Canadian Securities Exchange

Form 2A

Listing Statement

June 3, 2021

NOTE TO READER

This Listing Statement contains the final long form prospectus of Nurosene Health Inc. (the "**Company**" or "**Nurosene**") dated May 20, 2021 (the "**Prospectus**"). Certain sections of the Canadian Securities Exchange ("**CSE**") form of Listing Statement have been included following the Prospectus to provide additional disclosure on the Company, as required by the CSE. Capitalized terms not otherwise defined herein have the meaning ascribed thereto in the Prospectus.

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APPENDIX A

Prospectus of the Company dated May 20, 2021

See attached.

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

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

PROSPECTUS **May 20, 2021**
INITIAL PUBLIC OFFERING

Nurosene Health Inc.

Minimum Offering of $5,000,000/5,555,555 Common Shares

Maximum Offering of $8,000,000/8,888,888 Common Shares

Price: $0.90 per Common Share

This prospectus (the "**Prospectus**") is being filed by Nurosene Health Inc. (the "**Company**" or "**Nurosene**") to qualify the distribution of a minimum of 5,555,555 Common Shares and a maximum of 8,888,888 Common Shares (as defined herein) of the Company (the "**Offered Shares**") at a price of $0.90 per Common Share (the "**Offering Price**") for minimum gross proceeds of $5,000,000 (the "**Minimum Offering**") and maximum gross proceeds of $8,000,000 (the "**Maximum Offering**") pursuant to the terms of an agency agreement (the "**Agency Agreement**") dated May 20, 2021, among Canaccord Genuity Corp., as lead agent and sole bookrunner ("**Canaccord**") and Beacon Securities Limited ("**Beacon**" and together with Canaccord, the "**Agents**") and the Company. The Offering is being made on a "commercially reasonable efforts agency basis". The Offering Price was determined by negotiation between the Company and the Agents in accordance with the applicable policies of the Canadian Securities Exchange (the "**CSE**" or the "**Exchange**").

	Price to the Public	Agents' Fees[(1)(2)(3)(7)]	Net Proceeds to the Company[(4)(5)]
Per Share	$0.90	$0.07	$0.83
Minimum Offering	$5,000,000	$400,000	$4,600,000
Maximum Offering	$8,000,000	$610,000	$7,390,000

Notes:

(1) Pursuant to the terms and conditions of the Agency Agreement, the Company has agreed to pay the Agents on the Closing Date, a fee (the "**Agents' Fee**") equal to the sum of (i) 7% of the gross proceeds of the Offering (including any gross proceeds raised on exercise of the Agents' Over-Allotment Option (as defined below) and excluding the gross proceeds raised from sales to president's list purchasers in an amount up to $1,400,000 (such sales, the "**President's List Sales**")), and (ii) 3.5% of the gross proceeds raised from the President's List Sales, payable in cash or Common Shares issued at the Offering Price (the "**Agents' Fee Shares**"), or

any combination of cash or Agents' Fee Shares, at the option of the Agents (the option granted to the Agents to receive Agents' Fee Shares is referred to herein as the "**Agents' Fee Option**"). The above table assumes payment of the Agents' Fee in cash and assumes that no proceeds are raised from President's List Sales. This Prospectus may qualify a portion of the Agents' Fee Option and the Agents' Fee Shares. See Note 6 below and "Plan of Distribution".

(2) As additional consideration for the services rendered by the Agents in connection with the Offering, the Agents will be issued non-transferable purchase warrants of the Company (the "**Agents' Options**"), entitling the Agents to purchase that number of Common Shares of the Company (the "**Agents' Option Shares**") equal to 7% of the Offered Shares and Additional Shares (as defined below) sold by the Company pursuant to the Offering (excluding any Offered Shares sold pursuant to President's List Sales) at a price of $0.90 per Agents' Option Share at any time prior to 4:30 p.m. (Toronto time) on the date that is 24 months following the Listing Date. This Prospectus qualifies the distribution of the Agents' Options and the Agents' Option Shares issuable upon the exercise thereof. See "Plan of Distribution".

(3) The Company has further agreed to pay Canaccord a corporate finance fee (the "**Corporate Finance Fee**") of $100,000, 50% of which is payable in cash on the Closing Date ("**Corporate Finance Fee Cash Payment**") and 50% of which is payable in Common Shares at the Offering Price on the Closing Date (the "**Corporate Finance Fee Shares**") (being 55,555 Corporate Finance Fee Shares). This Prospectus may qualify a portion of the Corporate Finance Fee Shares. See Note 6 below and "Plan of Distribution". In addition, the Company has agreed to reimburse the Agents for certain expenses, including legal fees, incurred pursuant to the Offering, toward which a $30,000 deposit has been paid. These expenses are meant as reimbursement for expenses incurred by the Agents for incidentals and legal fees related to the Offering. These expenses are not included in the Agents compensation for the Offering.

(4) After deducting the Agents' Fee and the Corporate Finance Fee Cash Payment and before deducting expenses of the Offering, estimated to be $400,000, payable by the Company. These expenses will be paid from the proceeds of this Offering. See "Use of Proceeds".

(5) The Company has granted the Agents an option (the "**Agents' Over-Allotment Option**") to allow the Agents to increase the size of the Offering by up to 15%, by selling up to an additional 1,333,333 Common Shares (collectively, the "**Additional Shares**") at the Offering Price for additional gross proceeds of up to $1,200,000. The Agents' Over-Allotment Option is exercisable at the discretion of the Agent, in whole or in part, at any time and from time to time for a period of 60 days following the Closing Date. If the Agents' Over-Allotment Option is fully exercised, the "Price to the Public", "Agents' Fees" and "Net Proceeds to the Company", as part of the Offering will be $9,200,000, $694,000 and $8,506,000 respectively. This Prospectus qualifies the grant of the Agents' Over-Allotment Option and the issuance of any Additional Shares upon exercise thereof. A purchaser who acquires Common Shares forming part of the Agents' Over-Allotment Option acquires those securities under this Prospectus regardless of whether the over-allocation position is ultimately filled through the exercise of the Agents' Over-Allotment Option or secondary market purchases. The above table excludes any Additional Shares issuable upon the exercise of the Agents' Over-Allotment Option.

(6) Applicable securities rules provide that the Company may only qualify securities issued or paid as compensation to the Agents for acting as agent in respect of the Offering in an amount up to 10% of the Offering (on an as-if-converted basis). As per Note 2 above, the Agents' Options (and the Agents' Option Shares issuable upon the exercise thereof) in an amount of 7% are qualified by this Prospectus. Accordingly, other securities issued to the Agents that comprise the remaining 3% of the Offering are permitted to be qualified by this Prospectus. The Company and the Agents have not determined whether such 3% balance will be comprised of a portion of the Agents' Fee Option (and underlying Agents' Fee Shares) and/or the Corporate Finance Fee Shares as such determination will be made at Closing, but in no event will more than 10% of securities issued or paid as compensation to the Agents pursuant to the Offering be qualified. See "Plan of Distribution".

(7) Assuming maximum President's List Sales, the aggregate cash and share compensation payable to the Agents (the Agents' Fee and the Corporate Finance Fee) will be approximately 8% of the gross proceeds raised under the Minimum Offering, and approximately 7.69% of gross proceeds raised under the Maximum Offering, in each case assuming no exercise of the Agents' Over-Allotment Option. This does not take into account the Agents' Options, see the following table.

References to "Offered Shares" within this Prospectus include the Additional Shares issuable upon exercise of the Agents' Over-Allotment Option, unless the context otherwise requires.

The following table sets out the securities issuable to the Agents:

Agents' Position	Minimum Size or Number of Securities Available[5]	Maximum Size or Number of Securities Available[6]	Exercise period or Acquisition Date	Exercise Price or Average Acquisition Price
Securities Under Option				
Agents' Over-Allotment Option	N/A	1,333,333 Additional Shares	On or before 60 days following the Closing Date	$0.90 per Additional Share
Agents' Fee Option[1]	388,889 Agents' Fee Shares[2]	715,556 Agents' Fee Shares[2]	On the Closing Date	$0.90 per Agents' Fee Share
Agents' Options[3]	388,889 Agents' Option Shares	715,556 Agents' Option Shares	On or before the date that is 24 months from the Listing Date	$0.90 per Agents' Option Share
Total	***777,778 Common Shares***	***2,764,445 Common Shares***		
Other Compensation Securities				
Corporate Finance Fee Shares[4]	55,555 Corporate Finance Fee Shares	55,555 Corporate Finance Fee Shares	On the Closing Date	$0.90 per Corporate Finance Fee Share

Notes:

(1) This Prospectus may qualify a portion of the Agents' Fee Option. See "Plan of Distribution".

(2) Assumes payment of 100% of the Agents' Fee in Agents' Fee Shares and no proceeds are raised from President's List Sales.

(3) Each Agents' Option is exercisable to acquire one Agents' Option Share at the Offering Price for a period of 24 months following the Listing Date. This Prospectus qualifies the distribution of the Agents' Options and the Agents' Option Shares issuable upon the exercise thereof. See "Plan of Distribution".

(4) This Prospectus may qualify a portion of the Corporate Finance Fee Shares. See "Plan of Distribution".

(5) Assuming completion of the Minimum Offering.

