local laws and regulations may require facility registration with the relevant local food safety agency, and those facilities are subject to local inspection as well as federal inspection.Accordingly, the Company makes commercially reasonable efforts to ensure the investee companies are in material compliance with both federal and local laws, as applicable.

Cautionary Note on Marketing Terminology (Plant-based 'meat' and 'dairy' alternatives)

In recent years a number of plant-based meat and dairy alternative companies have been the subject of government regulatory investigations relating to the use of words such as "dairy" and "meat" in connection with plant-based products. In certain instances the matter was resolved through the use of a hyphenated modifier such as "plant-based" or "dairy-free" but in others, revisions to the labelling of products was required in order to distinguish the products at issue from the conventional understanding of meat and cheese products.

The Company acknowledges that while certain investee companies employ the use of clear modifiers to distinguish their products from the conventional understanding of meat products and/or dairy products, other may, in certain instances, market certain products under names commonly associated with animal-based meat products. Accordingly, while the Company believes that the product labels and marketing materials of its investee companies are not misleading or deceptive, there is a risk that the applicable regulatory authority could take up enforcement action against any one of the investee companies. Non-compliance with the labelling requirements could be a breach of government regulations and could lead to fraudulent labelling charges with fines and other penalties associated therewith. For example, in Canada, violators could be fined an amount of up to $50,000 (summary conviction) and $250,000 (conviction by indictment). The CFIA can also recall products and has the power to revoke the licenses required by most food businesses under the new SFCA and SFCR.

USE OF AVAILABLE FUNDS

Proceeds

No proceeds will be raised, as no securities are being sold pursuant to this Prospectus.

Funds Available

The gross proceeds paid to the Company from the sale of the Special Warrants pursuant to the Offering were $1,681,320. As at October 31, 2020, the Company had working capital (cash) of approximately $1,540,350.

The Company has used, or intends to use, the net proceeds of the Offering and its other available funds as follows:

Item	Funds Allocated
Funds Available	
Working Capital (cash) of the Company as at October 31, 2020	$1,540,350(1)
Investments completed in October 2020	$802,200
Marketable Securities as at July 31,2020(3)(4)	$775,231
Total Available Funds	**$3,117,781**
Principal Purposes for the Available Funds	
General and administrative costs for 12 months(2)	$342,600

Investor relations[3]	$201,900
Costs related to investigation of potential investments (due diligence, travel, etc.)	$30,000
Completed investment in GreenSpace[4][6]	$369,231
Completed investment in Very Good Food[5][6]	$306,000
Completed investment in JUST[6]	$200,000
Completed investment in TurtleTree[6]	$200,200
Completed investment in Nabati[6]	$250,000
Completed investment in SingCell[6]	$152,000
Completed investment in Good Natured[6]	$100,000
Unallocated working capital and reserve for future investments	$965,850
Total	**$3,117,781**

Notes:

(1) Includes the net funds received by the Company from the Offering.

(2) General and administrative costs are broken down as follows: (i) Consulting ($201,600 which consists of: $3,675/month to Patrick Morris, the Company's CEO; $2,675/month to Geoffrey Balderson, the Company's CFO and an estimated $10,500/month to be paid to a consultant providing administrative and back-office support services), (ii) professional fees (includes legal, accounting and regulatory fees) ($84,000), (iii) public company maintenance fees ($27,000) and (iv) rent ($30,000).

(3) Investor relations costs are broken down as follows: (i) $6,825/month to Exvera Communications; and (ii) an estimated $10,000/month to be paid to investor relations providers to be determined.

(4) The Company's original investment in GreenSpace was equal to $400,000. The revised amount reflects the current market value of such securities as shown in the Financial Statements.

(5) The Company's original investment in Very Good Food was equal to $50,000. The revised amount reflects the current market value of such securities as shown in the Financial Statements.

(6) See "*Description of the Business – Material Assets and Investments*".

The Company has a negative operating cash flow for the period ended August 31, 2020. The Company has allocated a certain percentage of the proceeds from the Offering to fund negative cash flow from its most recently completed financial year. To the extent that the Company has negative operating cash flow in future periods, it may need to allocate a portion of its cash reserves to fund such 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 a 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 (see "*Risk Factors – The Company has negative cash flow from operations and it may never have positive cash flow from operations"*).

The Company intends to spend the funds available to it as stated in this Prospectus. There may be circumstances however, where, for sound business reasons, a reallocation of funds may be necessary. Due to the uncertain nature of the industry in which the Company's investee companies operate, investments may be frequently reviewed and reassessed. Accordingly, while it is currently intended by management that the available funds will be expended as set forth above, actual expenditures may in fact differ from these amounts and allocations (see "*Risk Factors*").

Business Objectives and Milestones

Over the next 12-month period, the Company will continue to monitor its current investment portfolio and evaluate whether the Company's investee companies should continue to be held in whole or in part or be divested of. The Company's key objective over the next year is to grow its current investment portfolio by adding investments that: (a) are accretive to the existing investment portfolio; (b) provide potential for growth or hyper-growth opportunities; and (c) are consistent with the criteria and objectives set out in the Company's Investment Policy. To review a copy of the Company's Investment Policy, please refer to the heading "*Description of the Business – Investment Policy*".

In order to meet the Company's key objectives, management will need to source and identify investment opportunities to present to the Investment Committee. Management intends to devote a significant amount of time over the next year in working to identify investments for review by the Investment Committee. In order to grow the Company's investment portfolio, the Company will need additional investment capital. While the Company will initially have approximately $965,850 in cash available to acquire investments, it is expected that more capital will be needed throughout the year to continue to acquire new investments. The Company will obtain such capital either from the divestiture of its existing investments or from the sale of its own securities. There can be no assurance that the Company will be successful in raising additional capital. Please see "*Risk Factors*".

The fulfillment of the Company's business objectives will be contingent upon, among other things, compliance of its investee companies with regulatory requirements enacted by governmental authorities and obtaining all regulatory approvals, where necessary, for the production and sale of their products (see "*Market and Regulatory Overview*"). The impact of applicable governmental legislative and compliance regime and any delays in obtaining, or failure to obtain, regulatory approvals may significantly delay or impact the development of markets, products and sales initiatives and could have a material adverse effect on the business, results of operations and financial condition of the Company and/or its investments. See "*Risk Factors*".

SELECTED FINANCIAL INFORMATION

The following table sets forth the selected financial information for the period from September 9, 2019 (date of incorporation) to August 31, 2020 has been derived from the Financial Statements, prepared in accordance with IFRS and attached as Schedule "B" to this Prospectus. The selected financial information should be read in conjunction with the Eat Beyond MD&A and the financial statements contained elsewhere in this Prospectus.

	For the period from September 9, 2019 (date of incorporation) to August 31, 2020 (audited)
Statement of Operations Data	
Total revenues	$Nil
Total expenses	$372,223
Gain from other items	$(225,231)
Loss and comprehensive loss	$146,992
Net loss per share (basic and diluted)	$0.02
Balance Sheet Data	
Current assets	$3,319,343
Total assets	$3,319,343
Current liabilities	$154,655
Total liabilities	$154,655

MANAGEMENT'S DISCUSSION AND ANALYSIS

The Management's Discussion and Analysis for Eat Beyond is attached to this Prospectus as Schedule "C". Eat Beyond's MD&A provides an analysis of Eat Beyond' financial results for the period from September 9, 2019 (date of incorporation) to August 31, 2020 which should be read in conjunction with the financial statements of Eat Beyond for the corresponding period, and the notes thereto respectively.

Certain information included in Eat Beyond's MD&A is forward-looking and based upon assumptions and anticipated results that are subject to uncertainties. Should one or more of these uncertainties materialize or should the underlying assumptions prove incorrect, actual results may vary significantly from those expected. See "*Caution Regarding Forward-Looking Statements*" for further details.

DESCRIPTION OF SHARE CAPITAL

Authorized Capital

Eat Beyond is authorized to issue an unlimited number of Common Shares without par value. As of the date of this Prospectus, there were 15,770,710 Common Shares issued and outstanding as fully paid and non-assessable common shares.

Common Shares

Holders of Common Shares are entitled to receive notice of, and to attend and vote at, all meetings of the shareholders of Eat Beyond, and each Common Share confers the right to one vote, provided that the shareholder is a holder on the applicable record date declared by the Board. The holders of Common Shares, subject to the prior rights, if any, of any other class of shares of Eat Beyond with special rights as to dividends, are entitled to receive such dividends in any financial year as the Board may determine. In the event of the liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, the holders of the Common Shares are entitled to receive, subject to the prior rights, if any, of the holders of any other class of shares of Eat Beyond, the remaining property and assets of Eat Beyond. The Common Shares are not subject to call or assessment rights, redemption rights, rights regarding purchase for cancellation or surrender, or any pre-emptive or conversion rights.

CONSOLIDATED CAPITALIZATION

The following table sets forth the Company's capitalization after giving effect to the Offering.

This table should be read in conjunction with Eat Beyond's financial statements and notes thereto included elsewhere in this Prospectus.

Description of the Security	Securities Authorized	As at the date of this Prospectus	After giving effect to the Offerings (1)
Common Shares	Unlimited	15,770,710	19,133,350

Note:

(1) 15,770,710 Common Shares currently outstanding and 3,362,640 Common Shares to be issued as Qualified Shares pursuant to the Offering.

Fully Diluted Share Capital

The following table sets out the anticipated fully diluted share capital of the Company after giving effect to the Transaction:

Shares to be Issued	Number of Securities as at the date of this Prospectus	% of total issued and outstanding
Common Shares issued as at the date of this Prospectus	15,770,710(1)	82.4%

Shares to be Issued	Number of Securities as at the date of this Prospectus	% of total issued and outstanding
Common Shares issued on conversion of outstanding Special Warrants	3,362,640 (2)	17.6%
Total Company Shares	**19,133,350**	**100%**
Common Shares to be issued on exercise of Finder's Warrants	318,159	0.9%(3)
Common Shares to be issued on exercise of Warrants	12,325,000	35.2%(3)
Common Shares to be issued on exercise of Options	2,710,000	7.7%(3)
Common Shares to be issued on vesting of RSUs	500,000	1.4%(3)
Total Common Shares reserved for issuance	**15,853,159**	**45.3%**(3)
Fully diluted securities	**34,986,509**	

Notes:

(1) For further details see "*Prior Sales*"..
(2) For further details see "*Face Page*".
(3) On a fully-diluted basis.

Outstanding Options

Eat Beyond currently does not have any options outstanding.

Option Plan

The Board approved a rolling stock option plan on May 22, 2020, as amended on August 7, 2020 (the "**Option Plan**"), which provides for a total of 15% of the issued and outstanding Common Shares available for issuance thereunder.

The purpose of the Option Plan is to allow the Company to grant stock options to directors, officers, employees and consultants, as additional compensation, and as an opportunity to participate in the success of the Company. The granting of such Options is intended to align the interests of such persons with that of the Company's shareholders.

The tables below summarize information about the options expected to be issued prior to Listing:

	Shares under Option	Exercise Price	Expiry Date
Executive Officers(1)	400,000	$0.50	5 years from Listing
Directors(2)	1,150,000	$0.50	5 years from Listing
Employees	Nil	$0.50	N/A
Consultants(3)	1,160,000	$0.50	5 years from Listing

Notes:

(1) Consists of Patrick Morris and Geoffrey Balderson.
(2) Consists of Ravinder Kang, Alexander Somjen, and Don Robinson.
(3) Consists of the Investment Committee Members, Greg Peerenboom, Nawel Seth, Kevin Huynh, Amardeep Purewal, Kelvin Lee, Raghav Thakur, and Justin Kang.

Terms of the Plan

The full text of the Option Plan is available upon written request made directly to the Company at its registered office located at 1500 – 1055 West Georgia Street, Vancouver, British Columbia.

Administration

The Option Plan shall be administered by the Board, a special committee of the Board (the "**Committee**") or by an administrator appointed by the Board or the Committee (the "**Administrator**") either of which will have full and final authority with respect to the granting of all Options thereunder. Options may be granted under the Option Plan to such directors, officers, employees or consultants of the Company, as the Board, the Committee or the Administrator may from time to time designate.

Number of Common Shares Reserved

Subject to adjustment as provided for in the Option Plan, the aggregate number of Common Shares which will be available for purchase pursuant to Options granted under to the Option Plan will not exceed 15% of the number of Common Shares which are issued and outstanding on the particular date of grant. If any Option expires or otherwise terminates for any reason without having been exercised in full, the number of Common Shares in respect of such expired or terminated Option shall again be available for the purposes of granting Options pursuant to the Option Plan.

Exercise Price

The exercise price at which an Option holder may purchase a Common Share upon the exercise of an Option shall be determined by the Committee and shall be set out in the Option certificate (an "**Option Certificate**") issued in respect of the Option. The exercise price shall not be less than the price determined in accordance with CSE policies while, and if, the Company's Common Shares are listed on the CSE.

Maximum Term of Options

The term of any Option granted under the Option Plan (the "**Term**") shall be determined by the Board, the Committee or the Administrator, as applicable, at the time the Option is granted but, subject to earlier termination in the event of termination, or in the event of death or disability of the Option holder. In the event of death or disability, the Option shall expire on the earlier of the date which is one year following the date of disability or death and the applicable expiry date of the Option. Options granted under the Option Plan are not to be transferable or assignable other than by will or other testamentary instrument or pursuant to the laws of succession.

Termination

Subject to such other terms or conditions that may be attached to Options granted under the Option Plan, an Option holder may exercise a Option in whole or in part at any time and from time to time during the Term. Any Option or part thereof not exercised within the Term shall terminate and become null, void and of no effect as of the date of expiry of the Option. The expiry date of an Option shall be the date so fixed by the Committee at the time the Option is granted as set out in the Option Certificate or, if no such date is set out in for the Option Certificate the applicable circumstances, the date established, if applicable, in paragraphs (a) or (b) below or in the event of death or disability (as discussed above under "Maximum Term of Options") or in the event of certain triggering events occurring, as provided for under the Option Plan:

(a) *Ceasing to Hold Office* - In the event that the Option holder holds his or her Option as an executive and such Option holder ceases to hold such position other than by reason of death or disability, the expiry date of the Option shall be, unless otherwise determined by the Committee, the Board or the Administrator, as applicable and expressly provided for in the Option certificate, the 30th day following the date the Option holder ceases to hold such position unless the Option holder ceases to hold such position as a result of:

(i) ceasing to meet the qualifications set forth in the corporate legislation applicable to the Company;

(ii) a special resolution having been passed by the shareholders of the Company removing the Option holder as a director of the Company or any subsidiary; or

(iii) an order made by any regulatory authority having jurisdiction to so order;

in which case the expiry date shall be the date the Option holder ceases to hold such position; or

(b) *Ceasing to be Employed or Engaged* - In the event that the Option holder holds his or her Option as an employee or consultant and such Option holder ceases to hold such position other than by reason of death or disability, the expiry date of the Option shall be, unless otherwise determined by the Committee, the Board or the Administrator, as applicable, and expressly provided for in the Option certificate, the 30th day following the date the Option holder ceases to hold such position as a result of:

(i) termination for cause;

(ii) resigning or terminating his or her position; or

(iii) an order made by any regulatory authority having jurisdiction to so order;

in which case the expiry date shall be the date the Option holder ceases to hold such position.

In the event that the Option holder ceases to hold the position of executive, employee or consultant for which the Option was originally granted, but comes to hold a different position as an executive, employee or consultant prior to the expiry of the Option, the Committee, the Board or the Administrator, as applicable, may, in its sole discretion, choose to permit the Option to stay in place for that Option holder with such Option then to be treated as being held by that Option holder in his or her new position and such will not be considered to be an amendment to the Option in question requiring the consent of the Option holder. Notwithstanding anything else contained in the Option Plan, in no case will an Option be exercisable later than the expiry date of the Option.

Restricted Share Unit Plan

The Company intends to adopt a rolling restricted share unit plan (the "**RSU Plan**"). The aggregate number of Common Shares that may be issued pursuant to the RSU Plan, when combined with Common Shares reserved for issuance pursuant to other share compensation arrangements (including the Option Plan), may not exceed 25% of the Common Shares issued and outstanding at the time of the grant.

The purpose of the RSU Plan is to promote and advance the interests of the Company by providing directors, officers, employees and consultants of the Company with an additional incentive through the opportunity to receive bonuses in the form of Common Shares. The potential of receiving Common Shares also increases the Company's ability to attract, retain and motivate directors, officers, employees, and consultants.

The tables below summarize information about the RSUs expected to be issued prior to Listing:

	RSUs	Vesting Date	Expiry Date
Executive Officers	Nil	N/A	N/A
Directors[(1)]	500,000	250,000 6 months from Listing 250,000 12 months from Listing	2 years from Listing
Employees	Nil	N/A	N/A
Consultants	Nil	N/A	N/A

Notes:
(1) Consists of Don Robinson.

Terms of the Plan

The full text of the RSU Plan is available upon written request made directly to the Company at its registered office located at 1500 – 1055 West Georgia Street, Vancouver, British Columbia.

Administration

The RSU Plan shall be administered by the Board, which will have the full and final authority to provide for the granting, vesting, settlement and the method of settlement of RSUs granted thereunder. RSUs may be granted to directors, officers, employees or consultants of the Company, as the Board may from time to time designate. The Board has the right to delegate the administration and operation of the RSU Plan to a committee and/or any member of the Board.

Number of Common Shares Reserved

Subject to adjustment as provided for in the RSU Plan, the aggregate number of Common Shares which will be available for issuance under the RSU Plan will not, when combined with Common Shares reserved for issuance pursuant to other share compensation arrangements (including the Option Plan) exceed 25% of the number of Common Shares which are issued and outstanding on the particular date of grant. If any RSU expires or otherwise terminates for any reason without having been exercised in full, the number of Common Shares in respect of such expired or terminated RSU shall again be available for the purposes of granting RSUs pursuant to the RSU Plan.

Granting, Settlement and Expiry of RSUs

Under the RSU Plan, eligible persons may (at the discretion of the Board) be allocated a number of RSUs as the Board deems appropriate, with vesting provisions also to be determined by the Board. Upon vesting, subject to the provisions of the RSU Plan, the RSU holder may settle its RSUs during the settlement period applicable to such RSUs, provided that no expiry date or any vesting date is a date that is later than December 1st (or December 31st, subject to certain extension provisions of the RSU Plan) of the third year following the end of the year in which the relevant services were rendered that gave rise to the RSU grant. Where, prior to the expiry date, an RSU holder fails to elect to settle an RSU, the holder shall be deemed to have elected to settle such RSUs on the day immediately preceding the expiry date. An RSU holder shall be entitled to receive one Common Share for each vested RSU or, at the sole option of the Company, a cash payment equal to the number of RSUs vested, multiplied by the market price of Common Shares on the redemption date.

Termination

Except as otherwise determined by the Board

(a) all RSUs held by the RSU holder (whether vested or unvested) shall terminate automatically on the date which the RSU holder cases to be eligible to participate in the RSU Plan or otherwise on such date on which the Company terminates its engagement of the RSU holder (the "**RSU Holder Termination Date**") for any reason other than as set forth in paragraph (b) and (c) below;

(b) in the case of a termination of the RSU holder's service by reason of (A) termination by the Company or any subsidiary of the Company other than for cause, or (B) the RSU holder's death or disability, the RSU holder's unvested RSUs shall vest automatically as of such date, and on the earlier of the original expiry date and any time during the ninety (90) day period commencing on the date of such termination of service (or, if earlier, the RSU Holder Termination Date), the RSU holder (or their executor or administrator, or the person or persons to whom the RSUs are transferred by will or the applicable laws of descent and distribution) will be eligible to request that the Company settle their vested RSUs. Where, prior to the 90th day following such termination of service (or, if earlier, the RSU Holder Termination Date) the RSU holder fails to elect to settle a vested RSU, the RSU holder shall be deemed to have elected to settle such RSU on such 90th day (or, if earlier, the RSU Holder Termination Date) and to receive Common Shares in respect thereof;

(c) in the case of a termination of the RSU holder's services by reason of (A) voluntary resignation, or (B) death or disability, only the RSU holder's unvested RSUs shall terminate automatically as of such date, and any time during the ninety (90) day period commencing on the date of such termination of service (or, if earlier, the RSU Holder Termination Date), the RSU holder will be eligible to request that the Company settle their vested RSUs. Where, prior to the 90th day following such termination of service (or, if earlier, the RSU Holder Termination Date) the RSU holder fails to elect to settle a vested RSU, the RSU holder shall be deemed to have elected to settle such RSU on such 90th day (or, if earlier, the RSU Holder Termination Date) and to receive Common Shares in respect thereof;

(d) for greater certainty, where a RSU holder's employment, term of office or other engagement with the Company terminates by reason of termination by the Company or any subsidiary of the Company for cause then any RSUs held by the RSU holder (whether unvested or vested) at the RSU Holder Termination Date, immediately terminate and are cancelled on the RSU Holder Termination Date or at a time as may be determined by the Board, in its discretion;

(e) a RSU holder's eligibility to receive further grants of RSUs under the RSU Plan ceases as of the earliest of the date the RSU holder resigns from or terminates its engagement with the Company or any subsidiary of the Company and the date that the Company or any subsidiary of the Company provides the RSU holder with written notification that the RSU holder's employment, term of office or engagement, as the case may be, is terminated, notwithstanding that such date may be prior to the RSU Holder Termination Date; and

(f) for the purposes of the RSU Plan, a RSU holder shall not be deemed to have terminated service or engagement where the RSU holder: (i) remains in employment or office within or among the Company or any subsidiary of the Company or (ii) is on a leave of absence approved by the Board.

PRIOR SALES

This table sets out particulars of the Common Shares that have been issued or sold since the incorporation of the Company.

Date of Issuance/Sale	Security Type	Number of Securities (1)	Issue/Sale Price
September 9, 2019	Common Shares	1(1)	$0.01
February 5, 2020	Common Shares	5,000,000(2)	$0.005
February 13, 2020	Common Shares	7,325,000 (3)	$0.02
March 18, 2020	Common Shares	2,693,510(4)	$0.50
April 23, 2020	Common Shares	500,000(5)	$0.50
April 24, 2020	Common Shares	150,000(6)	$0.005
July 18, 2020	Common Shares	252,500(7)	$0.50

Notes:

(1) Incorporator's share was issued and subsequently repurchased.
(2) Issued in connection with the February 5 Financing.
(3) Issued in connection with the February 13 Financing.
(4) Issued in connection with the March 18 Financing.
(5) Issued in connection with the April 23 Financing.
(6) 100,000 Common Shares were purchased and sold between Related Parties for the aggregate sum of $500 and 50,000 Common Shares were purchased and sold between Related Parties for the aggregate sum of $250.

(7) Issued upon the deemed exercise of special warrants issued in connection with the March 17 Financing.

This table sets out particulars of the Eat Beyond securities exercisable for or exchangeable into Common Shares issued within the 12 months prior to the date of this Prospectus.

Date of Issuance	Security Type	Number of Securities	Issue/Exercise Price
February 5, 2020	Warrants	5,000,000[(1)]	$0.05
February 13, 2020	Warrants	7,325,000[(2)]	$0.05
March 18, 2020	Finder's Warrants	174,545[(3)]	$0.50
April 23, 2020	Finder's Warrants	35,000[(4)]	$0.50
August 12, 2020	Special Warrants	3,362,640[(5)]	$0.50
August 12, 2020	Finder's Warrants	108,614[(5)]	$0.50

Notes:

(1) Issued in connection with the February 5 Financing.
(2) Issued in connection with the February 13 Financing.
(3) Issued in connection with the March 18 Financing.
(4) Issued in connection with the April 23 Financing.
(5) Issued in connection with the Offering.

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTIONS ON TRANSFER

As of the date of this Prospectus, none of the Company's securities are held in escrow or are subject to a contractual restriction on transfer. In connection with the proposed listing of Common Shares on the CSE, nil Common Shares are expected to be held in escrow pursuant to National Policy 46-201 – *Escrow for Initial Public Offerings* and CSE policy.

PRINCIPAL SHAREHOLDERS

As at the date of the Prospectus, to our knowledge, no person owned of record or beneficially, directly or indirectly, 10% or more of any class of series of our voting securities.

DIRECTORS AND EXECUTIVE OFFICERS

The following table sets out the name, jurisdiction of residence of the Company's directors and executive officers as well as their positions with the Company and principal occupation for the previous five years, and the number and percentage of the Common Shares owned, directly or indirectly, or over which control or direction is exercised, by each of our directors and executive officers. All officers and employees are required to sign standard confidentiality and non-disclosure agreements with the Company.

Name and Municipality of Residence[(1)]	Position to be held with the Company[(2)]	Principal Occupation for the Past Five Years[(3)]	Number of Common Shares	Percentage of class[(4)]
Patrick Morris [(5)], *North Vancouver, British Columbia*	CEO and Director	President of Enermetal Ventures Inc. and Director and/or Officer of various publicly	50,000 [(6)]	0.26%[(4)]

Name and Municipality of Residence(1)	Position to be held with the Company(2)	Principal Occupation for the Past Five Years(3)	Number of Common Shares	Percentage of class(4)
		traded and private companies.		
Geoffrey Balderson, *Vancouver, British Columbia*	CFO and Corporate Secretary	President of Harmony Corporate Services Ltd.	Nil (7)	Nil%
Ravinder Kang (5), *Vancouver, British Columbia*	Director	Principal of RSJ Consulting Inc. since April 2015 and Director of Listed Issuer Services at the TMX Group from March 1992 to March 2015.	104,000 (8)	0.54%(4)
Alexander Somjen (5), *Toronto, Ontario*	Director	Capital markets professional since January 2008 and Director and/or Officer of various publicly traded and private companies.	Nil (9)	Nil%
Don Robinson(5)	Director	Previous Chief Executive Officer at Cara Operations Limited and Mars Inc., Chairman of Confectionary Manufacturers Association of Canada, and Executive Vice-Chair of the Food and Consumer Products Association of Canada	Nil(10)	Nil%

Notes:

(1) Information as to municipality of residence, principal occupation, securities beneficially owned or over which a director or officer exercises control or direction has been furnished by the respective individuals as of the date of this Prospectus.
(2) The term of office of each of the directors expires on the earlier of the Company's next annual general meeting or upon resignation. The term of office of the officers expires at the discretion of the directors.
(3) See "*Biographies*" for additional information regarding the principal occupations of the Company's directors and officers.
(4) Based on 19,133,350 issued and outstanding Common Shares.
(5) Member of the Audit Committee.
(6) In addition, Mr. Morris will be granted 250,000 Options exercisable to acquire up to 250,000 Common Shares at a price of $0.50 per share.
(7) Mr. Balderson will be granted 150,000 Options exercisable to acquire up to 150,000 Common Shares at a price of $0.50 per share.
(8) In addition, Mr. Kang will be granted 350,000 Options exercisable to acquire up to 350,000 Common Shares at a price of $0.50 per share.
(9) Mr. Somjen will be granted 300,000 Options exercisable to acquire up to 300,000 Common Shares at a price of $0.50 per share.
(10) Mr. Robinson will be granted 500,000 Options exercisable to acquire up to 500,000 Common Shares at a price of $0.50 per share. Mr. Robinson will also be granted 500,000 RSUs; 250,000 RSUs will vest 6 months from Listing and the remaining 250,000 RSUs will vest 12 months from Listing.

Biographies

The following are brief profiles of our executive officers and directors, including a description of each individual's principal occupation within the past five years.

Patrick Morris (Age 52) – CEO

Mr. Morris is an entrepreneur and capital markets executive with over 15 years of experience raising funds for microcap companies in a number of industries including pharmaceutical cannabis, resource exploration, blockchain technologies, and finance. In addition, Mr. Morris co-created and co-produced Canada's first nationally syndicated radio show about growth stock opportunities which was broadcast on fourteen of the top rated news talk stations across Canada.

Mr. Morris will be an employee of the Company and will enter into a non-competition or confidentiality agreement with the Company. It is expected that he will devote approximately 20% of his time to the business of the Company to effectively fulfill his duties as the CEO of the Company.

Geoffrey Balderson (Age 42) – CFO and Corporate Secretary

Mr. Balderson is the President of Harmony Corporate Services Ltd., a company that provides corporate, secretarial, bookkeeping, accounting and filing services to public companies or companies that are working on going public. Mr. Balderson was the President of Flow Capital Corp. a private business consulting company providing consulting services to public companies, from 2009 to 2019. Mr. Balderson has been an officer and director of several TSX Venture Exchange listed companies over the past 12 years. Prior to that he was an investment advisor at Union Securities and Georgia Pacific Securities Corp.

Mr. Balderson will be an employee of the Company and will enter into a non-competition or confidentiality agreement with the Company. It is expected that he will devote approximately 10% of his time to the business of the Company to effectively fulfill his duties as the CFO and Corporate Secretary of the Company.

Ravinder Kang (Age 55) – Director

Mr. Kang has been self-employed since April 2015. He was the Director of Listed Issuer Services and held other positions with TMX Group from March 1992 to March 2015. He is a corporate finance professional who is experienced in all aspects of Exchange policy, corporate governance and public company obligations. Mr. Kang is currently the principal of RSJ Consulting Inc., a firm that provides corporate finance advice. Mr. Kang received a Bachelor of Commerce degree from the University of British Columbia in 1988 and obtained his C.A. designation at Ernst and Young.

Mr. Kang will not be a party to any employment, non-competition or confidentiality agreement with the Company. It is expected that he will devote approximately 10% of his time to the business of the Company to effectively fulfill his duties as a director of the Company.

Alexander Somjen (Age 32) – Director

Mr. Somjen has extensive experience serving as an officer and director of publicly listed and privately held companies. He currently serves as President of a diversified, multi-state cannabis company and as President and CEO of a publicly traded global investment company. He began his career in capital markets having spent over a decade at a large financial institution working in both investment banking and sales and trading related capacities. During his career, Mr. Somjen pivoted away from capital markets for a time as co-founder of an artificial intelligence related tech concern.

Mr. Somjen will not be a party to any employment, non-competition or confidentiality agreement with the Company. It is expected that he will devote approximately 10% of his time to the business of the Company to effectively fulfill his duties as a directors of the Company.

Don Robinson (Age 67) – Director

Mr. Robinson has 30 years of management and leadership experience in various consumer goods businesses. From 1983-2006 he served as the CEO of Mars Inc. and from 1998-2006 he was the CEO of Mars Canada Ltd. Further, Mr. Robinson was the CEO of Cara Operations Limited from 2006-2013. Mr. Robinson is also the Chairman of the Confectionary Manufacturers Association of Canada and is the Executive Vice-Chair of the Food and Consumer Products Association of Canada.

Mr. Robinson will not be a party to any employment, non-competition or confidentiality agreement with the Company. It is expected that he will devote approximately 10% of his time to the business of the Company to effectively fulfill his duties as a directors of the Company.

Share Ownership by Directors and Officers

The Company's directors and officers as a group, will beneficially own, directly and indirectly, or exercise control or direction over, 154,000 Common Shares, representing approximately 0.80% of the issued and outstanding Common Shares.

Corporate Cease Trade Orders or Bankruptcies

Other than as disclosed below, to the Company's knowledge, no existing or proposed director, officer or promoter of the Company or a securityholder anticipated to hold a sufficient number of securities of the Company to affect materially the control of the Company, within 10 years of the date of this Prospectus, has been a director, officer or promoter of any person or company that, while that person was acting in that capacity,

(a) was the subject of a cease trade or similar order, or an order that denied the other issuer access to any exemptions under applicable securities law, for a period of more than 30 consecutive days; or

(b) became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Geoffrey Balderson, a proposed director of the Company, was (from August 2014 to May 2017) the President and CEO, and was (from July 2007 to present) a director of Argentum Silver Corp. ("**Argentum**"), a company publicly trading on the TSX Venture Exchange. A management cease trade order was issued on November 2, 2015 for failure to file its annual financial statements in the required time. Argentum's annual financial statements were subsequently filed and the British Columbia Securities Commission issued a revocation order on December 16, 2015. In addition, a management cease trade order was issued on November 3, 2016 for failure to file its annual financial statements in the required time. Argentum's annual financial statements were subsequently and the British Columbia Securities Commission issued a revocation order on December 5, 2016.

Penalties or Sanctions

To the Company's knowledge, no existing or proposed director, officer or promoter of the Company, or a securityholder anticipated to hold sufficient securities of the Company to affect materially the control of the Company, has:

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

(b) been subject to any other penalties or sanctions imposed by a court or regulatory body, including a self-regulatory body that would be likely to be considered important to a reasonable securityholder making a decision in regards to the Company.

Personal Bankruptcies

Other than as disclosed below, to the Company's knowledge, no existing or proposed director, officer or promoter of the Company, or a securityholder anticipated to hold sufficient securities of the Company to affect materially the control of the Company, or a personal holding company of such persons has, within the 10 years before the date of this Prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to holder the assets of the director, officer or promoter.

On May 5, 2015, Patrick Morris, the proposed CEO of the Company, was the trustee of an estate that made a consumer proposal under the *Bankruptcy and Insolvency Act* with respect to its consumer debt. On March 13, 2019, Mr. Morris received a Certificate of Full Performance of Proposal confirming the consumer proposal had been fully performed.

Conflicts of Interest

Members of management are, and may in future be, associated with other firms involved in a range of business activities. Consequently, there are potential inherent conflicts of interest in their acting as officers and directors of the Company. Although the officers and directors are engaged in other business activities, the Company anticipates they will devote an important amount of time to our affairs.

The Company's officers and directors are now and may in the future become shareholders, officers or directors of other companies, which may be formed for the purpose of engaging in business activities similar to the Company's. Accordingly, additional direct conflicts of interest may arise in the future with respect to such individuals acting on behalf of us or other entities. Moreover, additional conflicts of interest may arise with respect to opportunities which come to the attention of such individuals in the performance of their duties or otherwise. Currently, the Company does not have a right of first refusal pertaining to opportunities that come to their attention and may relate to our business operations.