(6) Assuming the Maximum Offering and exercise in full of the Agents' Over-Allotment Option.

This Prospectus also qualifies the distribution of 493,827 Common Shares issuable to TribalScale (as defined herein) at a deemed price of $0.81 per Common Share, representing a discount of 10% to the Offering Price, in respect TribalScale's delivery of design, engineering, quality assurance and product management services for the Company's Mobile Application (as defined herein) pursuant to the TribalScale SOW (as defined herein). See "General Development of Business" and "Plan of Distribution" below.

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

Investment in the Offered Shares is highly speculative and involves significant risk due to various factors, including the nature and early stage of the Company's business, limited operating history, lack of revenue to date and future revenue uncertainty and additional capital requirements. An investment in these securities should only be made by persons who can afford the total loss of their investment. See "Risk Factors".

Potential investors are advised to consult their own legal counsel and other professional advisers in order to assess income tax, legal, and other aspects of this investment.

As at the date of this Prospectus, the Company does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, Aequitas NEO Exchange Inc., a U.S. marketplace, or a marketplace outside Canada and the United States of America (other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc).

The Company has applied for the listing of its Common Shares on the CSE. Listing will be subject to the Company fulfilling all of the listing requirements of the CSE, including without limitation, the distribution of the Offered Shares to a minimum number of public shareholders and the Company meeting certain financial and other requirements. See "Plan of Distribution".

The Agents conditionally offer the Offered Shares for sale on a "commercially reasonable efforts agency basis", if, as and when issued, sold and delivered by the Company, in accordance with the conditions contained in the Agency Agreement referred to under "Plan of Distribution".

Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. Except for Offered Shares issued to certain persons in the United States, which shall be issued in certificated form, or as otherwise required by law or in accordance with certain regulatory requirements, it is expected that the Common Shares sold under the Offering will be issued in electronic book entry form through CDS Clearing and Depository Services Inc. ("**CDS**") or its nominee. Consequently, purchasers of Offered Shares will receive a customer confirmation from the registered dealer that is a CDS participant from or through which the Offered Shares were purchased and no certificate evidencing the Offered Shares will be issued. Registration will be made through the depository services of CDS. A purchaser of Offered Shares will receive only a customer confirmation from the registered dealer from or through which the Offered Shares were purchased as to the number of Offered Shares subscribed for. See "Plan of Distribution".

Certain legal matters related to the Offering have been reviewed on behalf of the Company by DLA Piper (Canada) LLP of Toronto, Ontario, and on behalf of the Agents by Burstall LLP of Calgary, Alberta.

Ranjit Bath, CEO and a director of the Company, who is signing the certificate of the Company attached to this Prospectus under Part 5 of National Instrument 41-101 – *General Prospectus Requirements*, resides outside of Canada and has appointed the following agent for service of process:

Name of Person	**Company Name and Address of Agent**
Ranjit Bath	Nurosene Health Inc. at its registered office located at 2800 Park Place, 666 Burrard Street, Vancouver, BC V6C 2Z7

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

The Company's head office is located at 1655 Dupont Street Suite 101, Toronto, Ontario M6P 3S9 and its registered office is located at 2800 Park Place, 666 Burrard Street, Vancouver, BC V6C 2Z7.

Beacon and certain of its principals are the beneficial holders of an aggregate of 1,625,000 Common Shares of the Company which represents approximately 5.1% of the total Common Shares anticipated to be outstanding on closing of the Offering (assuming no exercise of the Agents' Over-Allotment Option). Accordingly, pursuant to applicable securities legislation, the Company may be considered a "connected issuer" of Beacon under National Instrument 33-105 – Underwriting Conflicts. See "Escrowed Securities" and "Relationship Between the Company and the Agents".

NO PERSON IS AUTHORIZED BY THE COMPANY OR THE AGENTS TO PROVIDE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS OTHER THAN THOSE CONTAINED IN THIS PROSPECTUS IN CONNECTION WITH THE ISSUE AND SALE OF THE SECURITIES OFFERED PURSUANT TO THIS PROSPECTUS.

Agents for the Offering:

Canaccord Genuity Corp.
520 – 3rd Avenue SW, Calgary, AB T2P 0R3
Phone: (403) 508-3841 Fax: (403) 508-3866

Beacon Securities Limited

66 Wellington Street W, Toronto, ON M5K 1H1
Phone (416) 643-3830 Fax: (416) 416.646.3379

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GLOSSARY OF GENERAL TERMS

"**$0.40 Private Placement**" has the meaning ascribed thereto under the heading "General Development of the Business - History of the Company".

"**Additional Shares**" means up to 1,333,333 Common Shares that the Agents have the option to sell pursuant to the Agents' Over-Allotment Option, and each is an "**Additional Share**".

"**Agency Agreement**" means the Agency Agreement dated May 20, 2021 between the Agents and the Company.

"**Agents**" means Canaccord and Beacon.

"**Agents' Fee**" has the meaning ascribed thereto on the cover page of this Prospectus.

"**Agents' Fee Options**" has the meaning ascribed thereto on the cover page of this Prospectus.

"**Agents' Fee Shares**" has the meaning ascribed thereto on the cover page of this Prospectus.

"**Agents' Options**" has the meaning ascribed thereto on the cover page of this Prospectus.

"**Agents' Option Shares**" has the meaning ascribed thereto on the cover page of this Prospectus.

"**Agents' Over-Allotment Option**" has the meaning ascribed thereto on the cover page of this Prospectus

"**Audit Committee**" means an "audit committee" as that term is defined in NI 52-110.

"**Audit Committee Charter**" means the charter to be adopted by the Board delineating the Audit Committee's responsibilities, a copy of which is appended to this Prospectus as Schedule C.

"**Awards**" has the meaning ascribed thereto under the heading "Options and Other Rights to Purchase Securities".

"**Bath Contractor Agreement**" has the meaning ascribed to it under "Employment, Consulting and Management Agreements".

"**Beacon**" means Beacon Securities Limited.

"**Board**" means the board of directors of the Company.

"**Canaccord**" means Canaccord Genuity Corp.

"**Canadian Health Product Authorizations**" has the meaning ascribed thereto under the heading "Narrative Description of the Business - Regulatory Environment".

"**Canadian Natural Health Products**" has the meaning ascribed thereto under the heading "Narrative Description of the Business - Regulatory Environment".

"**Canadian Product Number**" has the meaning ascribed thereto under the heading "Narrative Description of the Business - Regulatory Environment".

"**CDSA**" means the *Controlled Drugs and Substances Act* (Canada).

"**CDS**" means Clearing and Depository Services Inc.

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

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

"**cGMP**" means the U.S. current good manufacturing practices regulation.

"**Closing Date**" means such date that the Company and the Agents mutually determine to close the Offering.

"**Common Share**" means a common share in the capital of the Company.

"**Company**" or "**Nurosene**" means Nurosene Health Inc., a company incorporated under the *Ontario Business Corporations Act* (Ontario) on May 8, 2019.

"**Contract Manufacturers**" means Prime Nutrisource and related entity NuGale Pharmaceutical Inc.

"**Corporate Finance Fee**" has the meaning ascribed thereto on the cover page of this Prospectus.

"**Corporate Finance Fee Cash Payment**" has the meaning ascribed thereto on the cover page of this Prospectus.

"**DSHEA**" means the U.S. *Dietary Supplement Health and Education Act of 1994*.

"**DSU**" has the meaning ascribed thereto under the heading "Options and Other Rights to Purchase Securities".

"**Equity Incentive Plan**" means the Equity Incentive Plan of the Company.

"**Equity Incentive Plan Administrator**" has the meaning ascribed thereto under the heading "Options and Other Rights to Purchase Securities".

"**Escrow Agreement**" means the Escrow Agreement dated May 20, 2021 between Odyssey, the Company and certain shareholders of the Company.

"**Escrowed Securities**" means 1,717,000 Common Shares and 200,000 Options.

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

"**FDA**" means the U.S. Food and Drug Administration.

"**Financial Year**" means the financial year of the Company ending September 30.

"**FTC**" means the Federal Trade Commission.

"**FFDCA**" means the U.S. *Federal Food, Drug and Cosmetics Act*.

"**Listing Date**" means the date that the Common Shares of the Company are listed on the Exchange.

"**Management**" means the management of the Company.

"**March Meeting**" means the special meeting of shareholders of the Company held March 3, 2021.

"**Market Price"** has the meaning ascribed thereto under the heading "Options and Other Rights to Purchase Securities".

"**Maximum Offering**" means the sale of a maximum of 8,888,888 Common Shares for a maximum gross proceeds of $8,000,000, not including the Agent's Over-Allotment Option.

"**mHealth**" has the meaning ascribed thereto under the heading "Narrative Description of the Business - Industry Information and Market Trends".

"**Minimum Offering**" means the sale of a minimum of 5,555,555 Common Shares for a minimum gross proceeds of $5,000,000.

"**MNS**" has the meaning ascribed thereto under the heading "Narrative Description of the Business - Industry Information and Market Trends".

"**Mobile Application**" has the meaning ascribed thereto under the heading "Narrative Description of the Business - Principal Products and Services".