The Company's directors and officers are subject to fiduciary obligations to act in the best interest of the Company. Conflicts, if any, will be subject to the procedures and remedies of the BCBCA or CBCA, as applicable, or other applicable corporate legislation, securities law, regulations and policies. See "*Risk Factors*".

EXECUTIVE COMPENSATION

Prior to obtaining a receipt for this Prospectus from securities regulatory authority in British Columbia, Eat Beyond was not a reporting issuer in any jurisdiction. As a result, certain information required by Form 51-102F6 – *Statement of Executive Compensation* ("**Form 51-102F6**") has been omitted pursuant to Section 1.3(8) of Form 51-102F6.

Compensation of Named Executive Officers

Securities legislation requires the disclosure of the compensation received by each Named Executive Officer of the Company. "Named Executive Officer" is defined by securities legislation to mean: (i) the CEO; (ii) the CFO; (iii) each of the three most highly compensated executive officers of the Company, including any of its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually more than $150,000 for that financial year; and (iv) each individual who would be a "Named Executive Officer" under paragraph (iii) but for the fact that the individual was neither an executive officer of the Company or its subsidiaries, nor acting in similar capacity, at the end of the most recently completed financial year. The Company will have the following Named Executive Officers (collectively, the "**Named Executive Officers**" or "**NEOs**"):

- Patrick Morris, CEO of the Company; and
- Geoffrey Balderson, CFO and Corporate Secretary of the Company.

Director and Named Executive Officer Compensation, Excluding Compensation Securities

The following table sets forth information with respect to the anticipated compensation of each Named Executive Officer and director of Eat Beyond for the 12-month period subsequent to becoming a reporting issuer:

Table of Compensation Excluding Compensation Securities

Name and Principal Position	Year	Salary, consulting fee, retainer or commission ($)	Bonus ($)	Committee or meeting fees ($)	Value of perquisites ($)	Long-term incentive plans ($)	Value of all other compen-sation ($)	Total compen-sation ($)
Patrick Morris, CEO	2021	$42,000	-	-	-	-	-	$42,000
Geoffrey Balderson, CFO and Corporate Secretary	2021	$30,000	-	-	-	-	-	$30,000

The anticipated compensation set out above is based on current conditions in the industry and on the associated approximate allocation of time for each NEO and director, and is subject to adjustments based on changing market conditions and corresponding changes to required time commitments. Following the listing of the Common Shares on the Exchange, the Company will review its compensation policies and may adjust them if warranted by factors such as market conditions.

Stock Options and Other Compensation Securities

The following table discloses all anticipated compensation securities the Company expects to grant or issue to each Named Executive Officer and director once the Company becomes a reporting issuer:

Compensation Securities

Name and Position	Type of compensation security	Number of compensation securities and percentage of class(1)(2)	Date of issue or grant	Issue conversion of exercise price	Expiry Date
Patrick Morris, CEO	Options	250,000 (9.2%)	Listing	$0.50	5 years from Listing
Geoffrey Balderson, CFO and Corporate Secretary	Options	150,000 (5.5%)	Listing	$0.50	5 years from Listing
Ravinder Kang, Director	Options	350,000 (12.9%)	Listing	$0.50	5 years from Listing
Alexander Somjen, Director	Options	300,000 (11.1%)	Listing	$0.50	5 years from Listing
Don Robinson, Director	Options	500,000 (18.5%)	Listing	$0.50	5 years from Listing

Compensation Securities

Name and Position	Type of compensation security	Number of compensation securities and percentage of class(1)(2)	Date of issue or grant	Issue conversion of exercise price	Expiry Date
Don Robinson, Director	RSUs	500,000 (100%)	Listing	N/A	2 years for Listing

Notes:
(1) Based on 2,710,000 Options expected to be granted at Listing.
(2) Based on 500,000 RSUs expected to be granted at Listing.

Stock Option Plans and Other Incentive Plans

See "*Options and Other Rights to Purchase Securities*".

Employment, Consulting and Management Agreements

The Company has entered into the following consulting agreement with the following executives on the following terms:

i) Consulting agreement between the Company and Patrick Morris as CEO on a month-to-month basis at $3,500 per month.

ii) Consulting agreement between the Company and Geoffrey Balderson as CFO on a month-to-month basis at $2,500 per month

See "*Stock Options and Other Compensation Securities*" above.

Oversight and Description of Director and Named Executive Officer Compensation

The Company does not have a compensation committee or a formal compensation policy. The Company relies solely on the directors to determine the compensation of the Named Executive Officers. In determining compensation, the directors consider industry standards and the Company's financial situation, but the Company does not have any formal objectives or criteria. The performance of each executive officer is informally monitored by the directors, having in mind the business strengths of the individual and the purpose of originally appointing the individual as an officer.

In establishing compensation for executive officers, the Board as a whole seeks to accomplish the following goals:

- To recruit and subsequently retain highly qualified executive officers by competitive offering overall compensation;
- To motivate executives to achieve important corporate and personal performance objectives and reward them when such objectives are met; and
- To align the interests of executive officers with the long-term interests of shareholders through participation in the Option Plan.

When considering the appropriate executive compensation to be paid to our officers, the Board have regard to a number of factors including: (i) recruiting and retaining executives critical to the success of the Company and the enhancement of shareholder value; (ii) providing fair and competitive compensation; (iii) balancing the interests of management and the Company's shareholders; (iv) rewarding performance, both on an individual basis and with respect to operations generally; and (v) available financial resources.

The Board did not use any formal peer group evaluation to determine executive compensation.

DIRECTOR COMPENSATION

As of the date hereof, no compensation has been paid to directors.

The Company contemplates that each independent director, if any, will be entitled to participate in any security based compensation arrangement or other plan adopted by the Company with the approval of the Board and/or the Company's shareholders, as may be required by applicable law or CSE policies.

Directors' and Officers' Liability Insurance

The Company does not carry directors' and officers' liability insurance for any of our directors or officers. We anticipate obtaining directors' and officers' liability insurance prior to becoming a reporting issuer.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at the date of this Prospectus none of the directors and executive officers of Eat Beyond, proposed directors and officers for the Company, or associates of such persons is indebted to Eat Beyond or another entity where the indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by Eat Beyond.

PLAN OF DISTRIBUTION

This Prospectus is being filed in the Qualifying Jurisdictions to qualify the distribution of 3,362,640 Qualified Shares.

On August 12, 2020, Eat Beyond completed the Offering pursuant to prospectus exemptions under applicable securities legislation. In connection with the Offering, the Company issued the Special Warrants in the Qualifying Jurisdictions on a private placement basis at a price of $0.50 per Special Warrant.

Subject to the terms and conditions of the certificates representing the Special Warrants, each of the Special Warrants entitles the holder thereof to acquire, upon voluntary exercise prior to, or deemed exercise on, the Qualification Date, one Qualified Share, subject to adjustment in certain circumstances, without payment of any additional consideration.

The Special Warrants will be deemed to be exercised on the date that is the earlier of (a) the Deemed Exercise Date, and (b) the third business day following the date on which Final Receipt has been issued, at which time each Special Warrant shall be automatically exercised for one Qualified Share, subject to adjustment in certain circumstances, without payment of any additional consideration and without further action on the part of the holder.

In the event that a holder of Special Warrants exercises such securities prior to the earlier of the Qualification Date, the Qualified Shares issued upon exercise of such Special Warrants will be subject to statutory hold periods under applicable securities legislation and shall bear such legends as required by securities laws.

No additional proceeds will be received by the Company in connection with the issuance of the Qualified Shares upon exercise or deemed exercise of the Special Warrants.

In the event of certain alterations of the outstanding Common Shares, including any subdivision, consolidation or reclassification, an adjustment shall be made to the terms of the Special Warrants such that the holders shall, upon the exercise or deemed exercise of the Special Warrants following the occurrence of any of those events, be entitled to receive the same number and kind of securities that they would have been entitled to receive had they exercised their Special Warrants prior to the occurrence of those events. No fractional Qualified Shares will be issued upon the exercise or deemed exercise of the Special Warrants. The holding of Special Warrants does not make the holder thereof a shareholder of Eat Beyond or entitle the holder to any right or interest granted to shareholders.

The Exchange has conditionally accepted the listing of the Common Shares The listing of the Common Shares will be subject to the Company fulfilling all of the listing requirements of the Exchange, which cannot be guaranteed.

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

This Prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby within the U.S. or to, or for the account or benefit of, U.S. Persons. None of the Qualified Shares have been or will be registered under the U.S. Securities Act or the securities laws of any state of the U.S. and may not be offered or sold within the U.S. or to, or for the account or benefit of, U.S. Persons, except in transactions exempt from the registration requirements of the U.S. Securities Act and applicable state securities laws.

The Special Warrants may not be exercised by or on behalf of a U.S. Person or a person in the U.S. unless an exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws is available. Accordingly, the Qualified Shares will bear appropriate legends evidencing the restrictions on the offering, sale and transfer of such securities.

AUDIT COMMITTEE

Audit Committee

Upon the Company becoming a reporting issuer in a jurisdiction in Canada, the Company will form the audit committee (the "**Audit Committee**"). The Audit Committee will be comprised as follows:

Member	Independence	Financially Literacy
Alexander Somjen	Independent(1)	Financially Literate
Ravinder Kang	Independent(1)	Financially Literate
Don Robinson	Independent(1)	Financially Literate

Notes:

(1) Within the meaning of National Instrument 52-110 – Audit Committees ("**NI 51-110**").

A description of the education and experience of each Audit Committee member that is relevant to the performance of their responsibilities as an Audit Committee member may be found above under the heading "*Directors and Executive Officers*".

Audit Committee's Charter

The full text of the Audit Committee's charter is attached as Schedule "A" to this Prospectus.

Mandate and Responsibilities of the Audit Committee

The Audit Committee's mandate and responsibilities include: (i) reviewing and recommending for approval to the Board the financial statements, accounting policies that affect the statements, annual MD&A and associated press releases; (ii) being satisfied that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements and periodically assessing those procedures; (iii) establishing and maintaining complaint procedures regarding accounting, internal accounting controls, or auditing matters and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters; (iv) overseeing the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing such other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditor regarding financial reporting; (v) pre-approving all non-audit services to be provided to the Company or its subsidiary entities by the external auditor; (vi) reviewing and monitoring the processes in place to identify and manage the principal risks that could impact the financial reporting of the Company; and (vii) reviewing and approving the Company's hiring policies regarding partners, employees, and former partners and employees of the present and former external auditor of the Company.

The Audit Committee is to meet at least quarterly to review financial statements and MD&A and to meet with the Company's external auditors at least once a year.

Audit Committee Oversight

On September 9, 2019, the sole shareholder of Eat Beyond elected to waive the appointment of an auditor pursuant to section 203(2) of the BCBCA. Under section 223 of the BCBCA, Eat Beyond has not appointed an audit committee at this time.

The Company intends to ensure that all recommendations of the Audit Committee to nominate or compensate an external auditor will be adopted by the Board.

Reliance on Certain Exemptions

At no time since the date of Eat Beyond's incorporation on September 9, 2019 has the Company relied on the exemption in section 2.4 of NI 52-110 (De Minimis Non-audit Services), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110. It is not anticipated that the Company will rely on any of the above exemptions.

Pre-Approval Policies and Procedures

The Audit Committee of Eat Beyond has not adopted specific policies and procedures for the engagement of non-audit services but all such services are subject to the prior approval of the Audit Committees. It is not anticipated that the Company will adopt specific policies and procedures for the Audit Committee.

External Auditor Service Fees by Category

The aggregate audit fees incurred by Eat Beyond from its date of incorporation to August 31, 2020 are set out in the table below. After Listing, the Company intends to maintain Davidson & Company LLP as its auditor (see "*Auditors, Transfer Agents and Registrars*").

Entity	Financial Period Ended	Audit Fees(1)	Audit Related Fees(2)	Tax Fees(3)	All Other Fees(4)
Eat Beyond Global Holdings Inc.(5)	Incorporation to August 31, 2020	$12,000	$Nil	$Nil	$Nil

Notes:

(1) "Audit Fees" includes fees necessary to perform the annual audit of Eat Beyond's financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
(2) "Audit-Related Fees" include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
(3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
(4) "All Other Fees" include review of the Prospectus and all other non-audit services.
(5) Davidson & Company LLP is the auditor of Eat Beyond.

CORPORATE GOVERNANCE

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day-to-day management of the Company. The Board is committed to sound corporate governance practices, which are both in the interest of its shareholders and contribute to effective and efficient decision making. The Board is of the view that the Company's general approach to corporate governance, summarized below, is appropriate and substantially consistent with objectives reflected in the guidelines for improved corporate governance in Canada adopted by the Canadian Securities Administrators (the "**Governance Policy**").

Board of Directors

The Board will be composed of four directors.

The Governance Policy suggests that the board of directors of every listed company should be constituted with a majority of individuals who qualify as "unrelated", or "independent", directors. An "unrelated" director is a director who is independent of management and is free from any interest and any business or other relationship which could or could reasonably be perceived to materially interfere with the director's ability to act with a view to the best interests of the Company, other than interests and relationships arising from shareholding. In addition, where a company has a significant shareholder, the Governance Policy suggests that the Board should include a number of directors who do not have interests in either the company or the significant shareholder.

The Company will have three "unrelated" directors within the meaning of the Governance Policy: Ravinder Kang, Alexander Somjen, and Don Robinson. The remaining director is not considered "unrelated" within the meaning of the Governance Policy: Patrick Morris**.** In assessing the Governance Policy and making the foregoing determinations, the circumstances of each director have been examined in relation to a number of factors.

Directors are expected to attend Board meetings and meetings of committees on which they serve and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities.

Board Mandate

The Board will facilitate independent supervision of management through meetings of the Board and through frequent informal discussions among independent members of the Board and management. In addition, the Board will have access to the Company's external auditors, legal counsel and to any of the Company's officers.

The Board will have a stewardship responsibility to supervise the management of and oversee the conduct of the business of the Company, provide leadership and direction to management, evaluate management, set policies appropriate for the business of the Company and approve corporate strategies and goals.

The day-to-day management of the business and affairs of the Company will be delegated by the Board to the senior officers of the Company. The Board will give direction and guidance through the CEO to management and will keep management informed of its evaluation of the senior officers in achieving and complying with goals and policies established by the Board.

The Board will recommend nominees to the shareholders for election as directors, and immediately following each annual general meeting will appoint an Audit Committee.

The Board will exercise its independent supervision over management by: (a) holding periodic meetings of the Board be to obtain an update on significant corporate activities and plans; and (b) ensuring all material transactions of the Company are subject to prior approval of the Board. To facilitate open and candid discussion among its independent directors, such directors will be encouraged to communicate with each other directly to discuss ongoing issues pertaining to the Company.

Position Description

Because the Board is a small, working board, it has not developed written position descriptions and does not have a process for assessing the performance of the directors or the chair of the Board committees. It is not anticipated that the Board will perform formal assessments of its members in the 12 months following Listing.

Other Reporting Issuer Experience

The following table sets out the proposed directors, officers and promoters of the Company that are, or have been within the last five years, directors, officers or promoters of other issuers that are or were reporting issuers in any Canadian jurisdiction:

Patrick Morris	Eye Carrot Innovations Corp.	TSX-V	Director	April 2020 – Present
	Lida Resources Inc.	CSE	Director	March 2020 – Present
	Core One Labs Inc.	CSE	Director	January 2020 - Present
	Hollister Biosciences Inc.	CSE	Director	December 2019 - Present
	Rewardstream Solutions Inc.	NEX	CEO and Director	July 2019 - Present
	Primary Energy Metals Inc.	CSE	CEO and Director	February 2017 - June 2019
	Plymouth Rock Technologies Inc.	CSE	Director	July 2013 - November 2017
	Victory Mountain Ventures Ltd.	TSX-V	CEO and Director	February 2014 - November 2015
	Patriot One Technologies Inc.	TSX-V	CEO and Director	May 2012 - May 2013
	Liberty Leaf Holdings Ltd.	TSX-V	Director	April 2010 - August 2011
	Lateegra Gold Corp.	TSX-V	Director	June 2010 - October 2010
	NioCorp Developments Ltd.	TSX-V	Director	October 2009 - October 2010
	Simba Essel Energy Inc.	TSX-V	CEO and Director	October 2017 – January 2010
Geoffrey Balderson	Zimtu Capital Corp.	TSX-V	President, CEO, CFO and Secretary	July 2006 - August 2008
		TSX-V	Director	July 2006 - February 2009
	Argentum Silver Corp.	TSX-V	President, CEO, CFO and Secretary	July 2007 - February 2011
			President and CEO	August 2014 - May 2017
			Director	July 2007 – April 2020
	Sky Gold Corp.	TSX-V	President	April 2008 - January 2015
			CEO	April 2008 - April 2012
			CEO and CFO	September 2013 - January 2015
			CFO	April 2008 - March 2011
			Secretary	April 2008 - April 2011
			Director	April 2008 - March 2015
	Pasinex Resources Corp.	CSE	Director	April 2008 - January 2009

	Goldeneye Resources Corp.	TSX-V	President, CFO and Director	March 2011 - present
			CEO and Secretary	March 2011 - October 2012
	DMG Blockchain Solutions Inc.	TSX-V/NEX	President, CEO, CFO, Secretary and Director	April 2011 - February 2018
	Patriot One Technologies Inc.	TSX-V	President, CEO and Director	April 2016 - November 2016
	Bankers Cobalt Corp.	TSX-V	President and CEO	August 2016 - October 2017
			Director	August 2016 - February 2018
	Electra Stone Ltd.	TSX-V	CFO	January 2017 - January 2018
	Pure Global Cannabis Inc.	TSX-V	CFO and Director	January 2018 - March 2018
	DeepRock Minerals Inc.	CSE	CFO and Director	February 2017 - January 2019
	EastWest Bioscience Inc.	TSX-V	CFO	April 2017 - December 2018
	Gambier Gold Corp.	TSX-V	CFO and Director	September 2017 - Present
	Tracker Ventures Corp.	CSE	CEO and Director	January 2018 - Present
	Vangold Mining Corp.	TSX-V	Secretary	May 2018 – October 2019
	Mota Ventures Corp.	CSE	CFO and Director	September 2018 - June 2019
	RewardStream Solutions Inc.	TSX-V	CFO and Secretary	March 2019 - Present
			Director	January 2019 - Present
	Schwabo Capital Corp.	NEX	CFO	January 2019 - Present
	Dynamo Capital Corp.	TSX-V	CEO, CFO and Secretary	January 2018 - Present
	Four Nines Gold Inc.	CSE	CFO and Director	December 2018 - Present
	Shooting Star Acquisition Corp.	TSX-V	President, CEO, CFO and Secretary	September 2018 - Present
	Spectre Capital Corp.	TSX-V	President, CEO, CFO and Secretary	May 2018 - Present
	Hollister Biosciences Inc.	CSE	CFO and Secretary	November 2019 - Present
	Makara Mining Corp.	CSE	Secretary	September 2019 - Present

	Lida Resources Inc.	Reporting Issuer	CFO and Director	March 2020 - Present
Ravinder Kang	AAJ Capital 2 Corp.	TSX-V	Director	January 2019 - Present
	Axion Ventures Inc. (formerly Capstream Ventures Inc.)	TSX-V	Director	May 2016 – October 2017
	BetterU Education Corp.	TSX-V	Director	March 2017 – May 2020
	Blissco Cannabis Corp.	CSE	CFO	February 2018 – July 2018
	Bluerock Ventures Corp.	NEX	Director	March 2017 – Present
	Cannara Biotech Inc.	CSE	CFO	December 2018 – December 2018
	Confederation Minerals Ltd.	TSX-V	Director	October 2017 – Present
	Cognetivity Neurosciences Ltd.	CSE	Director	December 2017 – Present
	CruzSur Energy Corp. (formerly, PMI Resources Ltd.)	TSX-V	Director	May 2016 – April 2017
	Cryptanite Blockchain Technologies Corp.	CSE	CFO	March 2018 – Dec 2019
	Element Lifestyle Management Inc.	TSX-V	CFO	December 2015 – December 2016
	FogChain Corp.	CSE	CFO	May 2018 – Present
	Hempco Food and Fiber Inc.	TSX-V	Corporate Secretary	April 2016 – August 2019
	Maple Peak Investment Inc.	TSX-V	Director	July 2016 – Present
	ME Resource Corp.	CSE	Director	October 2015 – Present
	PharmaCielo Ltd. (formerly, AAJ Capital 1 Corp.)	TSX-V	Director	January 2018 – January 2019
	Vangold Mining Corp.	TSX-V	Director	December 2018 – March 2019
Alexander Somjen	Global Care Capital Inc.	CSE	President and CEO	June 2018 - Present
	Hollister Biosciences Inc.	CSE	President	December 2019 – Present
Don Robinson	City View Green Holdings Inc.	CSE	Director	April 2020 – Present
	Golden Leaf Holdings	CSE	CEO and Director	June 2015 – July 2017

Orientation and Continuing Education

The Board has not adopted formal policies respecting continuing education for Board members. Board members are encouraged to communicate with management, legal counsel, auditors and consultants of the Company, to keep themselves current with industry trends and developments and changes in legislation with management's assistance, and to attend related industry seminars and visit the Company's operations. Board members will have full access to the Company's records. It is not anticipated that the board of the Company will adopt formal guidelines in the 12 months following Listing.

Ethical Business Conduct

The Board has not adopted formal guidelines to encourage and promote a culture of ethical business conduct but does promote ethical business conduct by nominating board members it considers ethical, by avoiding or minimizing conflicts of interest and by having a sufficient number of its board members independent of corporate matters. It is not anticipated that the Board will adopt formal guidelines in the 12 months following Listing.

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

Under corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of a company and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. In addition, if a director of a company also serves as a director or officer of another company engaged in similar business activities to the first company, that director must comply with the conflict of interest provisions of the BCBCA, as well as the relevant securities regulatory instruments, in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest. Any interested director would be required to declare the nature and extent of his interest and would not be entitled to vote at meetings of directors that evoke such a conflict.

Nomination of Directors

The Company will not have a stand-alone nomination committee. The full Board has responsibility for identifying potential Board candidates. The Board assesses potential Board candidates to fill perceived needs on the Board for required skills, expertise, independence and other factors. Members of the Board and representatives of the industry are consulted for possible candidates. It is not anticipated that the nomination committee of the Company will adopt a formal process to determine new nominees in the 12 months following Listing.

Compensation

The Board will conduct reviews with regard to directors' and officers' compensation at least once a year. For information regarding the steps taken to determine compensation for the directors and the executive officers, see "*Executive Compensation*".

Other Board Committees

The Board has no other committees other than the Audit Committee. It is not anticipated that the Board will establish any committee other than its Audit Committee in the 12 months following Listing.

Assessments

The Board will monitor the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and committees. On an ongoing annual basis, the Board will assess the performance of the Board as a whole, each of the individual directors and each committee of the Board in order to satisfy itself that each is functioning effectively.

RISK FACTORS

The Company's business as an investment issuer is subject to a number of significant risk factors. The following are certain risk factors related to the Company, its business, and ownership of the Common Shares. If any event arising from the risk factors set forth below occurs, the Company's business, prospects, financial conditions, results of operation or cash flows and in come cases, its reputation, could be materially adversely affected. Although the Company believes that the risk factors described below are the most material risks that the Company faces, they are not the only ones. Additional risk factors not presently known to the Company or that the Company currently believes are immaterial could also materially and adversely affect the Company's investments, prospects, cash flows, results of operations or financial conditions and negatively affect the value of the Common Shares. An investment in the Company involves a high degree of risk and should be considered speculative. An investment in the Company should only be undertaken by those persons who can afford the total loss of their investment. Readers should carefully consider each of the risks and uncertainties described bellows, as well as all of the other information contained in this Prospectus, including the financial statement and accompanying notes, before investing in the Company.

Risks Related to the Business of the Company

The Company has a limited operating history and no history of earnings.

The Company has no history of earnings. There is no assurance that the Company will earn profits in the future, or that profitability will be sustained. There is no assurance that future revenues will be sufficient to generate the funds required to continue the Company's business development and investment activities. If the Company does not have sufficient capital to fund its operations, it may be required to reduce its operations or cease operations entirely, in which case, the value of the Common Shares may decline very significantly.

The Company has negative cash flow from operations and it may never have positive cash flow from operations.

Since incorporation the Company has had negative cash flow from operating activities. The Company does not expect to have positive cash flow from operating activities for the foreseeable future, if ever, and to the extent that the Company has negative cash flow in any future period, it will need to raise additional funds to cover this short-fall.

The Company has just commenced its business as an investment issuer and has limited or no history of successful investments.

The Company has no record of operations and historical financial information on which a holder of Common Shares can base an evaluation of the Company. The Company commenced its operations as an investment issuer in 2019 and has only recently made its first investments. Therefore, the Company is subject to all of the business risks and uncertainties associated with any new business enterprise, including the risk that the Company will not achieve its financial objectives as estimated by management. Furthermore, past successes of the management or the Board in other ventures do not guarantee future success.

Holders of Common Shares are at risk for a substantial loss of capital.

The investments to be made by the Company are speculative in nature and holders of Common Shares could experience a loss of all or substantially all of their investment in the Company. There can be no assurance that the Company will be able to make and realize investments or generate positive returns. There can also be no assurance that the returns generated, if any, will be commensurate with the risks of investing in the types of investments contemplated by the Company's investment objectives. Therefore, an investment in the Company should only be considered by persons who can afford a loss of their entire investment.

The Company will require additional capital, which may not be available to it when required on attractive terms, or at all.

The Company has no history of earnings and, due to the nature of its business, there can be no assurance that the Company will be profitable. The only present source of funds available to the Company is through the sale of its securities. The Company's investments will in all likelihood not generate current income and the ultimate returns even from a successful investment are long term. The Company may not have sufficient funds to continue its operations until its investment returns are received. While the Company may generate additional working capital through further equity offerings, there is no assurance that the capital markets will be accessible to the Company when needed on advantageous terms or at all. At present it is impossible to determine what amounts of additional funds, if any, the Company may require.

The Company is largely dependent upon its board and management for its success.

The Company's business is akin to a blind pool, in that the Company intends to use its capital to invest in various businesses or business interests, but all the targets have not yet been determined. Investors are relying on the ability of the Investment Committee, Board and management to identify, analyze and acquire appropriate investment opportunities. In particular, investors have to rely on the discretion and ability of management in determining the composition of the portfolio of investments, and in negotiating the pricing and other terms of the agreements leading to the acquisition of investments. The ability of management to successfully implement the Company's business strategy will depend in large part on the continued employment of qualified individuals. If the Company loses the services of one or more of these individuals, the business, financial condition and results of operations of the Company may be materially adversely affected. There is no assurance the Company can maintain the services of its directors, officers or other qualified personnel required to operate its business.

The market for investment opportunities is highly competitive.

The Company will compete with a large number of other investors focused on similar investments, such as private equity funds, mezzanine funds, investment banks and other equity and non-equity based public and private investment funds. Competitors may have a lower cost of funds and may have access to funding sources that are not available to the Company. In addition, certain competitors of the Company may have higher risk tolerances or different risk assessments, which could allow them to consider a wider variety of investments and establish more relationships and build their respective market shares. As a result of this competition, there can be no assurance that the Company will be able to locate suitable investment opportunities, acquire such investments on acceptable terms, or achieve an acceptable rate of return on the investments it does make. The competitive pressures faced by the Company may have a material adverse effect on its activities, financial condition, and results of operations.

Competition may curtail the Company's ability to follow its investment policy.

The competition the Company faces from other larger or more flexible capital providers may limit the Company's opportunities to obtain its desired investments. As a result, the Company may be required to invest otherwise than in accordance with its investment policy and strategy in order to meet its investment objectives. If the Company is required to invest other than in accordance with its investment policy and strategy, its ability to achieve its desired rates of return on its investments may be adversely affected.

Conflicts of interest may arise between the Company and its directors and management.

The directors and officers of the Company will not be devoting all of their time to the affairs of the Company. The directors and officers of the Company are directors and officers of other companies, some of which are in the same business as the Company. The directors and officers of the Company are required by law to act in the best interests of the Company. They have the same obligations to the other companies in respect of which they act as directors and officers. Discharge by the directors and officers of their obligations to the Company may result in a breach of their obligations to the other companies, and in certain circumstances, this could expose the Company to liability to those companies. Similarly, discharge by the directors and officers of their obligations to the other companies could result in a breach of their obligations to act in the best interests of the Company. Such conflicting legal obligations may expose the Company to liability to others and impair its ability to achieve its business objectives.

Due diligence investigations may not identify all facts necessary or helpful in evaluating an investment opportunity and will not necessarily result in the investment being successful.

The due diligence process undertaken by the Company in connection with investments that it makes or wishes to make may not reveal all relevant facts in connection with an investment. Before making investments, the Company will conduct due diligence investigations that it deems reasonable and appropriate based on the facts and circumstances of each investment. When conducting due diligence investigations, the Company may be required to evaluate important and complex business, financial, tax, accounting, environmental and legal issues. When conducting due diligence investigations and making an assessment regarding an investment, the Company will rely on resources available, including information provided by the target of the investment and, in some circumstances, third party investigations. Because the Company seeks investments in new areas, the investments it considers may have limited track records which make assessments more difficult and speculative. Outside consultants, legal advisors, accountants and investment banks may be involved in the due diligence process to varying extents depending on the type of investment. The due diligence investigations that are carried out with respect to any investment opportunity may not reveal or highlight all relevant facts that may be necessary or helpful to evaluate the investment opportunity. Moreover, such an investigation will not necessarily result in the investment being successful.

The realization of returns from the Company's investment activities is a long-term proposition.

Most investments to be made by the Company are not expected to generate current income. Therefore, the return of capital to the Company and the realization of gains, if any, from the Company's investments will generally occur only upon the partial or complete realization or disposition of the investment. While an investment of the Company may be realized or disposed of at any time, it is generally expected that the ultimate realization or disposition of most of the Company's investments will not occur for a one to three years and possibly longer after an investment is made.

The Company's investments may be illiquid and difficult to value, and the Company may not be able to exit the investment on its intended timetable.

The Company will generally seek investments that provide liquidity. However, the Company will be focused on investing in primarily privately held companies and early stage publicly traded companies, which may be illiquid and difficult to value. Accordingly, there can be no assurance that the Company will be able to realize on its investments in a timely manner or at all. If the Company is required to liquidate all or a portion of its portfolio investments quickly, it may realize significantly less than its invested capital. While privately held companies may seek to list their securities on a stock exchange as a means of creating liquidity for investors, there can be no assurance that a stock exchange listing will provide a viable exit mechanism, if trading volumes and stock prices are low at the time of intended disposition.

The Company may hold a limited number of investments at any one time and potentially suffer from a lack of diversification.

The Company may own relatively few investments and does not have any specific limits on investments in businesses in any one industry or size of business. Consequently, the Company's aggregate returns may be significantly adversely affected if one or more significant investments perform poorly or if the Company needs to write-down the value of any one significant investment. Also, the Company's investments may be more susceptible to fluctuations in value resulting from adverse economic conditions affecting a particular industry or segment of business in which it invests than would be the case if the Company were required to satisfy certain investment guidelines relating to business diversification.

Financial market fluctuations may have a material adverse effect on the Company's investments in both private and public companies.

The Company intends to invest in both private businesses and publicly traded businesses. With respect to publicly traded businesses, fluctuations in the market prices of their securities may negatively affect the value of those investments. In addition, general instability in the public securities markets may impede the ability of businesses to raise additional capital through selling new securities, thereby limiting the Company's investment options with regard to a particular portfolio investment.

Global capital markets have experienced extreme volatility and disruption in recent years as evidenced by the failure of major financial institutions, significant write-offs suffered by the financial services sector, the re-pricing of credit risk, the unavailability of credit or the downgrading and the possibility of default by sovereign issuers, forced exit or voluntary withdrawal of countries from a common currency and devaluation. Global capital markets could suddenly and rapidly destabilize in response to existing and future events, including as a result of COVID-19, as government authorities may have limited resources to respond to existing or future crises. Future crises may be precipitated by any number of causes, including natural disasters, epidemics/pandemics (such as COVID-19), geopolitical instability, changes to energy prices or sovereign defaults.

Despite actions of government authorities, these events have contributed to a worsening of general economic conditions, high levels of unemployment in Western economies and the introduction of austerity measures by governments. Such worsening of financial market and economic conditions may have a negative effect on the valuations of, and the ability of the Company to exit or partially divest from, investment positions.

Depending on market conditions, the Company may incur substantial realized and unrealized losses in future periods, all of which may materially adversely affect its results of operations and the value of any investment in the Company.

Epidemics/Pandemics and other Public Health Crises

The Company is vulnerable to the general economic effects of epidemics/pandemics and other public health crises, such as COVID-19. Due to the recent outbreak of COVID-19, there has been a substantial curtailment of travel and business activities, globally. A number of countries have also limited the shipment of products in and out of their borders, which could negatively impact supply chains. If not resolved quickly, the impact of COVID-19 could have a material adverse effect on the Company's investments.

Holding control or exercising significant influence over an investment exposes the Company to additional risk.

Although the Company may make minority investments, it generally intends at least initially, subject to compliance with applicable law, to make investments that allow the Company to exercise significant influence over management and the strategic direction of a business. The exercise of control over a business imposes additional risks of liability for environmental damage, product defects, failure to supervise management, and other types of liability in which the limited liability characteristic of business operations may be ignored. The exercise of control over an investment could expose the assets of the Company to claims by such businesses, their shareholders and their creditors. While the Company intends to manage its investments in a manner that will minimize the exposure to these risks, the possibility of successful claims cannot be precluded.

In its investment investigation activities, the Company may acquire material, non-public information that may limit its investment actions.

The Company may significantly participate in or influence the conduct, affairs or management of public companies in which it invests. Directors, officers, employees, designees, Associates or Affiliates of the Company may, from time to time, serve as directors of, or in a similar capacity with those investee public companies. Through such involvement Company representatives may acquire confidential or material non-public information about an investee public company. The Company will not be free to act upon any such information. In addition, these individuals may become subject to trading restrictions pursuant to the internal trading policies of such businesses. Due to these restrictions, the Company may not be able to initiate a transaction that it otherwise might have initiated and may not be able to sell an investment that it otherwise might have sold.