"**Named Executive Officer**" or "**NEO**" means each of the CEO, the CFO and each of the three most highly-compensated executive officers, other than the CEO and the CFO, who were serving as executive officers at the end of the most recently completed fiscal year and whose total salary and bonus exceeds $150,000, and any additional individuals for whom disclosure would have been provided, except that the individual was not serving as an officer of the Company at the end of the most recently completed financial year end.

"**NI 33-105**" means National Instrument 33-105 – *Underwriting Conflicts*.

"**NI 52-110**" means National Instrument 52-110 - *Audit Committees*.

"**NLEA**" means the *Nutrition, Labeling and Education Act.*

"**NP 46-201**" means National Policy 46-201 - *Escrow for Initial Public Offerings*.

"**Nuro Drive**" has the meaning ascribed thereto under the heading "Narrative Description of the Business - Initial Product Line"

"**Nuro Restore**" has the meaning ascribed thereto under the heading "Narrative Description of the Business - Initial Product Line"

"**Odyssey**" means Odyssey Trust Company.

"**Offering**" means the offering of Offered Shares pursuant to the Agency Agreement.

"**Offering Jurisdictions**" means British Columbia, Alberta, Saskatchewan, Ontario and the Yukon.

"**Offering Price**" has the meaning ascribed thereto on the cover page of this Prospectus.

"**Offered Shares**" has the meaning ascribed thereto on the cover page of this Prospectus and includes any Additional Shares issuable upon exercise of the Agents' Over-Allotment Option, unless the context otherwise requires.

"**Options**" means options to purchase Common Shares.

"**participants**" has the meaning ascribed thereto under the heading "Options and Other Rights to Purchase Securities".

"**Plan**" means the 2020 Incentive Stock Option Plan of the Company.

"**Prime Nutrisource**" means Prime Nutrisource Inc.

"**Prospectus**" means this prospectus dated May 20, 2021.

"**RSU**" has the meaning ascribed thereto under the heading "Options and Other Rights to Purchase Securities".

"**Security Based Compensation Arrangements**" has the meaning ascribed thereto under the heading "Options and Other Rights to Purchase Securities".

"**Securities Commissions**" means the British Columbia Securities Commission, the Alberta Securities Commission, the Financial and Consumer Affairs Authority of Saskatchewan, the Ontario Securities Commission and the Office of the Yukon Superintendent of Securities.

"**SEDAR**" means www.sedar.com, which is the official website that provides access to public securities documents and information filed by public companies and investment funds as maintained by the Canadian Securities Administrators.

"**Sing Contractor Agreement**" has the meaning ascribed to it under "Employment, Consulting and Management Agreements".

"**Tax Act**" means the *Income Tax Act* (Canada) and the regulations thereunder.

"**Triangles**" means Triangles.ai, a Toronto-based digital agency.

"**TribalScale**" means TribalScale Inc.

"**TribalScale SOW**" has the meaning ascribed thereto under the heading "General Development of the Business - History of the Company".

"**TribalScale SOW 2**" has the meaning ascribed thereto under the heading "General Development of the Business - History of the Company".

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

"**V2**" means subsequent version of the Mobile Application to be released, including refinements and additional features.

NOTE TO INVESTORS

About this Prospectus

Investors should rely only on the information contained in this Prospectus and are not entitled to rely on certain parts of the information contained in this Prospectus to the exclusion of others. Neither the Company nor the Agents have authorized anyone to provide investors with additional or different information than that which is contained in this Prospectus. Neither the Company nor the Agents are offering to sell these securities in any jurisdiction where the offer or sale is not permitted. The information contained in this Prospectus is accurate only as of the date of this Prospectus or the date otherwise indicated, regardless of the time of delivery of this Prospectus or any sale of the Offered Shares. The Company's business, financial condition, results of operations and prospects may have changed since the date of this Prospectus.

If, after the date that a final prospectus is filed but before the completion of the distribution under the final prospectus, a material change occurs, the Company will be required to file and deliver to investors an amendment to the final prospectus as soon as practicable, but in any event within 10 days after the material change occurs.

The Agents are not offering to sell the Offered Shares in any jurisdiction where the offer or sale of such securities is not permitted. For investors outside Canada, neither the Company nor the Agents have done anything that would permit the Offering or distribution of this Prospectus in any jurisdiction where action for that purpose is required, other than in Canada. Investors are required to inform themselves about and to observe any restrictions relating to the Offering and the distribution of this Prospectus.

Interpretation

Unless the context otherwise requires, all references in this Prospectus to "we", "us", "our", "Nurosene" or the "Company" refer to Nurosene Health Inc.

Certain capitalized terms and phrases used in this Prospectus are defined under "Glossary of General Terms". Words importing the singular number include the plural, and vice versa, and words importing any gender include all genders.

Any reference to a quarter (Q1, Q2, Q3 or Q4) is reference to the calendar year quarter.

Presentation Currency

We present our financial statements in Canadian dollars and disclose certain financial information in this prospectus in Canadian dollars. In this prospectus, references to "$" or "dollars" are to Canadian dollars. Amounts are stated in Canadian dollars unless otherwise indicated. Certain totals, subtotals and percentages throughout this Prospectus may not reconcile due to rounding.

Industry and Market Data

Unless otherwise indicated, information contained in this Prospectus concerning our industry and the markets in which we operate, including our general expectations and market position and market opportunity, is based on information from independent third-party sources (including the World Health Organization, World Bank, US National Library of Medicine, National Center for Biotechnology Information, Mental Health America and other industry publications, surveys and forecasts) and management estimates. Management estimates are derived from publicly available information released by independent industry analysts and third-party sources, as well as data from our internal research, and are based on assumptions made by us based on such data and our knowledge of our industry and markets, including information provided by suppliers, customers and other industry participants which we believe to be reasonable. None of the sources cited in this Prospectus has consented to the inclusion of any data from its reports, nor have we sought their consent. Our internal research has not been verified by any independent source, and we

have not independently verified any third-party information. While we believe 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 our future performance and the future performance of our industry and the markets in which we operate are necessarily subject to a high degree of uncertainty and risk due to a variety of factors, including those described under the "Forward-Looking Statements" and "Risk Factors" sections of this Prospectus and elsewhere in this Prospectus. These and other factors could cause results to differ materially from those expressed in the estimates made by the independent parties or by us.

MARKETING MATERIALS

A "template version" of the following "marketing materials" (each such term as defined in National Instrument 41-101 - *General Prospectus Requirements*) filed with the Securities Commissions in connection with the Offering are specifically incorporated by reference into this Prospectus: (1) the investor presentation filed on SEDAR on March 18, 2021 (the "**February Investor Presentation**"); and (2) the revised investor presentation filed on SEDAR on May 20, 2021 (the "**May Investor Presentation**").

The investor presentations referred to above are available under the Company's profile on SEDAR at www.sedar.com

The May Investor Presentation revised the February Investor Presentation to, among other things, reflect the Minimum Offering and Maximum Offering and to update the disclosure relating to the business of the Company. These revisions are all reflected in this Prospectus. Pursuant to subsection 13.7(7) of National Instrument 41-101 - *General Prospectus Requirements*, the May Investor Presentation, as well as a blackline to the February Investor Presentation are available under the Company's profile on SEDAR at www.sedar.com.

In addition, any "template version" of any other "marketing materials" (as such terms are defined in National Instrument 41-101 - *General Prospectus Requirements*) filed with the Securities Commissions in connection with the Offering and under the Company's profile on SEDAR at www.sedar.com after the date hereof, but prior to the termination of the distribution of the securities under this Prospectus, are deemed to be incorporated by reference in this Prospectus. Any template version of marketing materials do not form part of this Prospectus to the extent that the contents of the template version of marketing materials are modified or superseded by a statement contained in this Prospectus.

CAUTIONARY NOTE REGARDING FORWARD LOOKING INFORMATION

This Prospectus contains "forward-looking statements" and "forward-looking information" within the meaning of applicable securities laws (collectively, "**forward-looking information**") with respect to Nurosene. Statements in this Presentation that are forward-looking information are based on currently available competitive, financial, and economic data and operating plans as of the date of this Prospectus but subject to various risks and uncertainties concerning the specific factors disclosed herein. Often, but not always, forward-looking information can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", will", "projects", or "believes" or variations (including negative variations) of such words and phrases, or statements that certain actions, events, results or conditions "may", "could", "would", "might" or "will" be taken, occur or be achieved. Except for statements of historical fact, information contained herein constitutes forward-looking information, including, but not limited to: statements pertaining to the completion and expected timing of the Offering; the development and commercialization of products and the efficacy thereof; business objectives and anticipated use of proceeds; plans to market, sell and distribute products and technologies; the likelihood of success of any research and development; and the leadership team.

Forward-looking information is not a guarantee of future performance and is based upon a number of estimates and assumptions of management at the date the statements are made, including, among other things:

- the assumptions about the Company's ability to raise additional capital to achieve its goals and milestones;
- the commercial viability of the Company's products being developed and success of the Mobile Application;
- the Company listing on the CSE;
- the continued availability of key leadership personnel and the ability to attract qualified personnel in the future;
- anticipated trends and challenges in our business and the markets in which we intend to operate;
- possible impact of the novel coronavirus (COVID-19) pandemic on our business, supplies, operations, financial conditions and future sales;
- our ability to source raw materials for our products at expected prices;
- our reliance on third parties to manufacture, develop, distribute and sell our products and services;
- our competitive position and expectations regarding competition;
- anticipated regulatory environment, including anticipated changes to government regulation which are out of our control;
- our ability to generate product revenues to maintain our operations without additional funding; and
- projections relating to revenue, expenses, operations and growth;
- our ability to successfully launch the e-commerce platform;
- the success of any marketing efforts;
- our ability to achieve commercial sales of our products;
- our ability to obtain all required regulatory approvals;
- our ability to successfully develop a machine leaning infrastructure and implement aspects of machine learning to predict patterns in user behavior and support the Mobile Application; and
- assumptions specifically listed herein.