Taking minority positions in investments may limit the ability of the Company to safeguard its investment.

The Company may make minority equity investments in businesses in which the Company does not participate in the management or otherwise control the business or affairs of such businesses. The Company will monitor the performance of each investment and maintain an ongoing dialogue with each business's management team. However, it will be primarily the responsibility of the management of the business to operate the business on a day-to-day basis and the Company may not have the right to control the business.

The Company may be called upon to make follow-on investments in an existing investment and the Company's failure to participate may have a negative adverse effect on the existing investment.

Following the initial investment in a business, the Company may be called upon to provide additional funds or have the opportunity to increase its investment in a business through the exercise of a warrant or other right to purchase securities or to fund additional investments through the business. There is no assurance that the Company will have sufficient funds to make any follow-on investment. Even if the Company has sufficient capital to make a proposed follow-on investment, the Company may elect not to make the follow-on investment for a variety of reasons relevant to its own business. Any decision by the Company not to make a follow-on investment or its inability to make a follow-on investment may have a negative impact on the portfolio business in need of the follow-on investment, may result in a missed opportunity for the Company to increase its participation in a successful operation, or may reduce the expected return on the investment.

The Company may make bridge financings from time to time, which if not converted as intended may expose the Company to unintended risk.

From time to time, the Company may lend money to businesses on a short-term, unsecured basis in anticipation of converting the loan in future into equity or long-term debt securities. It is possible, however, for reasons not always in the Company's control, that the replacement securities may not be issued and the bridge loans may remain outstanding. In such a case, the interest rate on the bridge loan may not adequately reflect the risk associated with the unsecured position taken by the Company and may not satisfy the Company's investment objective for the specific business.

Risks Related to Investments in Investee Companies and the Plant-Based Protein and Meat Alternative Industry

The Company has made and may continue to make investments in private businesses, including foreign private businesses, where information is unreliable or unavailable.

In pursuing the Company's investment strategy, the Company has made and will make in future investments in privately-held businesses. As minimal public information exists about private businesses, the Company could be required to make investment decisions on whether to pursue a potential investment in a private business on the basis of limited information, which may result in an investment in a business that is not as profitable as the Company initially suspected, if it is profitable at all. This risk is compounded when the investment is in a foreign country where, among other differences, legal systems and tax regimes are different and accounting standards may be different and difficult to analyze.

Investments in private businesses pose certain incremental risks as compared to investments in public businesses, including that they:

- have reduced access to the capital markets, resulting in diminished capital resources and ability to withstand financial distress;

- may have limited financial resources and may be unable to meet their obligations under their debt securities that the Company may hold, which may be accompanied by a deterioration in the value of any collateral and a reduction in the likelihood of the Company realizing any guarantees that it may have obtained in connection with its investment;

- may have shorter operating histories, narrower product lines and smaller market shares than larger businesses, which tend to render them more vulnerable to competitors' actions and changing market conditions, as well as general economic downturns;

- are more likely to depend on the management talents and efforts of a small group of persons; therefore, the death, disability, resignation or termination of one or more of these persons could have a material adverse impact on a portfolio investment and, as a result, the Company; and

- generally have less predictable operating results, may from time to time be parties to litigation, may be engaged in rapidly changing businesses with products subject to a substantial risk of obsolescence, and may require substantial additional capital to support their operations, finance expansion or maintain their competitive position.

Reliance on Key Personnel

Investee companies may strongly depend on the business and technical expertise of their management teams. An investee company's success may depend in large measure on certain key personnel. The loss of the services of such key personnel could have a material adverse effect on their business and prospects, as we may not be able to find suitable individuals to replace them on a timely basis.

The Company must rely upon the ability, expertise, judgment, discretion, integrity and good faith of the management of its investee companies. Certain investee companies may not acquire any key-person insurance policies and there is, therefore, a risk that the departure of any member of management, board member, or any key employee or consultant, could have a material adverse effect on an investee company's future.

The Company's investee companies will be dependent on intellectual property rights and susceptible to challenges to those rights as well as claims of infringement of third parties' rights, which could have a material adverse effect on the value of the Company's investment.

Companies involved in the development and operation of plant-based protein and meat alternatives, among others, are dependent on intellectual property rights, recipes, know how and branding; the loss or impairment of which could harm such a company's business, results of operations, and its financial condition. Such a company's patents and other intellectual property may not prevent competitors from independently developing products and services similar to or duplicative of the company's, nor can there be any assurance that the resources invested by a company to protect its intellectual property, recipes or know how will be sufficient, or that the company's intellectual property portfolio will adequately deter misappropriation or improper use of the company's technology.

There can be no assurance that any company's products will not violate proprietary rights of third parties and a company may be the target of aggressive and opportunistic enforcement of patents and trademark rights by third parties, including non-practicing entities. An investee company's ability to protect its intellectual property could also be affected by changes to existing laws, legal principles, and regulations governing intellectual property, including the ownership and protection of patents.

If any of the foregoing risks were to materialize for an investee company of the Company, the claims and disputes could result in liability for substantial damages, which in turn could harm the underlying business, results of operations and financial condition of the investee company and materially and adversely affect the value of the Company's investment.

Competition

The food industry, and especially the plant-based protein and meat alternative industry, is intensely competitive and companies in this sector face competition from numerous brands that produce plant-based protein products including small and large independent companies as well as large-scale manufacturers of animal-based protein that have integrated plant-based meat alternatives within their product offerings. Many of these competitors have substantial financial backing and established brand reputation. Competition is based on product availability, product quality, price, effective promotions, and the ability to target changing consumer preferences. Failure to compete against other similar companies and products could harm the results of operations and financial condition of the investee company and materially and adversely affect the value of the Company's investment.

Government Regulation

Various aspects of the Company's investments and the activities of investee companies are subject to laws of the jurisdictions in which they operate. Investment values and activities may be affected to varying degrees by government regulations with respect to, but not limited to, restrictions on price controls, export controls, currency availability, foreign exchange controls, income taxes, delays in obtaining or the inability to obtain necessary permits and/or licences, limitations on foreign ownership, expropriation of property, ownership of assets, environmental legislation, labour relations, limitations on repatriation of income and return of capital, high rates of inflation and increased financing costs, safety. This may affect the ability of the Company's investee companies to implement their business models. No assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail an investee company's business model.

Amendments to existing laws and regulations in force when and on which a decision to invest was made could have a material adverse effect on the value of the Company's investment in a particular investment.

The Company's investee companies may be required to obtain prior governmental and/or regulatory approval to sell their products.

The Company's investee companies may be required to obtain governmental and/or regulatory approval prior to selling their products in jurisdictions in which they operate. The SFA has determined that cell-based meat and alternative proteins pose a risk to consumers, and accordingly, manufacturers and importers are required to obtain approval from the SFA prior to selling their products. Other jurisdictions in which the Company's investee companies operate may take similar positions. If the Company's investee companies are unable to obtain necessary approvals from the SFA, or other equivalent regulatory authorities, it will adversely affect its business, results of operations and financial condition and materially and adversely affect the value of the Company's investment.

Labelling

In recent years a number of plant-based meat and dairy alternative companies have been the subject of CFIA investigations relating to the use of words such as dairy and meat in connection with plant-based products. In certain instances the matter was resolved through the use of a hyphenated modifier such as "plant-based" or "dairy-free" but in others, revisions to the labeling of products was required in order to distinguish the products at issue from the conventional understanding of meat and cheese products. While certain investee companies may employ the use of clear modifiers to distinguish their products from the conventional understanding of meat products, they may also market certain products under names commonly associated with animal-based meat products and may commonly employ the word "meat" as a general descriptor in relation to their plant-based product portfolio. The Company does not expect to have sufficient resources to review and manage its investee companies' ongoing compliance with applicable law, including labeling requirements, and will be solely reliant on the management of its investee companies to monitor such activities. Although the Company has no reason to expect the product labels and marketing materials of its investee companies to be misleading or deceptive, there is a risk that the CFIA will take up enforcement action against an investee company, which could ultimately have a material adverse effect on the value of Company's investment in a particular investment.

Price of Raw Materials

Costs of the ingredients and packaging for food products are volatile and can fluctuate due to conditions that are difficult to predict, including global competition for resources, weather conditions, consumer demand, changes in governmental trade and agricultural programs, epidemics/pandemics and other public health crises, such as COVID-19. Volatility in the prices of raw materials and other supplies food companies purchase could increase such company's cost of sales and reduce its profitability. Moreover, companies may not be able to implement product price increases to cover any increased costs, or any price increases implemented may result in lower sales volumes. If an investee company is not successful in managing its ingredient and packaging costs, and unable to increase its prices to cover increased costs or if such price increases reduce sales volumes, then such increases in costs will adversely affect its business, results of operations and financial condition and materially and adversely affect the value of the Company's investment.

Consumer Trends

Certain of the Company's investments will be focused on the development, manufacture, marketing and distribution of branded plant-based products as alternatives to meat-based protein products. Consumer demand could change based on a number of possible factors, including dietary habits and nutritional values, concerns regarding the health effects of ingredients and shifts in preference for various product attributes. If consumer demand for an investee company's products decreases, its business and financial condition would suffer, thereby adversely affecting the value of the Company's investment. In addition, sales of plant-based protein or meat-alternative products are subject to evolving consumer preferences that investee companies may not be able to accurately predict or respond to. Consumer trends could change based on a number of possible factors, including economic factors and social trends. A significant shift in consumer demand away from the products of an investee company could reduce its sales, which would harm its business and financial condition and could materially and adversely affect the value of the Company's investment.

Supply Chain Management

Insufficient or delayed supply of products threatens an investee company's ability to meet customer demands while over capacity threatens its ability to generate profit. Specifically, the impact of COVID-19 may adversely impact such investee company's access to products. Some of these products may be available from only a single supplier or a limited group of suppliers. Accordingly, any failure by an investee company to properly manage its supply chain could have a material adverse effect on its business, financial condition and results of its operations.

Limited or Disrupted Supply of Key Ingredients

A number of the ingredients in investee company products are vulnerable to adverse weather conditions and natural disasters, such as floods, droughts, frosts, earthquakes, hurricanes and pestilence. Adverse weather conditions and natural disasters can lower crop yields and reduce crop size and quality, which in turn could reduce the available supply of, or increase the price of quality ingredients. Moreover, certain investee companies may use organic ingredients, which are more limited in supply than conventional product ingredients. Investee companies also compete with other food producers in the procurement of ingredients, and as consumer demand for plant-based protein products increases, this competition may increase. If supplies of quality ingredients are reduced or there is greater demand for such ingredients, investee companies may not be able to obtain sufficient supply on favorable terms, or at all, which could impact their ability to supply products to distributors and retailers and may adversely affect their respective businesses, results of operations and financial condition, which would have a material adverse effect on the Company's investments.

Climate Change

There is concern that carbon dioxide and other greenhouse gases in the atmosphere may have an adverse impact on global temperatures, weather patterns and the frequency and severity of extreme weather and natural disasters. If such climate change has a negative effect on agricultural productivity, investee companies may be subject to decreased availability or less favorable pricing for certain commodities that are necessary for their products, such as legumes.

Food Safety and Consumer Health

Investee companies are subject to risks that affect the food industry in general, including risks posed by food spoilage, accidental contamination, product tampering, consumer product liability, and the potential costs and disruptions of a product recall. The Company will make commercially reasonable efforts to invest in companies that manage these risks by maintaining strict and rigorous controls and processes in their manufacturing processes and distribution systems. However, there is no assurance that such systems will eliminate the risks related to food safety. Investee companies could be required to recall certain or a large portion of their products in the event of contamination or adverse test results or as a precautionary measure. There is also a risk that not all of the product subject to the recall will be properly identified, or that the recall will not be successful or not be enacted in a timely manner. A product recall could result in significant losses due to its costs, destruction of product inventory and lost sales due to the unavailability of the product or potential loss of current or new customers as a result of an adverse impact on an investee company's reputation. In addition, once purchased by consumers, an investee company has no further control over its products and consumers may prepare its products in a manner that is inconsistent with its directions which may adversely affect the quality and safety of its products. Any product contamination could subject an investee company to product liability claims, adverse publicity and government scrutiny, investigation or intervention, resulting in increased costs and decreased sales. Any of these events could have a material adverse impact on the Company's investment.

Brand Value

The success of a company in the food industry depends on its ability to maintain and grow the value of its brand. Maintaining, promoting and positioning its brand and reputation will depend on, among other factors, the success of a company's product offerings, food safety, quality assurance, marketing and merchandising efforts and its ability to provide a consistent, high-quality customer experience. Brand value is based on perceptions of subjective qualities, and any incident that erodes the loyalty of customers or suppliers, including adverse publicity or a governmental investigation or litigation, could significantly reduce the value of an investee company's brand and adversely affect its business, results of operations and financial condition, which would have a material adverse effect on the Company's investments.

Internet Search Algorithms

In order to attract new customers and retain existing customers, it is important that the investee company brands show up prominently in internet search results. Changes to internet search engines' algorithms or terms of service could cause investee company websites to appear less prominently in search results.

Reputation Risk

Real or perceived quality or food safety concerns or failures to comply with applicable food regulations and requirements, whether or not ultimately based on fact and whether or not involving us or incidents involving competitors, could cause negative publicity and reduced confidence in investee companies and their products, which could cause harm to their brands, reputations and sales, and could materially adversely affect their businesses, financial conditions and results of operations. The growing use of social and digital media increases the speed and extent that information or misinformation and opinions can be shared. Negative publicity about an investee company, its brand or products on social or digital media could seriously damage its reputation. Without a favorable perception of an investee company's brand and products, its sales and profits could be negatively impacted, which would have a material adverse effect on the Company's investment.

Risks Associated with Leasing Commercial and Retail Space

Investee companies that lease their production, restaurant and retail locations are subject to all of the risks associated with leasing, occupying and making tenant improvements to real property, including adverse demographic and competitive changes affecting the location of the property and changes in availability of and contractual terms for leasable commercial and retail space. Changes that result in reductions in customer foot traffic or otherwise render the location unsuitable could cause an investee company's revenue to be less than expected, which could have a material adverse effect on the Company's investment.

Effect of Product Innovation

An investee company's growth in part depends on its ability to develop and market new products and improvements to its existing products that appeal to consumer preferences. The success of an investee company's innovation and product development efforts is affected by its ability to anticipate changes in consumer preferences, the technical capability of its research and development team in developing and testing product prototypes, including complying with applicable governmental regulations, the success of its management and sales and marketing team in introducing and marketing new products and positive acceptance by consumers. Failure to develop, successfully market and sell new products may inhibit an investee company's growth, sales and profitability, which may have a material adverse effect on the Company's investment.

Failure to retain current customers and/or recruit new customers

The success of an investee company, and its ability to increase revenue and operate profitably, depends in part on its ability to acquire new customers and retain existing customers, so that they continue to purchase the investee company's products. An investee company may fail to acquire or retain customers across its distribution channels due to negative value and quality perceptions, a lack of new and relevant products or failure to deliver customers' orders in a timely manner.

Litigation Risk

Investee companies may become party to litigation from time to time in the ordinary course of business, which could adversely affect their business, thereby materially impacting the value of the Company's investment. Should any litigation in which an investee company becomes involved be determined against it, such a decision could adversely affect its ability to continue operating and the market price for the Company's investment. Litigation involving an investee company may also open the Company to litigation exposure.

Risks Relating to the Common Shares

Market Price of Common Shares and Volatility

The Common Shares do not currently trade on any exchange or stock market. Securities of small-cap companies have experienced substantial volatility in the past, often based on factors unrelated to the companies' financial performance or prospects. These factors include macroeconomic developments in North America and globally and market perceptions of the attractiveness of particular industries. Factors unrelated to our performance that may affect the price of the Common Shares include the following: the extent of analytical coverage available to investors concerning our business may be limited if investment banks with research capabilities do not follow the Company; lessening in trading volume and general market interest in the Common Shares may affect an investor's ability to trade significant numbers of Common Shares; the size of our public float may limit the ability of some institutions to invest in Common Shares; and a substantial decline in the price of the Common Shares that persists for a significant period of time could cause the Common Shares, if listed on an exchange, to be delisted from such exchange, further reducing market liquidity. As a result of any of these factors, the market price of the Common Shares at any given point in time may not accurately reflect our long-term value. Securities class action litigation often has been brought against companies following periods of volatility in the market price of their securities. We may in the future be the target of similar litigation. Securities litigation could result in substantial costs and damages and divert management's attention and resources. The fact that no market currently exists for the Common Shares may affect the pricing of the Common Shares in the secondary market, the transparency and availability of trading prices and the liquidity of the Common Shares.

The market price of the Common Shares is affected by many other variables, which are not directly related to our success and are, therefore, not within our control. These include other developments that affect the breadth of the public market for the Common Shares, the release or expiration of lock-up, escrow or other transfer restrictions on the Common Shares, and the attractiveness of alternative investments. The effect of these and other factors on the market price of the Common Shares is expected to make the Common Share price volatile in the future, which may result in losses to investors.