While the Company considers these assumptions to be reasonable, the assumptions are inherently subject to significant business, social, economic, political, regulatory, competitive and other risks and uncertainties, contingencies and other factors that could cause actual performance, achievements, actions, events, results or conditions to be materially different from those projected in the forward-looking information. Many assumptions are based on factors and events that are not within the control of the Company and there is no assurance they will prove to be correct.

Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Company to differ materially from any future results, performance or achievements expressed or implied by the forward-looking information. Accordingly, readers should not place undue reliance on any such forward-looking information. Further, any forward-looking statement speaks only as of the date on which such statement is made. New factors emerge from time to time, and it is not possible for the Company's management to predict all of such factors and to assess in advance the impact of each such factor on the Company's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. The Company does not undertake any obligation to update any forward-looking information to reflect information, events, results, circumstances or otherwise after the date hereof or to reflect the occurrence of unanticipated events, except as required by law including securities laws.

For a more detailed discussion of certain of these risk factors, see "Risk Factors".

PROSPECTUS SUMMARY

The following is a summary of the principal features of this Prospectus and should be read together with the more detailed information and financial data and statements contained elsewhere in this Prospectus. This summary does not contain all of the information you should consider before purchasing the Offered Shares. You should read this entire Prospectus carefully, especially the "Risk Factors" section of this Prospectus and our financial statements and the notes thereto appearing elsewhere in this Prospectus, before making an investment decision. Certain capitalized terms used in this summary are defined under "Glossary of General Terms".

Company:	The Company was incorporated under the *Business Corporations Act* (Ontario) on May 8, 2019 under the name "2695174 Ontario Inc." On June 19, 2020, the Company changed its name from "2695174 Ontario Inc." to "Nurosene Inc.". On March 26, 2021, the Company completed a continuance from the *Business Corporations Act* (Ontario) to the *Business Corporations Act* (British Columbia). In connection with the Continuance, the Company changed its name to "Nurosene Health Inc.".
Business of the Company:	Nurosene Health Inc. is a technology-driven wellness company focused on providing healthy habits focused on the mind, body and brain to improve your daily mental wellness and overall brain health. Nurosene has launched its Mobile Application, which provides users with habit-forming strategies, along with a line of proprietary nutraceutical supplements which have been formulated to support a healthy life through targeting specific cell structures and their inherent functions. See "General Development of the Business" and "Narrative Description of the Business".
Listing:	The Company has applied to the CSE for conditional approval for the listing of its Common Shares. The Common Shares are anticipated to trade under the symbol "MEND", or such other symbol approved by the CSE. The listing will be subject to the Company fulfilling all of the listing conditions of the CSE. See "Plan of Distribution".
Agents:	Canaccord Genuity Corp. and Beacon Securities Limited.
The Offering:	The Company is offering a minimum of 5,555,555 Common Shares and a maximum 8,888,888 Common Shares at a price of $0.90 per Common Share in the provinces of British Columbia, Alberta, Saskatchewan, Ontario and the Yukon Territory. On Closing of the Maximum Offering, assuming the Agents' Over-Allotment Option not exercised, purchasers of the Offered Shares will own or control approximately 27.9% of the issued and outstanding Common Shares.
Offering Price:	$0.90 Per Common Share.
Additional Distributions:	This Prospectus also qualifies the Agents' Options to be issued to the Agent, the Additional Shares to be issued on the exercise of the Agents' Over-Allotment Option and 493,827 Common Shares issuable to TribalScale on the Closing Date. See "Plan of Distribution". This Prospectus may qualify a portion of the Agents' Fee Option and the Agents' Fee Shares, if any, and may qualify a portion of the Corporate Finance Fee Shares. See "Plan of Distribution".

Agents' Consideration:

The Company has agreed to grant Agents' Options to the Agent, entitling the Agents to subscribe for that number of Agents' Option Shares equal to 7% of the Offered Shares and Additional Shares, if any, sold by the Company pursuant to the Offering (excluding any Offered Shares sold pursuant to President's List Sales) at an exercise price per Agents' Option Share equal to the Offering Price at any time prior to 4:30 p.m. (Toronto time) on the date that is 24 months following the Listing Date. The Company has further agreed to pay the Agents the Agents' Fee equal to the sum of (i) 7% of the gross proceeds of the Offering (including any gross proceeds raised on exercise of the Agents' Over-Allotment Option (as defined below) but excluding the gross proceeds raised from President's List Sales) and (ii) 3.5% of the gross proceeds raised from the President's List Sales. The Company has agreed to grant the Agents' Fee Option to the Agent, entitling the Agents to receive Agents' Fee Shares in satisfaction of payment, in whole or in part, of the Agents' Fee. The Company has further agreed to pay Canaccord the Corporate Finance Fee, 50% of which is payable by the issuance of the Corporate Finance Fee Shares. See "Plan of Distribution - Agents' Consideration".

Use of Proceeds:

The Company expects to receive net proceeds of $4,600,000 under the Minimum Offering and $7,390,000 under the Maximum Offering (after deducting the Agents' Fee and the Corporate Finance Fee payable in cash, but before deducting other expenses of the Offering). The net proceeds of the Offering will be added to the Company's estimated working capital as at April 30, 2021 of approximately $500,000, which will result in approximately $5,100,000 and $7,890,000 in available funds to the Company under the Minimum Offering and Maximum Offering, respectively. The Company's approximate cash balance as at April 30, 2021, was approximately $700,000.

The Company intends to spend the available funds, as follows:

Principal Purpose	Minimum Offering - Estimated Expenditure ($)	Maximum Offering - Estimated Expenditure ($)
Estimated costs of the offering	$400,000	$400,000
Mobile Application development	$450,000	$1,940,000
Nutraceutical product development	$110,000	$110,000
Distribution	$1,300,000	$1,600,000
Sales and marketing	$1,380,000	$1,380,000
Research projects and partnerships	$200,000	$1,200,000
General and administrative	$1,065,000	$1,065,000
Payment of TribalScale	$195,000	$195,000
Available Funds:	$5,100,000	$7,890,000

The Company intends to spend the funds available as stated in this Prospectus. There may be circumstances, however, where, for sound business reasons, a reallocation of funds may be necessary. The Company has updated its use of proceeds to appropriately address each of its milestones, set out below under "Narrative Description of the Business - Milestones". See "Use of Proceeds."

Management, Directors & Officers:

The Directors and Officers of the Company are as follows:

Ranjit Bath	CEO & Director
Blake Sing	CFO and Corporate Secretary
Daniel Gallucci	Chief Innovation Officer & Director
Sheetal Jaitly	Director
Mark Smithyes	Director
Andrew Parks	Director
Kirstine Stewart	Director

See "Directors and Officers".

Summary of Financial Information:

The following table sets out selected information for and as of the periods indicated. The financial information is derived from the unaudited interim financial statements for the quarter ended March 31, 2021, which are included in this Prospectus. See "Financial Statements".

	For the quarter ended March 31, 2021	For the six months ended March 31, 2021
Total Revenues	$nil	$nil
Total Assets at end of period	$2,091,387	$2,091,387
Expenses	$719,097	$957,193
Net Loss	$719,097	$957,193
Net Loss per Common Share(1)	$(0.03)	$(0.04)
Basic and diluted loss per share (fully diluted)	$(0.03)	$(0.04)
Long-term debt at end of period	$nil	$nil

Note:

(1) The Net Loss per Common Share is computed by dividing income (loss) available to common shareholders by the weighted average number of Common Shares outstanding during the period ended March 31, 2021 was $0.03. The weighted average number of Common Shares outstanding at March 31, 2021 was 22,425,475.

Risk Factors:

An investment in the Offered Shares offered hereunder should be considered highly speculative, and investors may incur a loss on their investment. The Company has no history of operations, success, revenue or earnings. An investment in the Company's securities is suitable only for those knowledgeable and sophisticated investors who are willing to risk loss of their entire investment. Investors should consult with their professional advisors before making an investment in the Company's securities.

There are risks associated with an investment in the Offered Shares including, but not limited to, the Company still being in the phase of developing its products and services, the effects of the COVID-19 outbreak, competition, capital requirements, access to capital markets, the limited operating history and negative cash flow of the Company, governmental regulations, the Common Shares of the Company being speculative, market responses to publicity relating to the Company or its products, vulnerability to market changes, product liability claims against the Company, the ability of the Company to obtain satisfactory results in its efforts to commercialize and market its products, the Company's dependency on third-party contract manufacturers, potential conflicts of directors and officers, unexpected

operating expenses, costs for legal and financial compliance, adequacy of disclosure controls and procedures and internal controls over financial reporting, and the other factors discussed under "Risk Factors". In assessing the risks of an investment in Offered Shares, subscribers must rely upon the ability and integrity of the management of the Company. Subscribers should read this entire Prospectus and consult their own professional advisors to assess the income tax, legal, risk and other aspects of an investment in the Offered Shares. See "Risk Factors".