No Established Market

There is currently no market through which the Company's securities may be sold and purchasers may not be able to resell the Company's securities. An active public market for the Common Shares might not develop or be sustained following the filing of this Prospectus. If an active public market for the Common Shares does not develop, the liquidity of a shareholder's investment may be limited, and the Common Share price may decline below the shareholder's initial investment.

It may be difficult, if not impossible, for U.S. holders of the Company's Common Shares to resell them over the CSE or other stock exchange.

It has recently come to management's attention that all major securities clearing firms in the United States have ceased U.S. residents who acquire Common Shares as "restricted securities" (including any Common Shares pursuant to the exercise of convertible securities) may find it difficult – if not impossible – to resell such shares over the facilities of any Canadian stock exchange on which the shares may then be listed. It remains unclear what impact, if any, this and any future actions among market participants in the United States will have on the ability of U.S. residents to resell any Common Shares that they may acquire in open market transactions. Our understanding is that all U.S. brokers must use a clearing service to facilitate resale transactions over Canadian securities exchanges. Some U.S. brokers have self-clearing capabilities; those that do not must use third party clearing firms. This issue does not apply to the Depositary Trust Company.

Dividends

We intend to retain earnings, if any, to finance the growth and development of our business and do not intend to pay cash dividends on the Common Shares in the foreseeable future. The payment of future cash dividends, if any, will be reviewed periodically by the Board and will depend upon, among other things, conditions then existing including earnings, financial condition and capital requirements, restrictions in financing agreements, business opportunities and conditions and other factors.

The Company will be subject to additional regulatory burden resulting from its public listing on the CSE.

Prior to the filing of this Prospectus, the Company has not been subject to the continuous and timely disclosure requirements of Canadian securities laws or other rules, regulations and policies of the CSE or other stock exchange. We are working with our legal, accounting and financial advisors to identify those areas in which changes should be made to our financial management control systems to manage our obligations as a public company. These areas include corporate governance, corporate controls, disclosure controls and procedures and financial reporting and accounting systems. We have made, and will continue to make, changes in these and other areas, including our internal controls over financial reporting. However, we cannot assure purchasers of Common Shares that these and other measures that we might take will be sufficient to allow us to satisfy our obligations as a public company on a timely basis. In addition, compliance with reporting and other requirements applicable to public companies will create additional costs for us and will require the time and attention of management. We cannot predict the amount of the additional costs that we might incur, the timing of such costs or the impact that management's attention to these matters will have on our business.

Dilution

Future sales or issuances of equity securities could decrease the value of the Common Shares, dilute shareholders' voting power and reduce future potential earnings per Common Share. We intend to sell additional equity securities in subsequent offerings (including through the sale of securities convertible into Common Shares) and may issue additional equity securities to finance our operations, development, exploration, acquisitions or other projects. We cannot predict the size of future sales and issuances of equity securities or the effect, if any, that future sales and issuances of equity securities will have on the market price of the Common Shares. Sales or issuances of a substantial number of equity securities, or the perception that such sales could occur, may adversely affect prevailing market prices for the Common Shares. With any additional sale or issuance of equity securities, investors will suffer dilution of their voting power and may experience dilution in our earnings per Common Share.

Transactions Engaged in by our Largest Shareholders, our Directors or Officers

As of the date of this Prospectus, our officers, directors and principal shareholders (greater than 10% shareholders) collectively control approximately 0.95% of the Company. Subsequent sales of our Common Shares by these shareholders could have the effect of lowering the market price of our Common Shares. The perceived risk associated with the possible sale of a large number of Common Shares by these shareholders, or the adoption of significant short positions by hedge funds or other significant investors, could cause some of our shareholders to sell their Common Shares, thus causing the market price of our Common Shares to decline. In addition, actual or anticipated downward pressure on our stock price due to actual or anticipated sales of Common Shares by our directors or officers could cause other institutions or individuals to engage in short sales of the Common Shares, which may further cause the market price of our Common Shares to decline.

From time to time our directors and executive officers may sell Common Shares on the open market. These sales will be publicly disclosed in filings made with securities regulators. In the future, our directors and executive officers may sell a significant number of Common Shares for a variety of reasons unrelated to the performance of our business. Our shareholders may perceive these sales as a reflection on management's view of the business and result in some shareholders selling their Common Shares. These sales could cause the market price of our Common Shares to drop.

CERTAIN FEDERAL INCOME TAX CONSIDERATIONS

The Company encourages each security holder to consult with its own tax or professional advisor to under the tax considerations generally applicable with purchasing or owning Common Shares.

PROMOTERS

Karamveer Thakur may be considered to be a Promoter of the Company for the purposes of applicable securities laws, as he has taken the initiative in organizing and financing the Company. Mr. Thakur owns 50,000 (0.26%) Common Shares.

Other than as disclosed elsewhere in this Prospectus, no person who was a promoter of the Company within the last two years:

- received anything of value directly or indirectly from the Company or a subsidiary;
- sold or otherwise transferred any asset to the Company or a subsidiary within the last two years;
- has been a director, chief executive officer or chief financial officer of any company that during the past 10 years was the subject of a cease trade order or similar order or an order that denied the company access to any exemptions under securities legislation for a period of more than 30 consecutive days or became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver or receiver manager or trustee appointed to hold its assets;
- has been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority;
- has been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision; or
- has within the past 10 years become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver or receiver manager or trustee appointed to hold its assets.

LEGAL PROCEEDINGS

The Company is not aware of any material legal proceedings involving the Company nor are any such proceedings known by the Company to be contemplated.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as set forth in this Prospectus, none of (i) the directors or executive officers of the Company, (ii) the shareholders who beneficially own or control or direct, directly or indirectly, more than ten (10%) percent of the Company’s outstanding voting securities, or (iii) any Associate or Affiliate of the foregoing Persons, has or has had any material interest, direct or indirect, in any transaction in which the Company has participated within the three years before the date of this Prospectus, that has materially affected or is reasonably expected to materially affect the Company.

AUDITORS, TRANSFER AGENTS AND REGISTRARS

The auditor of Eat Beyond is Davidson & Company LLP, Chartered Professional Accountants, located at 1200-609 Granville St., Vancouver, BC V7Y 1G6 and is expected to retain Olympia Trust Company to act as transfer agent for the Company.

MATERIAL CONTRACTS

The Company has not entered into any material contracts, other than in the ordinary course of business, within the past two years and which are currently in force.

EXPERTS AND LEGAL MATTERS

No person or company whose profession or business gives authority to a report, valuation, statement or opinion made by such person or company and who is named in this Prospectus as having prepared or certified a part of this Prospectus, or a report, valuation, statement or opinion described in this Prospectus, has received or shall receive a direct or indirect interest in any securities or other property of the Company or any associate or affiliate of the Company. The following are persons or companies whose profession or business gives authority to a statement made in this Prospectus as having prepared or certified a part of that document or report described in the Prospectus:

- Davidson & Company LLP, Chartered Professional Accountants is the external auditor of Eat Beyond and reported on Eat Beyond's audited financial statements as at and for the period from September 9, 2019 (date of incorporation) to August 31, 2020, attached as Schedule "B";

Davidson & Company LLP, Chartered Professional Accountants are independent auditors with respect to Eat Beyond within the meaning of the relevant rules and related interpretations prescribed by the relevant professional bodies in Canada and any applicable legislation or regulation.

Certain legal matters in respect of this Prospectus have been passed upon on behalf of Eat Beyond by McMillan LLP. As of the date hereof, the partners and associates of McMillan LLP, as a group, own, directly or indirectly, in the aggregate, less than one percent of the outstanding securities of the Company.

OTHER MATERIAL FACTS

To management's knowledge, there are no other material facts relating to the Company that are not otherwise disclosed in this Prospectus or are necessary for the Prospectus to contain full, true and plain disclosure of all material facts relating to the Company.

Financial Statement Disclosure

SCHEDULE "A" AUDIT COMMITTEE CHARTER

SCHEDULE "B" EAT BEYOND GLOBAL HOLDINGS INC. AUDITED FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD FROM SEPTEMBER 9, 2019 (DATE OF INCORPORATION) TO AUGUST 31, 2020

SCHEDULE "C" EAT BEYOND GLOBAL HOLDINGS INC. MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE PERIOD FROM SEPTEMBER 9, 2019 (DATE OF INCORPORATION) TO AUGUST 31, 2020

SCHEDULE A

AUDIT COMMITTEE CHARTER

EAT BEYOND GLOBAL HOLDINGS INC.
CHARTER OF THE AUDIT COMMITTEE

PURPOSE AND PRIMARY RESPONSIBILITY

1. This charter sets out the Audit Committee's purpose, composition, member qualification, member appointment and removal, responsibilities, operations, manner of reporting to the Board of Directors (the "**Board**") of Eat Beyond Global Holdings Inc. (the "**Company**"), annual evaluation and compliance with this charter.

2. The primary responsibility of the Audit Committee is that of oversight of the financial reporting process on behalf of the Board. This includes oversight responsibility for financial reporting and continuous disclosure, oversight of external audit activities, oversight of financial risk and financial management control, and oversight responsibility for compliance with tax and securities laws and regulations as well as whistle blowing procedures. The Audit Committee is also responsible for the other matters as set out in this charter and/or such other matters as may be directed by the Board from time to time. The Audit Committee should exercise continuous oversight of developments in these areas.

MEMBERSHIP

3. At least a majority of the Audit Committee must be comprised of independent directors of the Company as defined in sections 1.4 and 1.5 of National Instrument 52-110 – *Audit Committees* ("**NI 52-110**"), provided that should the Company become listed on a more senior exchange, each member of the Audit Committee will also satisfy the independence requirements of such exchange.

4. The Audit Committee will consist of at least two members, all of whom shall be financially literate, provided that an Audit Committee member who is not financially literate may be appointed to the Audit Committee if such member becomes financially literate within a reasonable period of time following his or her appointment. Upon graduating to a more senior stock exchange, if required under the rules or policies of such exchange, the Audit Committee will consist of at least three members, all of whom shall meet the experience and financial literacy requirements of such exchange and of NI 52-110.

5. The members of the Audit Committee will be appointed annually (and from time to time thereafter to fill vacancies on the Audit Committee) by the Board. An Audit Committee member may be removed or replaced at any time at the discretion of the Board and will cease to be a member of the Audit Committee on ceasing to be an independent director.

6. The Chair of the Audit Committee will be appointed by the Board.

AUTHORITY

7. In addition to all authority required to carry out the duties and responsibilities included in this charter, the Audit Committee has specific authority to:

   (i) engage, set and pay the compensation for independent counsel and other advisors as it determines necessary to carry out its duties and responsibilities, and any such consultants or professional advisors so retained by the Audit Committee will report directly to the Audit Committee;

   (ii) communicate directly with management and any internal auditor, and with the external auditor without management involvement; and

   (iii) incur ordinary administrative expenses that are necessary or appropriate in carrying out its duties, which expenses will be paid for by the Company.

DUTIES AND RESPONSIBILITIES

8. The duties and responsibilities of the Audit Committee include:

(i) recommending to the Board the external auditor to be nominated by the Board;

(ii) recommending to the Board the compensation of the external auditor to be paid by the Company in connection with (i) preparing and issuing the audit report on the Company's financial statements, and (ii) performing other audit, review or attestation services;

(iii) reviewing the external auditor's annual audit plan, fee schedule and any related services proposals (including meeting with the external auditor to discuss any deviations from or changes to the original audit plan, as well as to ensure that no management restrictions have been placed on the scope and extent of the audit examinations by the external auditor or the reporting of their findings to the Audit Committee);

(iv) overseeing the work of the external auditor;

(v) ensuring that the external auditor is independent by receiving a report annually from the external auditors with respect to their independence, such report to include disclosure of all engagements (and fees related thereto) for non-audit services provided to the Company;

(vi) ensuring that the external auditor is in good standing with the Canadian Public Accountability Board by receiving, at least annually, a report by the external auditor on the audit firm's internal quality control processes and procedures, such report to include any material issues raised by the most recent internal quality control review, or peer review, of the firm, or any governmental or professional authorities of the firm within the preceding five years, and any steps taken to deal with such issues;

(vii) ensuring that the external auditor meets the rotation requirements for partners and staff assigned to the Company's annual audit by receiving a report annually from the external auditors setting out the status of each professional with respect to the appropriate regulatory rotation requirements and plans to transition new partners and staff onto the audit engagement as various audit team members' rotation periods expire;

(viii) reviewing and discussing with management and the external auditor the annual audited and quarterly unaudited financial statements and related Management Discussion and Analysis ("**MD&A**"), including the appropriateness of the Company's accounting policies, disclosures (including material transactions with related parties), reserves, key estimates and judgements (including changes or variations thereto) and obtaining reasonable assurance that the financial statements are presented fairly in accordance with IFRS and the MD&A is in compliance with appropriate regulatory requirements;

(ix) reviewing and discussing with management and the external auditor major issues regarding accounting principles and financial statement presentation including any significant changes in the selection or application of accounting principles to be observed in the preparation of the financial statements of the Company and its subsidiaries;

(x) reviewing and discussing with management and the external auditor the external auditor's written communications to the Audit Committee in accordance with generally accepted auditing standards and other applicable regulatory requirements arising from the annual audit and quarterly review engagements;

(xi) reviewing and discussing with management and the external auditor all earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies prior to such information being disclosed;

(xii) reviewing the external auditor's report to the shareholders on the Company's annual financial statements;

(xiii) reporting on and recommending to the Board the approval of the annual financial statements and the external auditor's report on those financial statements, the quarterly unaudited financial statements, and the related MD&A and press releases for such financial statements, prior to the dissemination of these documents to shareholders, regulators, analysts and the public;

(xiv) satisfying itself on a regular basis through reports from management and related reports, if any, from the external auditors, that adequate procedures are in place for the review of the Company's disclosure of financial information extracted or derived from the Company's financial statements that such information is fairly presented;

(xv) overseeing the adequacy of the Company's system of internal accounting controls and obtaining from management and the external auditor summaries and recommendations for improvement of such internal controls and processes, together with reviewing management's remediation of identified weaknesses;

(xvi) reviewing with management and the external auditors the integrity of disclosure controls and internal controls over financial reporting;

(xvii) reviewing and monitoring the processes in place to identify and manage the principal risks that could impact the financial reporting of the Company and assessing, as part of its internal controls responsibility, the effectiveness of the over-all process for identifying principal business risks and report thereon to the Board;

(xviii) satisfying itself that management has developed and implemented a system to ensure that the Company meets its continuous disclosure obligations through the receipt of regular reports from management and the Company's legal advisors on the functioning of the disclosure compliance system, (including any significant instances of non-compliance with such system) in order to satisfy itself that such system may be reasonably relied upon;

(xix) resolving disputes between management and the external auditor regarding financial reporting;

(xx) establishing procedures for:

1. the receipt, retention and treatment of complaints received by the Company from employees and others regarding accounting, internal accounting controls or auditing matters and questionable practises relating thereto; and

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

(xxi) reviewing and approving the Company's hiring policies with respect to partners or employees (or former partners or employees) of either a former or the present external auditor;

(xxii) pre-approving all non-audit services to be provided to the Company or any subsidiaries by the Company's external auditor;

(xxiii) overseeing compliance with regulatory authority requirements for disclosure of external auditor services and Audit Committee activities;

(xxiv) establishing procedures for:

3. reviewing the adequacy of the Company's insurance coverage, including the Directors' and Officers' insurance coverage;

4. reviewing activities, organizational structure, and qualifications of the Chief Financial Officer ("**CFO**") and the staff in the financial reporting area and ensuring that matters related to succession planning within the Company are raised for consideration at the Board;

5. obtaining reasonable assurance as to the integrity of the Chief Executive Officer ("**CEO**") and other senior management and that the CEO and other senior management strive to create a culture of integrity throughout the Company;

6. reviewing fraud prevention policies and programs, and monitoring their implementation;

7. reviewing regular reports from management and others (e.g., external auditors, legal counsel) with respect to the Company's compliance with laws and regulations having a material impact on the financial statements including:

   (I) Tax and financial reporting laws and regulations;

   (II) Legal withholding requirements;

   (III) Environmental protection laws and regulations; and

   (IV) Other laws and regulations which expose directors to liability;

9. A regular part of Audit Committee meetings involves the appropriate orientation of new members as well as the continuous education of all members. Items to be discussed include specific business issues as well as new accounting and securities legislation that may impact the organization. The Chair of the Audit Committee will regularly canvass the Audit Committee members for continuous education needs and in conjunction with the Board education program, arrange for such education to be provided to the Audit Committee on a timely basis.

10. On an annual basis the Audit Committee shall review and assess the adequacy of this charter taking into account all applicable legislative and regulatory requirements as well as any best practice guidelines recommended by regulators or stock exchanges with whom the Company has a reporting relationship and, if appropriate, recommend changes to the Audit Committee charter to the Board for its approval.