Currency: Unless otherwise stated, all dollar amounts are stated in Canadian dollars.

CORPORATE STRUCTURE

Name, Address and Incorporation

The Company was incorporated pursuant to the *Business Corporations Act* (Ontario) on May 8, 2019 under the name "2695174 Ontario Inc." On June 19, 2020, the Company changed its name from "2695174 Ontario Inc." to "Nurosene Inc.". On March 26, 2021, the Company completed a continuance from the *Business Corporations Act* (Ontario) to the *Business Corporations Act* (British Columbia) (the "**Continuance**"). In connection with the Continuance, the Company changed its name to "Nurosene Health Inc.".

The Company's head office is located at 1655 Dupont St Suite 101, Toronto, Ontario M6P 3S9 and its registered office is located at 2800 Park Place, 666 Burrard Street, Vancouver, BC V6C 2Z7.

The Company has no subsidiaries.

GENERAL DEVELOPMENT OF THE BUSINESS

HISTORY OF THE COMPANY

The Company was incorporated pursuant to the *Business Corporations Act* (Ontario) on May 8, 2019 under the name "2695174 Ontario Inc.". On June 19, 2020, the Company changed its name from "2695174 Ontario Inc." to "Nurosene Inc.". On March 26, 2021, the Company completed the Continuance from the *Business Corporations Act* (Ontario) to the *Business Corporations Act* (British Columbia). In connection with the Continuance, the Company changed its name to "Nurosene Health Inc.".

Since incorporation on May 8, 2019, the Company has focused its efforts on:

- developing and formulating of two (2) initial proprietary nutraceutical supplements and establishing relationships with nutraceutical contract manufacturers and distributors;
- creating brain initiatives to educate for better brain health;
- building online e-commerce platform and online marketing strategy;
- designing and developing its Mobile Application; and
- identifying research partners for research relating to mental wellness.

On June 23, 2020, the Company issued 6,650,000 Common Shares at a price of $0.01 per share for gross proceeds of $66,500. On June 24, 2020, the Company issued 7,180,000 Common Shares at a price of $0.04 per share for gross proceeds of $287,200. On June 24, 2020, the Company issued 2,902,125 Common Shares to independent contractors pursuant to certain independent contractor and consulting agreements, 1,717,000 of which were issued to Daniel Gallucci, a director of the Company. See "Prior Sales of Securities".

On June 29, 2020, the Company filed a trademark application for "Nurosene" in Canada in respect of goods related to dietary supplements, food supplements, herbal supplements, vitamins, minerals and applications for mobile phones regarding telehealth and services related to clinic services, medical imaging and wellness centres.

On July 10, 2020, the Company filed a trademark application for "4x4" in Canada in respect of services related to workshops and webinars for medicine, health and wellness, as well as clinic services, medical imaging and wellness centres and filed a trademark application for "Neuroceuticals" in Canada.

The Company expects examination of the above note Canadian trademark applications to occur in calendar Q3 2022.

On August 24, 2020, the Company entered into a consulting agreement with Quality Smart Solutions Inc. ("**Quality Smart**") for the provision of consulting services by Quality Smart in connection with Canadian and United States regulatory compliance.

In August, September and October, 2020, the Company completed a non-brokered private placement of 5,658,250 Common Shares at a price of $0.40 per Common Share for aggregate gross proceeds of approximately $2,263,300 (the "**$0.40 Private Placement**") which closed in four tranches between August and October 2020 (August 20, 2020, September 8, 2020, September 23, 2020, and October 1, 2020). In connection with the $0.40 Private Placement**,** the Company issued 185,788 finder's warrants entitling the holders thereof to purchase an aggregate of 185,788 Company Shares at a price of $0.40 for a period of two years from the date of issuance. See "Prior Sales of Securities".

On October 7, 2020, the Company engaged TribalScale Inc. ("**TribalScale**"), a Toronto-based software development firm, to provide design, engineering, quality assurance and product management support for its Mobile Application pursuant to the terms of a statement of work dated October 7, 2020, as amended pursuant to the amending agreement dated February 17, 2021 (the "**TribalScale SOW**") and a master services agreement dated October 21, 2020 (the "**TribalScale MSA**"), and a second statement of work dated March 18, 2021 (the "**TribalScale SOW 2**"). The term of the TribalScale MSA is for one year, beginning October 21, 2020, and automatically renews for successive 1 year periods unless otherwise terminated under the terms of the agreement or notice is given by either party that they do not intend to renew. The TribalScale MSA may be terminated for convenience by either party upon 30 days written notice, but termination of the MSA will not terminate any outstanding statements of work (such as the TribalScale SOW or TribalScale SOW 2. In consideration for TribalScale's services, the Company has agreed to issue TribalScale Common Shares and pay certain amounts in cash, as outlined below. The Company is invoiced by TribalScale on a monthly basis for work done under the TribalScale SOW and the TribalScale SOW 2. In the event that the Company's relationship with TribalScale is terminated, the Company would transition to a new developer to assist with its Mobile Application, with no significant disruption to operations. The Company is not dependent on TribalScale to complete development of the Mobile Application.

Pursuant to the TribalScale SOW, TribalScale will receive total compensation equivalent to $1,069,422, being comprised of $669,423 in cash and the issuance of 493,827 Common Shares. As of the date of this Prospectus, the Company has paid $475,185 in cash and $194,238 is owing. Pursuant to the terms of the TribalScale SOW, the Company will issue to TribalScale a total of 493,827 Common Shares on the Closing Date at a deemed price of $0.81 per Common Share (10% discount to the Offering Price). 123,456 of the 493,827 Common Shares to be issued to TribalScale on the Closing Date will be subject to a 12 month contractual lock up from the Closing Date. Such Common Shares may not be sold, transferred, assigned, pledged or otherwise disposed of, except in limited circumstances, before the date that is 12 months from the Closing Date.

Under the TribalScale SOW 2, which governs the development of V2 (as defined herein, see " Narrative Description of the Business - Milestone Periods - Mobile Application Development"), a budgeted amount of approximately $450,000 is to be paid to TribalScale, with services to be completed in Q3 2021. The Company has budgeted $450,000 assuming completion of the Minimum Offering and in the event the Company completes the Maximum Offering, the Company will allocate further funds to develop additional functionality and features for the Mobile Application (See "Narrative Description of the Business - Milestone Periods"). There is no equity compensation payable under the TribalScale SOW 2.

TribalScale provides the Company with a full service team to assist with development of the Company's Mobile Application. This team of approximately 10 individuals includes UX/UI designers responsible for the design of the application, frontend and backend engineers responsible for the development of the application, a project manager focused on organizing all development resources and managing the execution of the scope of work, and quality assurance personnel focused on testing of all features.

TribalScale's engagement under the TribalScale SOW and TribalScale SOW 2 relates to the development and release of V2 of the Mobile Application, as further described below under "Narrative Description of the Business - Further detail on the business objectives and milestones - Mobile Application Development". Upon completion of the services under the TribalScale SOW 2, the Company may look to engage TribalScale for additional services including to further develop its Mobile Application and ancillary backend infrastructure matters. For more information on the Company's Mobile Application, see "Narrative Description of the Business".

On November 11, 2020, the Company entered into a marketing agreement with Triangles.ai ("**Triangles**"), a Toronto-based digital agency, to help develop and execute our initial online marketing strategy. The main objective thereunder will be to build and develop a multi-channel program to market in specific social media funnels, such as Facebook, Youtube and Instagram:

- Mobile Application installs (first opens);
- minimizing cost per acquisition (download);
- conversion rate;
- video completions; and
- content views.

On December 14, 2020, the Company hired and appointed Ranjit Bath as Chief Executive Officer. See "Directors and Officers".

Effective December 21, 2020 and January 13, 2021 pursuant to two scope of work agreements, the Company engaged WeThem.Us to develop and execute the Company's social media strategy.

On December 30, 2020, the Company filed a trademark application for "Nurosene" in the United States in respect of goods related to dietary supplements, food supplements, herbal supplements, vitamins, minerals and applications for mobile phones regarding telehealth and services related to clinic services, medical imaging and wellness centres.

On December 30, 2020, Nurosene filed a trademark application for "4x4" in the United States in respect of services related to workshops and webinars for medicine, health and wellness, as well as clinic services, medical imaging and wellness centres and filed a trademark application for "Neuroceuticals" in the United States

On January 19, 2021, the Company filed trademarks applications for "Nuro" in the United States and Canada for goods related to dietary supplements, food supplements, herbal supplements, vitamins, minerals and applications for mobile phones regarding telehealth and for services related to clinic services, medical imaging and wellness centres.

The Company expects these U.S. applications to be examined by the end of calendar Q3 2021.

On February 1, 2021, the Company appointed Blake Sing as Chief Financial Officer and Corporate Secretary. See "Directors and Officers".

On March 3, 2021, the Company held an annual general and special shareholder meeting (the "**March Meeting**"). At the March Meeting, the shareholders of the Company approved, among other things: the Plan, the Equity Incentive Plan, the Continuance, and the election of Daniel Gallucci, Mark Smithyes, Andrew Parks, Ranjit Bath and Sheetal Jaitly as directors of the Company.

On March 11, 2021, Kirstine Stewart was appointed as a director of the Company.

NARRATIVE DESCRIPTION OF THE BUSINESS

General

Nurosene is a mental wellness company that currently offers two distinct solutions: a line of nutraceuticals that target sleep quality, stress, and energy levels, as well as a Mobile Application that helps users develop habits that are conducive to brain health through its curated content, which includes a variety of activities designed to improve mental function, and allows users to track their progress over time. Our goal is to help users by offering actionable and adaptable strategies to improve daily mental health and overall brain performance.

Nurosene has developed an ecosystem of actionable solutions that support building a healthier brain. Our business has three (3) primary facets:

1. **Our Products**: We have developed a Mobile Application (as defined below) that gives our users access to practical, habit forming activities, and a line of proprietary nutraceutical supplements (Nuro Drive and Nuro Restore), to be launched in Q2 of the calendar year 2021.

2. **Predictive Healthcare**: We are working to leverage machine learning and artificial intelligence to collect trends and patterns to help better predict outcomes for our Mobile Application users. We plan to analyze trends and patterns in user behavioural data to generate insights to guide the development roadmap of our Mobile Application.

3. **Alternative Therapies and Research**: Nurosene's business model emphasizes continued research, innovation and advancements in brain health. We are dedicating efforts into creating partnerships focused on conducting studies to validate and refine our product offering, including our supplements and Mobile Application. Research and development shall be conducted through partnerships between the Company and potential research partners, such as data analytics firms or researchers (either in academia or a private institution).[1]

Our Products

The methodology behind our products is based on the Company's philosophy of the 4x4 model, which focuses on encouraging actionable strategies to affect 4 fundamental lifestyles (movement, cognitive training, nutrition, and recovery) with solutions aimed to affect 4 parts of the human body (spinal cord, cerebral cortex, brain stem, and peripheral nerves). For each of these fundamental parts, we have developed actionable strategies to affect movement, cognitive training, nutrition, and recovery, through the Mobile Application and our nutraceuticals.

[1] Execution of the Company's research plans and the results of such research are based on certain risks and assumptions, including assumptions relating to the ability to identify and partner with third party institutions to conduct research, and the efficacy of such research, among others. Each of these assumptions involves known and unknown risks, including risks inherent in research and product development, as well as those additional risk factors set out under "Risk Factors".

The Mobile Application:

The Mobile Application was developed based on the principles of the Company's philosophy of the 4x4 model. The Mobile Application provides quick and efficient activities designed by our team, including Chief Innovation Officer Daniel Gallucci, as well as qualified personnel contracted by the Company, focused on each of the 4x4 model principles. Examples of activities offered in the Mobile Application include: pursuit exercises, which require the user to follow an on-screen dot with their eyes; and gaze stabilization exercises, which require the user to focus on a dot while controlling their breathing. The activities are created with certain goals or outcomes in mind, or aim to provide certain benefits over time. For example, pursuits have been used by clinicians as a method of evaluating certain physical and behavioral disorders. With regards to the gaze stabilization exercises, there is preliminary evidence of the influence of anxiety on ocular motor control.[2]

The Mobile Application features a built-in supplement tracker that can allow users to track their supplement intake through the app. The supplement tracker allows the user to go into the app, select the supplement they intend to take (Nuro Drive or Nuro Restore), enter a start date for their supplement cycle, and then answer a series of questions to establish a baseline of their overall health. The user will be prompted every cycle, approximately every 4 weeks, for continuous interactive check-ins, as long as the user is using the product. The user is not required to take both supplements to use this feature. Users are required to manually provide the Mobile Application information about their nutraceutical consumption.

In addition to activities and supplement tracker, the Mobile Application also features blogs and a journal feature for the users. The Company is able to control creation of new content and disseminate new content on the Mobile Application without input from or involvement of any third parties.

We launched the initial version of the Mobile Application on iOS and Android with no cost to the user in April 2021. Launch of the Mobile Application was originally scheduled for March 2021 and

[2] Staab JP. The influence of anxiety on ocular motor control and gaze. Curr Opin Neurol. 2014 Feb;27(1):118-24. doi: 10.1097/WCO.0000000000000055. PMID: 24335800.

was delayed slightly to finalize the Mobile Application. Launch of V2 of the Mobile Application is discussed below, under "Milestones".

For more information on the Mobile Application, see "Principal Products and Services".

The Nutraceuticals:

The Company has developed two initial nutraceutical products and has manufactured an initial batch through its Contract Manufacturer, which will be available for purchase on the Company's e-commerce website in May 2021: Nuro Drive (focused on improving energy levels) and Nuro Restore (focused on reducing stress and improving sleep). The Company's nutraceuticals are targeted at specific structures and their inherent functions both inside and outside our cells. They target the structure and function of a variety of biochemical processes in the human body, including the formation of peroxynitrite.[3]

For more information on the nutraceuticals, see "Primary Products and Services - Initial Products".

The supplements and Mobile Application use are not predicated on one another; however, we encourage our supplement users to engage with the Mobile Application and vice versa. There is no requirement for users on the Mobile Application to purchase and consume our nutraceuticals, as they can interact with other features of the Mobile Application without use of the nutraceuticals, including the activities, blogs, and journal.

Predictive Healthcare

The Company will utilize our user behaviour data gained from the users interaction with our Mobile Application to provide strategies and recommended solutions to our user base. As users continue to interact with the Mobile Application, the application will accumulate ongoing behavioural data from the user. We are enabling the ability to correlate passive and active data collected through application programming interfaces (APIs) to smartphones and wearables that will give us the utmost opportunity to find solutions and better understand the mental status of our users. Our in-house data scientist, utilizing machine learning, will determine patterning and provide an overall improved picture of an individual's mental health for today and for their future.

We will extract specific passive data points needed to help better predict outcomes as well as make suggestions for our users through the Mobile Application. Our Chief Innovation Officer will drive the initial data analysis outcomes in collaboration with our in-house data scientists' findings. With more users and data, the Company may seek partnerships with data analytics firms or with researchers (either in academia or a private institution) to leverage our findings to improve developments in brain health, including through further development of the Mobile Application and/or nutraceuticals.[4] As of the date of this Prospectus, the Company has not yet finalized any such partnerships.

Alternative Therapies & Research

Nurosene's business model emphasizes continued research, innovation and advancements in brain health. We are dedicating efforts into creating partnerships focused on conducting studies to validate and refine our product offering, including our supplements and Mobile Application. Research and development shall be conducted through partnerships between the Company and potential research partners, such as data analytics firms or researchers (either in academia or a private institution). Research partnerships will involve leveraging internal data gathered through the Mobile Application to improve future functionality and

[3] Pacher P, Beckman JS, Liaudet L. Nitric oxide and peroxynitrite in health and disease. Physiol Rev. 2007;87(1):315-424. doi:10.1152/physrev.00029.2006, see https://www.ncbi.nlm.nih.gov/pmc/articles/PMC2248324/.

[4] The ability to extract and ultimately use data from our users is based on certain assumptions, including the uptake of our Mobile Application, success of data analysis and ability to create products or services that will further developments in brain health, among others. Each of these assumptions involves known and unknown risks, including risks relating to privacy, data collection and ability to create products or services with desired outcomes, as well as those risk factors set out under "Risk Factors".

development of the Mobile Application, as well as to validate the actionable strategies provided to users through the supplements and Mobile Application. The Company does not expect any nutraceutical products to be created or commercialized directly as the result of any research and development partnerships, however the Company plans to undertake research projects that may provide insights and information to further refine actionable strategies that can be used by Mobile Application users, to aid in further development of the Mobile Application, and to validate the Company's product formulations.

Execution of the Company's research plans and the results of such research are based on certain risks and assumptions, including assumptions relating to the ability to identify and partner with third party institutions to conduct research, and the efficacy of such research, among others. Each of these assumptions involves known and unknown risks, including risks inherent in research and product development, as well as those additional risk factors set out under "Risk Factors".

Industry Information and Market Trends

The Company is focussed on offering nutraceuticals and a Mobile Application targeted to help users improve their cognitive function, and general mental wellness. Nurosene anticipates there to be growing global demand for alternative treatments and preventative measures with respect to mental health, given that a significant portion of the global population is being affected by mental health ailments, as detailed below.