MEETINGS

11. The quorum for a meeting of the Audit Committee is a majority of the members of the Audit Committee.

12. The Chair of the Audit Committee shall be responsible for leadership of the Audit Committee, including scheduling and presiding over meetings, preparing agendas, overseeing the preparation of briefing documents to circulate during the meetings as well as pre-meeting materials, and making regular reports to the Board. The Chair of the Audit Committee will also maintain regular liaison with the CEO, CFO, and the lead external audit partner.

13. The Audit Committee will meet in camera separately with each of the CEO and the CFO of the Company at least annually to review the financial affairs of the Company.

14. The Audit Committee will meet with the external auditor of the Company in camera at least once each year, at such time(s) as it deems appropriate, to review the external auditor's examination and report.

15. The external auditor must be given reasonable notice of, and has the right to appear before and to be heard at, each meeting of the Audit Committee.

16. Each of the Chair of the Audit Committee, members of the Audit Committee, Chair of the Board, external auditor, CEO, CFO or secretary shall be entitled to request that the Chair of the Audit Committee call a

meeting which shall be held within 48 hours of receipt of such request to consider any matter that such individual believes should be brought to the attention of the Board or the shareholders.

REPORTS

17. The Audit Committee will report, at least annually, to the Board regarding the Audit Committee's examinations and recommendations.

18. The Audit Committee will report its activities to the Board to be incorporated as a part of the minutes of the Board meeting at which those activities are reported.

MINUTES

19. The Audit Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

ANNUAL PERFORMANCE EVALUATION

20. The Board will conduct an annual performance evaluation of the Audit Committee, taking into account the Charter, to determine the effectiveness of the Committee.

SCHEDULE B

EAT BEYOND GLOBAL HOLDINGS INC. AUDITED FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD FROM SEPTEMBER 9, 2019 (DATE OF INCORPORATION) TO AUGUST 31, 2020

EAT BEYOND GLOBAL HOLDINGS INC.
(formerly 1222554 B.C. Ltd.)

FINANCIAL STATEMENTS
(Expressed in Canadian dollars)

FOR THE PERIOD ENDED AUGUST 31, 2020

INDEPENDENT AUDITOR'S REPORT

To the Directors of
Eat Beyond Global Holdings Inc. (formerly 1222554 B.C. Ltd.)

Opinion

We have audited the accompanying financial statements of Eat Beyond Global Holdings Inc. (formerly 1222554 B.C. Ltd.) (the "Company"), which comprise the statement of financial position as at August 31, 2020, and the statements of loss and comprehensive loss, changes in shareholders' equity, and cash flows for the period from incorporation on September 9, 2019 to August 31, 2020, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Company as at August 31, 2020, and its financial performance and its cash flows for the period from incorporation on September 9, 2019 to August 31, 2020 in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 1 of the financial statements, which indicates that, as at August 31, 2020, the Company is not able to finance day to day activities through its operations and has an accumulated deficit of $146,992. As stated in Note 1, these events and conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

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

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

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

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

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

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

"DAVIDSON & COMPANY LLP"

Vancouver, Canada | Chartered Professional Accountants

November 6, 2020

EAT BEYOND GLOBAL HOLDINGS INC. (formerly 1222554 B.C. Ltd.)
Statement of Financial Position
(Expressed in Canadian Dollars)

As at	Note	August 31, 2020
		$
Assets		
Current assets:		
Cash	3	2,540,965
Prepaid expenses		3,147
Marketable securities	4	775,231
Total assets		3,319,343
Liabilities and Shareholders' Equity		
Current liabilities:		
Accounts payable and accrued liablities	5,6	154,655
Total liabilities		154,655
Shareholders' equity:		
Share capital	7	1,547,260
Reserves	7	83,100
Special warrants	7	1,681,320
Deficit		(146,992)
Total shareholders' equity		3,164,688
Total liabilities and shareholders' equity		3,319,343

Nature of operations and going concern (Note 1)
Subsequent events (Note 11)

These financial statements were approved by the Board of Directors on November 6, 2020

"Alexander Somjen"
Alexander Somjen, Director

"Ravinder Kang"
Ravinder Kang, Director

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

EAT BEYOND GLOBAL HOLDINGS INC. (formerly 1222554 B.C. Ltd.)
Statement of Loss and Comprehensive Loss
(Expressed in Canadian Dollars)

	Note	Period from incorporation on September 9, 2019 to August 31, 2020
		$
Expenses		
Marketing and promotion		101,428
Professional fees		155,164
Consulting fees	6	109,656
Travel		5,414
Office and administration		561
		372,223
Gain from other items		
Gain on fair value of marketable securities	4	(225,231)
Loss and comprehensive loss		146,992
Loss per common share – basic and diluted		0.02
Weighted average number of common shares outstanding –basic and diluted		8,482,407

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

EAT BEYOND GLOBAL HOLDINGS INC. (formerly 1222554 B.C. Ltd.)
Statements of Changes in Shareholders' Equity
(Expressed in Canadian Dollars)

		Share capital					
	Note	Number of Shares	Amount	Reserves	Special Warrants	Deficit	Total Shareholders' Equity
			$	$	$	$	$
Balance, September 09, 2019 (date of incorporation)		–	–	–	–	–	–
Common shares issued for cash	7	15,518,510	1,768,255	-	-	-	1,768,255
Share issuance costs - cash		-	(150,505)	-	-	-	(150,505)
Share issuance costs - warrants		-	(83,100)	83,100	-	-	-
Special warrants issued for cash		-	-	-	1,693,930	-	1,693,930
Special warrants converted to common shares		252,200	12,610	-	(12,610)	-	-
Loss and comprehensive loss		-	-	-	-	(146,992)	(146,992)
Balance, August 31, 2020		**15,770,710**	**1,547,260**	**83,100**	**1,681,320**	**(146,992)**	**3,164,688**

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

EAT BEYOND GLOBAL HOLDINGS INC. (formerly 1222554 B.C. Ltd.)
Statement of Cash Flows
(Expressed in Canadian Dollars)

	Period from incorporation on September 9, 2019 to August 31, 2020
	$
Cash used in operating activities:	
Loss and comprehensive loss	(146,992)
Adjustments for:	
Gain on fair value of marketable securities	(225,231)
Changes in non-cash working capital:	
Accounts payables and accrued liabilities	142,655
Prepaid expenses	(3,147)
Net cash used in operating activities	(232,715)
Financing activities	
Proceeds from common share issuances	1,768,255
Proceeds from special warrant issuances	1,693,930
Share issue costs	(138,505)
Net cash provided by financing activities	3,323,680
Investing activities	
Marketable securities	(550,000)
Net cash used in investing activities	(550,000)
Change in cash	2,540,965
Cash, beginning of period	-
Cash, end of period	2,540,965
Supplemental cash flow information:	
Share issuance costs - finders warrants issued	83,100
Share issuance costs included in accounts payable	12,000
Shares issued on conversion of special warrants	12,610

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Eat Beyond Global Holdings Inc. (the "Company") was incorporated on September 9, 2019 under the laws of the Province of British Columbia, Canada by a Certificate of Incorporation issued pursuant to the provisions of the Business Corporations Act (British Columbia) and changed its name from 1222554 B.C. Ltd. to Eat Beyond Global Holdings Inc. on September 17, 2019. The Company's head office and principal address is Suite 1570 – 505 Burrard Street, Vancouver BC, V7X 1M5. The registered and records office is 1500-1055 West Georgia Street, Vancouver, BC, V6E 4N7.

The Company is an investment company primarily focusing on investments in the plant-based protein and meat alternative food industry. The Company's investments may include the acquisition of equity, debt or other securities of publicly traded or private companies or other entities, financing in exchange for pre-determined royalties or distributions and the acquisition of all or part of one or more businesses, portfolios or other assets, in each case that the Company believes will enhance value for the shareholders of the Company in the long term.

These financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. As at August 31, 2020, the Company is not able to finance day to day activities through operations and has an accumulated deficit of $146,992. The continuing operations of the Company are dependent upon its ability to develop a viable business and to attain profitable operations.

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or results of operations at this time.

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. Management intends to finance operating costs through the issuance of common shares. If the Company is unable to continue as a going concern, the net realizable value of its assets may be materially less than the amounts on its statement of financial position.

2. SUMMARY SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation

Statement of compliance
The financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). The financial statements were authorized for issued by the board of directors of the Company on November 6, 2020.

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

2. SUMMARY SIGNIFICANT ACCOUNTING (continued)

Significant estimates and assumptions

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

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

Significant judgements

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

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

Cash and cash equivalents

Cash is comprised of cash on hand and cash held in trust accounts. Cash equivalents are short-term, highly liquid investments with maturities within three months when acquired. The Company did not have any cash equivalents as of August 31, 2020.

Financial instruments

Financial instruments are accounted for in accordance with IFRS 9, “Financial Instruments: Classification and Measurement”. A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

<u>Financial assets</u>
On initial recognition, financial assets are recognized at fair value and are subsequently classified and measured at: (i) amortized cost; (ii) fair value through other comprehensive income (“FVTOCI”); or (iii) fair value through profit or loss (“FVTPL”). The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. A financial asset is measured at fair value net of transaction costs that are directly attributable to its acquisition except for financial assets at FVTPL where transaction costs are expensed. All financial assets not classified and measured at amortized cost or FVTOCI are measured at FVTPL. On initial recognition of an equity instrument that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment’s fair value in other comprehensive income.

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership

The classification determines the method by which the financial assets are carried on the statement of financial position subsequent to inception and how changes in value are recorded. Marketable securities are measured at FVTPL. Cash and receivables are measured at amortized cost.

2. SUMMARY SIGNIFICANT ACCOUNTING (continued)

Impairment of financial assets

IFRS 9 uses the expected credit loss ("ECL") model. The credit loss model groups receivables based on similar credit risk characteristics and days past due in order to estimate bad debts. The ECL model applies to the Company's receivables.

Impairment

An 'expected credit loss' impairment model requires a loss allowance to be recognized based on expected credit losses. The estimated present value of future cash flows associated with the asset is determined and an impairment loss is recognized for the difference between this amount and the carrying amount as follows: the carrying amount of the asset is reduced to estimated present value of the future cash flows associated with the asset, discounted at the financial asset's original effective interest rate, either directly or through the use of an allowance account and the resulting loss is recognized in profit or loss for the period.

In subsequent periods, if the amount of the impairment loss related to financial assets measured at amortized cost decreases, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

Financial liabilities

Financial liabilities are designated as either: (i) fair value through profit or loss; or (ii) amortized cost. All financial liabilities are classified and subsequently measured at amortized cost except for financial liabilities at FVTPL. The classification determines the method by which the financial liabilities are carried on the statement of financial position subsequent to inception and how changes in value are recorded. Trade payables are classified as and carried on the statement of financial position at amortized cost.

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognizes a financial liability when the terms of the liability are modified such that the terms and/or cash flows of the modified instrument are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value. Gains and losses on derecognition are generally recognized in profit and loss.

Loss per share

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

Income taxes

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

2. SUMMARY SIGNIFICANT ACCOUNTING (continued)

Current income tax
Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date, in the countries where the Company operates and generates taxable income. Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

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

Share capital

Common shares issued by the Company are classified as equity. Costs directly attributable to the issue of common shares, share purchase warrants and share options are recognized as deduction from equity, net any related income tax effects.

Warrants issued in equity financing transactions

The Company engages in equity financing transactions to obtain the funds necessary to continue operations. These equity financing transactions may involve issuance of common shares or units. A unit comprises a certain number of common shares and a certain number of share purchase warrants. Depending on the terms and conditions of each equity financing agreement, the warrants are exercisable into additional common shares prior to expiry at a price stipulated by the agreement. Warrants that are part of units are valued based on the residual value method and included in share capital with the common shares that were concurrently issued. Warrants that are issued as payment for an agency fee or other compensatory transactions costs are accounted for as share-based payments.

Related party transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control, and related parties may be individuals, including immediate family members of the individual, or corporate entities, including the Company's wholly-owned subsidiaries. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

(Expressed in Canadian dollars)

2. SUMMARY SIGNIFICANT ACCOUNTING (continued)

Accounting standards and interpretations issued but not yet adopted

Certain pronouncements issued by the IASB or IFRIC that are effective for accounting periods beginning on or after January 1, 2020 are either not applicable or are not expected to have a significant impact on the Company's financial statements. These updates are not applicable or consequential to the Company and have been omitted from discussion herein.

3. CASH

	August 31, 2020
	$
Cash	1,471,040
Funds held in trust	1,069,925
	2,540,965

4. MARKETABLE SECURITIES

On March 6, 2020, the Company subscribed $400,000 to a non-brokered placement in Greenspace Brands Inc. for 6,153,846 common shares at a price of $0.065 per share.

On June 8, 2020, the Company subscribed $50,000 to an initial public offering in The Very Good Food Company Inc. for 200,000 common shares at a price of $0.25 per share.

On August 31, 2020, the Company subscribed $100,000 to a non-brokered placement in Good Natured Products Inc. for 714, 284 units at a price of $0.14 per unit.

Marketable securities are fair valued at the end of each reporting period. The carrying values are marked to market and the resulting gain or loss from marketable securities are recorded against earnings. A continuity of the Company’s marketable securities is as follows:

	August 31, 2020
	$
Balance, beginning	-
Investment in marketable securities	550,000
Gain on fair value of marketable securities	225,231
Balance, ending	775,231

5. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	August 31, 2020
	$
Accounts payable	32,481
Accrued liabilities	122,174
	154,655

(Expressed in Canadian dollars)

6. RELATED PARTY TRANSACTIONS

Key management compensation
Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of members of the Company's Board of Directors and corporate officers. The Company entered into the following transactions with related parties during the period from incorporation on September 9, 2019 to August 31, 2020.

	Period from incorporation of September 9, 2019 to August 31, 2020
	$
Consulting fees paid to a company controlled by CEO	22,050
Consulting fees paid to a company controlled by a former Director	15,000
	37,050

Consulting fees are recognized in the statement of loss and comprehensive loss. As at August 31, 2020, there were no amounts due to related parties.

7. SHARE CAPITAL

Authorized share capital
Unlimited number of common shares without par value

Common shares
On February 5, 2020, the Company issued 5,000,000 units at $0.005 per unit for gross proceeds of $25,000, of which 500,000 units were issued to a company controlled by a director. Each unit is comprised of one common share and one common share purchase warrant. Each warrant will entitle the holder to purchase one common share of the Company at $0.05 per share for a period of 24 months from the date of issuance.

On February 13, 2020, the Company issued 7,325,000 units at $0.02 per share for gross proceeds of $146,500, of which 475,000 units were issued to a company controlled by a director. Each unit is comprised of one common share and one common share purchase warrant. Each warrant will entitle the holder to purchase one common share of the Company at $0.05 per share for a period of 24 months from the date of issuance.

On March 18, 2020, the Company issued 2,693,510 common shares ("Shares") at $0.50 per share for gross proceeds of $1,346,755. The Company incurred $87,273 of cash finders' fees and issued 174,545 finders' warrants with a fair value of $45,700. Each finders' warrant entitles the holders to acquire one common share at an exercise price of $0.50 for two years from the grant date.

On April 23, 2020, the Company issued 500,000 common shares ("Shares") at $0.50 per share for gross proceeds of $250,000. The Company incurred $17,500 of cash finders' fees and issued 35,000 finders' warrants with a fair value of $9,100. Each finders' warrant entitles the holders to acquire one common share at an exercise price of $0.50 for two years from the grant date.

(Expressed in Canadian dollars)

7. SHARE CAPITAL (continued)

Special warrants

On March 17, 2020, the Company issued 252,200 Special Warrants at $0.05 per Special Warrant for total gross proceeds of $12,610. Each Special Warrant will entitle the holder to receive one common share of the Company at no additional consideration on the exercise or deemed exercise of each Special Warrant. All unexercised Special Warrants will be deemed to be exercised on the earlier of: (a) the date that is four months and a day following the closing date, and (b) the third business day after a receipt is issued for a (final) prospectus by the securities regulatory authorities in each of the Provinces of Canada where the Special Warrants are sold qualifying the Shares to be issued upon the exercise of the Special Warrants. On July 18, 2020, the Company issued 252,200 common shares on conversion of the Special Warrants.

On August 12, 2020, the Company issued 3,362,640 Special Warrants at $0.50 per Special Warrant for gross proceeds of $1,681,320. The Company incurred $45,732 of cash finders' fees and issued 108,614 finders' warrants with a fair value of $28,300. Each finders' warrant entitles the holders to acquire one common share at an exercise price of $0.50 for two years from the grant date. Each Special Warrant will entitle the holder to receive one common share of the Company at no additional consideration on the exercise or deemed exercise of each Special Warrant. All unexercised Special Warrants will be deemed to be exercised on the earlier of: (a) the date that is four months and a day following the closing date, and (b) the third business day after a receipt is issued for a (final) prospectus by the securities regulatory authorities in each of the Provinces of Canada where the Special Warrants are sold qualifying the Shares to be issued upon the exercise of the Special Warrants.