Mental Health Globally

Mental, neurological and substance use disorders ("**MNS**") are common, highly disabling, and associated with significant premature mortality. The human, social and economic toll imposed by lack of attention to MNS across the world is considerable. It is estimated that at least 10% of the world's population is affected, and that 20% of children and adolescents suffer from some type of mental disorder.[5]

Depression is a common mental disorder and one of the main causes of disability worldwide. Globally, an estimated 264 million people are affected by depression. More women are affected than men. Health systems have not yet adequately responded to the burden of mental disorders. As a consequence, the gap between the need for treatment and its provision is wide all over the world. In low-income and middle-income countries, between 76% and 85% of people with mental disorders receive no treatment for their disorder.[6]

Market Overview

Supplements

The global dietary supplement market is expected to reach $298 billion by 2027. Amid the COVID-19 crisis, the global market for dietary supplements estimated at US$170.4 billion in the year 2020, is projected to reach a revised size of US$298.5 billion by 2027, growing at a CAGR of 8.3% over the analysis period 2020-2027. Vitamins, one of the segments analyzed in the report, is projected to record a 9.3% CAGR and reach US$145 billion by the end of the analysis period.[7]

Mobile Health

The mobile health ("**mHealth**") market size is projected to be worth $236 billion by 2026 and is expected to grow at a CAGR of 44.7%. Rapid growth in chronic diseases along with the rise in the number of app users is accountable for the mHealth apps market growth. The types of mHealth apps include fitness, lifestyle management, nutrition and diet, women's health, medication adherence, healthcare providers, and disease

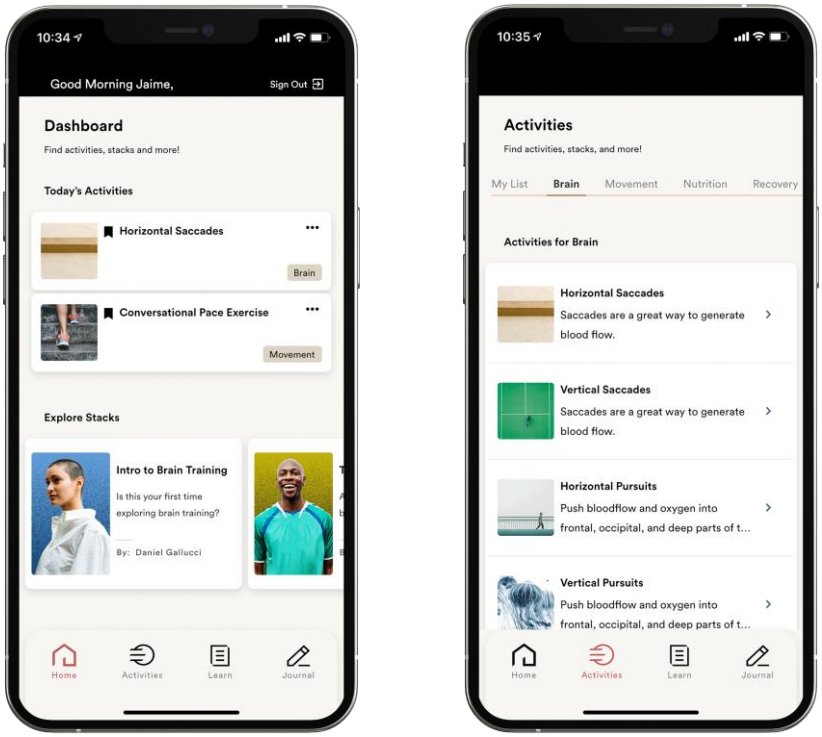
[5] The World Bank, Mental Health, see https://www.worldbank.org/en/topic/mental-health.
[6] World Health Organization, Mental Disorders, see https://www.who.int/news-room/fact-sheets/detail/mental-disorders.
[7] Global Industry Analysts. Global Dietary Supplements Industry. 2021 April. ID 5900383, see https://www.reportlinker.com/p05900383/Global-Dietary-Supplements-Industry.html

management. Of these, the fitness category accounted for the majority of segment share in 2018. North America led the mHealth applications market in 2018 in terms of revenue share pertaining to the technological advancements and presence of major players in the region.[8]

Principal Products and Services

The Company currently has two principal products: (1) the Mobile Application, and (2) nutraceutical supplements:

1. **Mobile Application**: The Company has developed a Mobile Application (the "**Mobile Application**") intended to provide support to those struggling with mental health issues or looking to improve their general brain health, driven from the principles of the Company's in-house methodology of the 4x4 model. The Mobile Application provides users with strategies through activities targeted at our 4 lifestyle fundamentals: movement, cognitive training, recovery, and nutrition. The application provides programming for users to participate in curated activities developed by our trained team to support users to improve these aspects of their lives. The initial version of our Mobile Application provides blogs, activities, a supplement tracker, and a journal feature for the users. The Company can create and disseminate new content to users on the Mobile Application as it deems appropriate. There is no plan to charge for access to content driven through the Mobile Application. Our nutraceutical supplements will be featured in the app with a direct link to our e-commerce site to drive ongoing revenue. Approximately 40% of the business focus of the Company is dedicated to the Mobile Application.



2. **Nutraceutical Supplements**: The Company's Chief Innovation Officer Daniel Gallucci has developed a proprietary line of nutraceuticals focused on restoring and optimizing functions from a systems biology perspective. Our products will be manufactured in Canada through the Contract

[8] Bloomberg. mHealth Apps Market Size Worth $236.0 Billion by 2026 | CAGR: 44.7%: Grand View Research, Inc. 2019 July 10, see https://www.bloomberg.com/press-releases/2019-07-10/mhealth-apps-market-size-worth-236-0-billion-by-2026-cagr-44-7-grand-view-research-inc

Manufacturers, which are cGMP certified contract manufacturers. The Contract Manufacturers are engaged as the only manufacturers of the Company, and are based in Scarborough, Ontario, Canada. The Contract Manufacturers will develop, manufacture, and package the products to cGMP standards. The formulations have been tested and validated by the quality assurance team of the Contract Manufacturers. All ingredients will be sourced directly by the Contract Manufacturers from a list of suppliers approved by the Contract Manufacturers. Through certificates of analysis, provided by the Contract Manufacturers, the Company receives confirmation of all ingredients used and the efficacy of same. The certificates of analysis are part of the cGMP process to which our Contract Manufacturers are required to adhere.[9] The Contract Manufacturers are compensated by the Company on a per lot basis. Initial product sales will be direct to consumer via our e-commerce platform powered by Shopify Inc. The e-commerce platform will be launching in May 2021 with the ability to fulfill direct sales to the United States. Approximately 50% of the business focus of the Company is dedicated to nutraceutical supplements.

Initial Product Line:

The Company has had its Contract Manufacturer manufacture the following two products: Nuro Drive and Nuro Restore. The target market for these products is adults seeking an alternative and/or adjunct to prescription medicines to deal with mental and/or physical health, and improving overall wellness.

Our initial two products will be part of our "NURO foundational line", designed to help restore health by improving cellular structure and function and focusing on the interactions between cells in our body. The products were developed with an emphasis to help users feel their best and realize their potential. While Nuro Drive and Nuro Restore are optimized when taken together and can be part of a proactive approach to improving cellular structure and function, the user can opt to take one or both products.

The Company prepared its materials for application to Canadian Health Product Authorizations for each of its initial products in January 2021 and submitted the application in February 2021. Based on correspondence with Health Canada, the Company expects to receive a Canadian Product Number between May and September 2021 for both existing nutraceutical products.

Nuro Drive: Designed and formulated, by our Chief Innovation Officer Daniel Gallucci, targeted at improving energy levels. The formulation consists of six (6) different B Vitamins alongside other ingredients, including K2-MK7, PQQ and COQ10 ("**Nuro Drive**"). PQQ has been linked to potential health benefits such as improved energy utilization.[10]

[9] NSF/ANSI 455-2 Good Manufacturing Practices for Dietary Supplements and Dietary Ingredients https://d2evkimvhatqav.cloudfront.net/documents/4375_nsf_ds_nsf_ansi_455_2_transition_guide.pdf

[10] Chowanadisai W, Bauerly KA, Tchaparian E, Wong A, Cortopassi GA, Rucker RB. Pyrroloquinoline quinone stimulates mitochondrial biogenesis through cAMP response element-binding protein phosphorylation and increased PGC-1alpha expression. J Biol Chem. 2010;285(1):142-152. doi:10.1074/jbc.M109.030130, see https://www.ncbi.nlm.nih.gov/pmc/articles/PMC2804159/.

Nuro Restore: Designed and formulated, by our Chief Innovation Officer Daniel Gallucci, targeted at improving sleep, reducing stress, and pain and inflammation. The formulation includes our proprietary blend: L-Cysteine, Glycine, L-theanine, 5 HTP and Gaba. Other ingredients include zinc, two forms of magnesium, and Vitamin B6 ("**Nuro Restore**"). Consumption of magnesium supplements has been linked to relieving various neurological disorders, such as anxiety and depression.[11]

Future Products:

The Company plans to introduce three (3) additional nutraceutical products in Q3 of the calendar year 2021.[12] The Company is in the process of developing the formulations, label design and stability testing for these new products. The Company will work with the Contract Manufacturer to source raw materials, and ensure quality assurance protocols are met. The Company plans to initially sell these additional products in the United States, following which it will consider expanding to offer in other jurisdictions, in accordance with applicable laws.[13]

[11] Kirkland AE, Sarlo GL, Holton KF. The Role of Magnesium in Neurological Disorders. Nutrients. 2018;10(6):730. Published 2018 Jun 6. doi:10.3390/nu10060730, see https://www.ncbi.nlm.nih.gov/pmc/articles/PMC6024559/.

[12] The Company originally planned to release the additional products during the calendar year 2021. Due to the passage of time, and as the Company has now completed its first manufacturing run of Nuro Drive and Nuro Restore, the Company has more specific timing on product development and launch for its next three products.