Warrants

The following is a summary of the Company's warrants for period from incorporation on September 9, 2019 to August 31, 2020:

	Number of warrants	Weighted average exercise price
		$
Balance, September 9, 2019	-	-
Issued	12,643,159	0.06
Balance, August 31, 2020	12,643,159	0.06

As at August 31, 2020, the Company had the following warrants outstanding:

Date of expiry	Exercise price	Number of warrants	Weighted average life (years)
	$		
February 5, 2022	0.05	5,000,000	1.43
February 13, 2022	0.05	7,325,000	1.45
March 18, 2022	0.50	174,545	1.55
April 23, 2022	0.50	35,000	1.64
August 12, 2022	0.50	108,614	1.95
	0.06	12,643,159	1.45

7. SHARE CAPITAL (continued)

The fair value of the warrants granted for the period ended August 31, 2020 was estimated using the Black-Scholes Option Pricing Model with the following weighted average assumptions:

	August 31, 2020
Risk-free interest rate	0.29% - 0.69%
Estimated life (years)	2
Expected volatility	100%
Expected dividend yield	0%
Forfeiture rate	0%

8. CAPITAL MANAGEMENT

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

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

9. FINANCIAL INSTRUMENTS

The Company thoroughly examines the various financial instrument risks to which it is exposed and assesses the impact and likelihood of those risks. These risks may include interest rate risk, credit risk, liquidity risk, and currency risk and price risk. Fair value measurements of financial instruments are required to be classified using a fair value hierarchy that reflects the significance of inputs in making the measurements. The levels of the fair value hierarchy are defined as follows:

Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities;
Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly;
Level 3 – Inputs for the asset or liability that are not based on observable market data.

Marketable securities are classified as fair value through profit or loss and measured at fair value using level 1 inputs. The fair values of other financial instruments, which include cash, accounts payable and accrued liabilities approximate their carrying values due to the relatively short-term nature of these instruments.

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

b) Credit risk: Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash, which is held with a high-credit financial institution. As such, the Company’s credit exposure is minimal.

(Expressed in Canadian dollars)

9. FINANCIAL INSTRUMENTS (continued)

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

d) Currency risk: Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange. The Company has minimal exposure to foreign currency transactions during the period ended August 31, 2020 and accordingly the risk is considered low.

e) Price risk: Equity price risk is the risk of potential loss to the Company’s earnings due to movements in individual equity prices or general movements in the level of the stock market. As at August 31, 2020, the Company's marketable securities of $775,231 are subject to fair value fluctuations. If the fair value of the Company's marketable securities had decreased/increased by 10% with all other variables held constant, loss and comprehensive loss for the period ending August 31, 2020 would have been approximately $77,000 higher/lower.

10. INCOME TAXES

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

	Period from incorporation on September 9, 2019 to August 31, 2020
	$
Loss before income taxes	(146,992)
Statutory income tax rates	27%
Computed income tax recovery	(40,000)
Share issue costs	(41,000)
Change in unrecognized deductible temporary differences	81,000
Income tax recovery	-

(Expressed in Canadian dollars)

10. INCOME TAXES (continued)

The significant components of the Company's deferred tax assets and liabilities are as follows:

	Period from incorporation on September 9, 2019 to August 31, 2020
	$
Deferred tax assets:	
Share issuance costs	33,000
Marketable securities	(61,000)
Non-capital losses	109,000
	81,000
Unrecognized deferred tax assets	(81,000)
	-

The significant components of the Company's temporary differences, unused tax credits and unused tax losses that have not been included on the statement of financial position are as follows:

	Expiry	August 31, 2020
		$
Share issuance costs	2041 to 2044	120,000
Marketable securities	No expiry date	(225,000)
Non-capital losses	2040	402,000

11. SUBSEQUENT EVENTS

Investments
Subsequent to August 31, 2020, the Company has made the following investments:

Eat JUST, Inc. ("JUST") is a food technology company, which believes everyone deserves to eat well. JUST is a private company that primarily operates in the United States and is constantly looking to make their food taste better, healthier and more sustainable when compared to animal-based foods. The Company has made a US$64,720 purchase of warrants in JUST and US$86,253 to exercise the warrants.

Nabati Foods Inc. ("Nabati") is a private food technology company that offers consumers selective healthy plant-based food products. Nabati is based in Edmonton, Alberta and serves the North American Market. The Company has made a $250,000 purchase of convertible notes in Nabati.

TurtleTree Labs Ptd Ltd. ("TurtleTree") believes it is one of the first biotech companies in the world with the ability to create milk from any mammal. Using their proprietary cell-based methods, TurtleTree hopes to shape the future of how humans source milk. The Company has made a US$150,000 purchase of a SAFE note in TurtleTree.

SingCell TX Pte Ltd. ("SingCell") is building a scalable clean meat manufacturing platform in Singapore to enable global alternative meat companies address APAC and global markets. The Company has made a US$113,878 purchase of convertible notes in SingCell.

SCHEDULE C

EAT BEYOND GLOBAL HOLDINGS INC. MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE PERIOD FROM SEPTEMBER 9, 2019 (DATE OF INCORPORATION) TO AUGUST 31, 2020

EAT BEYOND GLOBAL HOLDINGS INC.
(formerly 1222554 B.C. Ltd.)

MANAGEMENT DISCUSSION AND ANALYSIS

FOR THE PERIOD ENDED AUGUST 31, 2020

1.1 Date

This Management Discussion and Analysis ("MD&A") of Eat Beyond Global Holdings Inc. (formerly 1222554 B.C. Ltd.) (the "Company") has been prepared by management as of November 6, 2020 and should be read in conjunction with the audited financial statements and related notes thereto of the Company for the period from incorporation on September 9, 2019 to August 31, 2020, which was prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and International Financial Reporting Interpretations Committee ("IFRIC").

This MD&A contains forward-looking information which reflects management's expectations regarding the Company's growth, results of operation, performance and business prospects and opportunities. The use of words such as "anticipate", "continue", "estimate", "expect", "may", "will", "project", "should", believe", outlook", "forecast" and similar expressions are intended to identify forward-looking statements.

Forward-looking statements in this MD&A include, but not limited to, the Company's expectation of future activities and results, of its working capital needs and its ability to identify, evaluate and pursue suitable business opportunity. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results of events to differ materially from those anticipated in these forward-looking statements. Readers should not put undue reliance on forward-looking information.

All amounts in this MD&A are presented in Canadian dollars ("CAD"). The financial statements are presented for the stub period from incorporation on September 9, 2019 to August 31, 2020.

Historical results of operations and trends that may be inferred from the following discussion and analysis may not necessarily indicate future results from operations.

1.2 Overall Performance

The Company was incorporated on September 9, 2019 under the laws of the Province of British Columbia, Canada by a Certificate of Incorporation issued pursuant to the provisions of the Business Corporations Act (British Columbia) and changed its name from 1222554 B.C. Ltd. to Eat Beyond Global Holdings Inc. on September 17, 2019. The Company's head office and principal address is Suite 1570 – 505 Burrard Street, Vancouver BC, V6E 3P3. The registered and records office is 1500-1055 West Georgia Street, Vancouver, BC, V6E 4N7.

The Company is an investment company primarily focusing on investments in the plant-based protein and meat alternative food industry. The Company's investments may include the acquisition of equity, debt or other securities of publicly traded or private companies or other entities, financing in exchange for pre-determined royalties or distributions and the acquisition of all or part of one or more businesses, portfolios or other assets, in each case that the Company believes will enhance value for the shareholders of the Company in the long term.

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or results of operations at this time. This indicates the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Management intends to finance operating costs through the issuance of common shares. If the Company is unable to continue as a going concern, the net realizable value of its assets may be materially less than the amounts on its statement of financial position.

1.3 Selected Annual Information

	For the period from September 9, 2019 to August 31, 2020
Loss for the period	$ (146,992)
Loss per share	$ (0.02)
Current assets	$ 3,319,343
Total assets	$ 3,319,343
Total non-current liabilities	$ Nil

Current assets consist of cash in the amount of $2,540,965, for working capital purposes, prepaid expenses of $3,147 and marketable securities of $775,231.

1.4 Results of Operations

For the period from incorporation on September 9, 2019 to August 31, 2020

During the period from incorporation on September 9, 2019 to August 31, 2020, the Company reported a loss of $146,992 or $0.02 per share, which was largely attributed to $101,428 for marketing and promotion that comprised of public relations, branding and website development, $155,164 for professional fees that includes audit and legal services and $109,656 for consulting fees that mainly comprised of capital markets advisory and management fees, offset by the gain on fair value of marketable securities for $225,231.The gain on fair value of marketable securities related to the investments in Greenspace Brands Inc. and The Very Good Food Company Inc.

1.5 Summary of Quarterly Results

Quarterly financial information for interim periods preceding the date of this MD&A have been omitted as the Company was incorporated on September 9, 2019.

1.6 Liquidity and Capital Resources

As at August 31, 2020, the Company had working capital of $3,164,688. As at August 31, 2020, the Company had cash on hand of $2,540,965 available to settle accounts payable and accrued liabilities of $154,655.

Financing activities

- On February 5, 2020, the Company issued 5,000,000 units at $0.005 per unit for gross proceeds of $25,000, of which 500,000 units were sold to a Company controlled by a former director. Each unit is comprised of one common share and one common share purchase warrant. Each warrant will entitle the holder to purchase one common share of the Company at $0.05 per share for a period of 24 months from the date of issuance.
- On February 13, 2020, the Company issued 7,325,000 units at $0.02 per share for gross proceeds of $146,500, of which 475,000 units were issued to a company controlled by a director. Each unit is comprised of one common share and one common share purchase warrant. Each warrant will entitle the holder to purchase one common share of the Company at $0.05 per share for a period of 24 months from the date of issuance.
- On March 17, 2020, the Company issued 252,200 Special Warrants at $0.05 per Special Warrant for total gross proceeds of $12,610. Each Special Warrant will entitle the holder to receive one common share of the Company at no additional consideration on the exercise or deemed exercise of each Special Warrant. All unexercised Special Warrants will be deemed to be exercised on the earlier of: (a) the date that is four months

and a day following the closing date, and (b) the third business day after a receipt is issued for a (final) prospectus by the securities regulatory authorities in each of the Provinces of Canada where the Special Warrants are sold qualifying the Shares to be issued upon the exercise of the Special Warrants.

- On March 18, 2020, the Company issued 2,693,510 common shares ("Shares") at $0.50 per share for gross proceeds of $1,346,755. The Company incurred $87,273 of cash finders' fees and issued 174,545 finders' warrants with a fair value of $45,700. Each finders' warrant entitles the holders to acquire one common share at an exercise price of $0.50 for two years from the grant date.
- On April 23, 2020, the Company issued 500,000 common shares ("Shares") at $0.50 per share for gross proceeds of $250,000. The Company incurred $17,500 of cash finders' fees and issued 35,000 finders' warrants with a fair value of $9,100. Each finders' warrant entitles the holders to acquire one common share at an exercise price of $0.50 for two years from the grant date.
- On July 18, 2020, the Company issued 252,200 common shares on conversion of the Special Warrants.
- On August 12, 2020, the Company issued 3,362,640 Special Warrants at $0.50 per Special Warrant for gross proceeds of $1,681,320. The Company incurred $45,732 of cash finders' fees and issued 108,614 finders' warrants with a fair value of $28,300. Each finders' warrant entitles the holders to acquire one common share at an exercise price of $0.50 for two years from the grant date. Each Special Warrant will entitle the holder to receive one common share of the Company at no additional consideration on the exercise or deemed exercise of each Special Warrant. All unexercised Special Warrants will be deemed to be exercised on the earlier of: (a) the date that is four months and a day following the closing date, and (b) the third business day after a receipt is issued for a (final) prospectus by the securities regulatory authorities in each of the Provinces of Canada where the Special Warrants are sold qualifying the Shares to be issued upon the exercise of the Special Warrants.

Investing activities

- On March 6, 2020, the Company subscribed $400,000 to a non-brokered placement in Greenspace Brands Inc. for 6,153,846 common shares at a price of $0.065 per share.
- On June 8, 2020, the Company subscribed $50,000 to an initial public offering in The Very Good Food Company Inc. for 200,000 common shares at a price of $0.25 per share.
- On August 31, 2020, the Company subscribed $100,000 to a non-brokered placement in Good Natured Products Inc. for 714, 284 common shares at a price of $0.14 per share.

The Company may continue to have capital requirements in excess of its currently available resources. In the event the Company's plans change, its assumptions change or prove inaccurate, or its capital resources in addition to projected cash flow, if any, prove to be insufficient to fund operations, the Company may be required to seek additional financing. There can be no assurance that the Company will have sufficient financing to meet its future capital requirements or that additional financing will be available on terms acceptable to the Company in the future.

1.7 Off-Balance Sheet Arrangements

The Company does not utilize off-balance sheet arrangements.

1.8 Risk and Uncertainties

The Company's financial performance is likely to be subject to the following risks:

- The Company has not generated any significant revenue and has incurred significant losses since inception.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Interest rate risk

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

Credit risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash, which is held with a high-credit financial institution. As such, the Company's credit exposure is minimal.

Liquidity risk

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

Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange. The Company has minimal exposure to foreign currency transactions during the period ended August 31, 2020 and accordingly the risk is considered low.

Price risk

Equity price risk is the risk of potential loss to the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. As at August 31, 2020, the Company's marketable securities of $775,231 are subject to fair value fluctuations. If the fair value of the Company's marketable securities had decreased/increased by 10% with all other variables held constant, loss and comprehensive loss for the period ending August 31, 2020 would have been approximately $77,000 higher/lower.

1.9 Transactions with Related Parties

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of members of the Company's Board of Directors and corporate officers. The Company entered into the following transactions with related parties during the period from incorporation on September 9, 2019 to August 31, 2020.

	For the period from September 9, 2019 to August 31, 2020
Consulting fees paid to a company controlled by CEO	$ 22,050
Consulting fees paid to a company controlled by a former Director	15,000
	$ 37,050

Consulting fees are recognized in the statement of loss and comprehensive loss. As at August 31, 2020, there were no amounts payable to related parties.

1.10 Fourth Quarter

Not applicable.

1.11 Proposed Transaction

None.

1.12 Critical Accounting Estimates

Not applicable to venture issuers.

1.13 Changes in Accounting Policies including Initial Adoption

The financial information presented in this MD&A has been prepared in accordance with International Financial Reporting Standards. Our significant accounting policies are set out in Note 2 of the financial statements of the Company, as at and for the period ended August 31, 2020.

1.14 Financial Instruments and Other Instruments

The Company's classifies and measures its financial instruments as follows:

Asset/Liability	**Measurement Category**	**Subsequent measurement**
Cash	Amortized cost	Amortized cost
Marketable securities	FVTPL	Fair value
Accounts payable and accrued liabilities	Amortized cost	Amortized cost

1.15 Other Requirements

Summary of Outstanding Share Data as of date of this MD&A:

Authorized: Unlimited number of common shares without par value.
Issued and outstanding: 15,770,710 common shares.
Warrants: 12,643,159
Special warrants: 3,362,640

Subsequent to August 31, 2020, the Company has made the following investments:

Eat JUST, Inc. ("JUST") is a private company that primarily operates in the United States and is constantly looking to make their food taste better, healthier and more sustainable when compared to animal-based foods. The Company has made a US$64,720 purchase of warrants in JUST and US$86,253 to exercise the warrants.

Nabati Foods Inc. ("Nabati") is a private food technology company that offers consumers selective healthy plant-based food products. Nabati is based in Edmonton, Alberta and serves the North American Market. The Company has made a $250,000 purchase of convertible notes in Nabati.

TurtleTree Labs Ptd Ltd. ("TurtleTree") believes it is one of the first biotech companies in the world with the ability to create milk from any mammal, using their proprietary cell-based methods. The Company has made a US$150,000 purchase of a SAFE note in TurtleTree.

SingCell TX Pte Ltd. ("SingCell") is building a scalable clean meat manufacturing platform in Singapore to enable global alternative meat companies address APAC and global markets. The Company has made a US$113,878 purchase of convertible notes in SingCell.

Selected financial information on investee companies:

	Nabati	TurtleTree
	For the three months ended June 30, 2020	As at September 30, 2020 (in Singapore dollars)
Revenue	$ 128,821	Not available
Loss for the period	$ 31,062	Not available
Total assets	Not available	$ 3,664,597
Total liabilities	Not available	$ (4,031)

On behalf of the Board of Directors, thank you for your continued support.

As per:

"Ravinder Kang"

Ravinder Kang
Director

CERTIFICATE OF EAT BEYOND GLOBAL HOLDINGS INC.

Dated: November 6, 2020

This prospectus constitutes full, true and plain disclosure of all material facts relating to the securities previously issued by Eat Beyond Global Holdings Inc. as required by the securities legislation of British Columbia, Ontario and Alberta.

"Patrick Morris"
Patrick Morris
Chief Executive Officer

"Geoffrey Balderson"
Geoffrey Balderson
Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

"Ravinder Kang"
Ravinder Kang
Director

"Alexander Somjen"
Alexander Somjen
Director

"Don Robinson"
Don Robinson
Director

CERTIFICATE OF THE PROMOTER

Dated: November 6, 2020

This prospectus constitutes full, true and plain disclosure of all material facts relating to the securities previously issued by Eat Beyond Global Holdings Inc. as required by the securities legislation of British Columbia, Ontario and Alberta.

"Karamveer Singh Thakur"

Karamveer Singh Thakur
Promoter