[13] Ability for the Company to introduce new products is based on certain assumptions, including the continued availability of raw materials for product development and testing, continued relationship with Contract Manufacturer to ensure quality assurance protocols are met before launching additional products, among others. Each of these assumptions involves known and unknown

In addition to those products, our Chief Innovation Officer Daniel Gallucci will continue to focus efforts on research and the evolution of our product line. The focus of our product development includes validating formulations that support brain health, as well as user testing. The Company will also explore alternative product delivery methods in our research, including sachets and tinctures.

3. **Research Partnerships**: The Company is in the process of identifying partners to conduct in-depth studies to assess and validate any insights regarding user traits and behaviours through consumption of our nutraceutical products or interaction with our Mobile Application. The goal of our research initiatives will be to validate the actionable strategies provided to our users through our supplements and Mobile Application. Approximately 10% of the business focus of the Company is dedicated to research studies and development.

   This validation will support the Company to better understand human behaviour. The Company plans to implement high-level analysis of these complex data sets with our in-house team, in conjunction with the ongoing research landscape globally to provide novel and effective recommendations and insights, as well as to further improve functionality of the Mobile Application. This process will allow the Company to refine its intellectual property for further development of the Mobile Application and rehabilitation/performance strategies.

   Our initial data sets will be captured entirely through user behaviour driven through our Mobile Application. Our development software team, TribalScale, in conjunction with our in-house data scientist will collectively capture and securely store this data. Our Mobile Application will create a complex user profile driven throughout our intake form and track users daily behaviour within the application.

   Future development of passive data collection tools, will allow the Company to start enhancing and driving further data to support our digital phenotyping efforts. We plan to look towards external partners to help bolster our data analysis team and research initiatives in the near term. Management does not expect any products to be created or commercialized as the result of any research and development partnerships.[14]

risks, including risks inherent in entering into third party partnerships or arrangements, as well as those additional risk factors set out under "Risk Factors".

[14] Execution of the Company's research plans and the results of such research are based on certain risks and assumptions, including assumptions relating to the ability to identify and partner with third party institutions to conduct research, and the efficacy of such research, among others. Each of these assumptions involves known and unknown risks, including risks inherent in research and product development, as well as those additional risk factors set out under "Risk Factors".

Principal Markets of the Company

The Company's initial marketing efforts will be focused on the United States. When launching our products in the United States, we have created a diversified model between the East and West of the United States, looking at regions with higher levels of proven mental health issues, based on statistical public data. Key regions include: California; Colorado; DC; Maryland; Massachusetts; Michigan; Nevada; New York; Oregon; Utah; Washington; and Wyoming.[15]

The Company has initiated an awareness campaign to start creating brand awareness through a targeted social media campaign, including paid influencers and brand ambassadors. This campaign was launched in Q1 of the 2021 calendar year. We will continue efforts through additional download campaigns that will be initiated in Q2 of the 2021 calendar year. These campaigns will be launched in the United States, focused on the above identified regions.

At this time the Company is focused on the United States, with Canada following, but may look to expand to other jurisdictions in the future.

Marketing and Sales/Distribution Channels

To date, the Company has not commenced sales or revenue generating operations.

The following are our key strategies for the targeting and distribution of our products:

- The Company is developing its e-commerce website, shop.nurosene.com, where our products will be offered for sale to customers in the United States. Our products will also be featured and advertised through our Mobile Application and linked for direct purchase via our e-commerce website. The e-commerce platform will be launching in May 2021 with the ability to fulfill direct sales to the United States.

- The Company is currently working to establish and develop retail distribution agreements with select retailers in the United States and will establish retail distribution networks in Canada, once the products have been issued Natural Product Numbers from Health Canada. The Company prepared its materials for application to Canadian Health Product Authorizations for each of its initial products in January 2021 and submitted the application in February 2021. See "Canada Regulation – Nutraceuticals". The Company expects to receive the Natural Product Numbers for both Drive and Restore from Health Canada by Q3 2021 of the calendar year. The timing of receipt of a Natural Produce Number is dependent on the classification of natural health product under which Nuro Drive and Nuro Restore belong (see "Regulatory Environment - Canadian Regulation - Nutraceuticals"), and is subject to screening and approval by Health Canada. Based on correspondence with Health Canada, the Company expects to receive an NPN number between May and September 2021 for both existing nutraceutical products.

- To drive revenue and awareness, the Company plans to deploy a data-driven digital marketing strategy to promote both our Mobile Application and our line of nutraceutical supplements, using a multi-layered and multi-channel approach, through social media, search, display, video, mobile, and remarketing. The Company has engaged Triangles, a digital marketing agency as of November 2020, to develop targeted user strategy and conduct cohort research to optimize our launch strategy, in addition to creating marketing assets and concepts.

- Our product marketing program includes plans to engage in targeted advertising, influencer marketing, and social media marketing. Additionally, we intend to drive our marketing campaigns through a variety of channels including targeted promotions and business development efforts

[15] Mental Health America, Ranking the States, Adult Ranking 2020, see https://www.mhanational.org/issues/ranking-states.

focused on professional and collegiate sports teams, college faculties, elite performance training centers, and personal health and fitness coaches.

- The Company expects the product marketing efforts to be ongoing over the next twelve months.

Competition, Competitive Advantage and Strengths

We have uniquely positioned ourselves to represent a space that no competitors are currently immersed in, to management's knowledge. When we explore the various facets of our business we have several competitors that represent different pieces of what we do.

Supplements

Our nutraceutical supplements, classified as dietary supplements under the FDA, will be available over-the-counter. The Company uses unique combinations and quantities of ingredients based on formulations that are proprietary to the Company. There are several competitors in the United States that offer products that contain similar ingredients, with different formulations, that are focused on similar outcomes.

Company	Public/ Private	Location	Description
Onnit Labs, Inc.	Private	Texas	Supplement and fitness focused brand. E-commerce & Retail
Bulletproof 360, Inc.	Private	California	MCT, supplement and lifestyle focused brand. E-commerce & Retail

Mobile Health

When we look at mobile health technology competitors, we focused on exploring companies that offer mobile applications that support mental health.

Company	Public/ Private	Location	Description
Calm.com, Inc.	Private	California	Meditation application
Headspace Inc.	Private	United Kingdom	Habit forming and medication application

Research

The following competitors are exploring and/or working on research in the alternative medicine and therapy space. Our focus is to partner with research groups conducting studies using alternative therapies. Certain competitors may be applying controlled substances in their research. We have not applied controlled substances in our research to date, and we have no plans to introduce controlled substances in any of our future nutraceutical products.

Company	Public/ Private	Location	Description
Compass Pathways PLC	Public	United Kingdom	Alternative therapy research in mental health
Juvenescence Limited	Private	United Kingdom	Anti-aging alternative therapy research

Research and Development

The Company plans to pursue research and development into technologies that are complementary to our overall mission to enhance mental wellness and ease suffering from mental health conditions. We plan to collaborate with leading institutions and research facilities to validate and provide alternative options to treating patients suffering and providing better ways to support people suffering with mental health

challenges. The Company is not currently participating in any research initiatives, but is in early stage discussions with potential research partners. The Company expects to begin participation in these initiatives in calendar Q3 2021. See "*Narrative Description of the Business - Milestones - Research Projects and Partnerships*".

Intellectual Property Protection

The Company has filed for Canadian trademark applications under all operational related categories as follows:

- NUROSENE (Canadian trademark application no. 2036873) was filed on June 29, 2020;
- NURO (Canadian trademark application no. 2078471) was filed on January 19, 2021;
- 4x4 (Canadian trademark application no. 2039273) was filed on July 10, 2020; and
- NEUROCEUTICALS (Canadian trademark application no. 2039280) was filed on July 10, 2020.

The Company expects examination of these Canadian trademark applications in Summer 2022 and with respect to the "NURO" application in Q1 2023.

The Company has also filed for U.S. trademark applications as follows:

- NUROSENE (U.S. trademark application no. 90/431729) was filed on December 30, 2020;
- NURO (U.S. trademark application no. 90/477722) was filed on January 19, 2021;
- 4x4 (U.S. trademark application no. 90/431689) was filed on December 30, 2020; and
- NEUROCEUTICALS (U.S. trademark application no. 90/431714) was filed on December 30, 2020.

The Company expects these U.S. applications to be examined by the end of calendar Q3 2021.

The formulation of the products were developed by our Chief Innovation Officer, and the blend of ingredients contained in each product is proprietary information to the Company. The Company has engaged the Contractor Manufacturers to manufacture the products, and the Company's Contract Manufacturers have executed non-disclosure agreements with respect to the product formulations. The non-disclosure agreements cover business information, technical information, services, products, product samples, processes, formulae, test data, know-how improvements, product specifications, technical data research, customer lists, employee lists, markets, marketing strategy, software, developments, inventions, designs, drawings, engineering, trade secrets, pricing information, financial information, price lists and lists of equipment and suppliers.

In respect of the Mobile Application, the TribalScale MSA contains standard provisions relating to intellectual property ownership and protection in favour of the Company.

Employees

At the date of this Prospectus, the Company has no full-time employees. The officers of the Company are independent contractors. The Company has secured the services, on a contractor basis, for key functions such as an in-house data scientist as well as product development. The Company outsources many other operational aspects of its business to third party contractors including sales, web designers, social media, digital marketing, contract manufacturing, logistics and warehousing.

Management & Organization

The management team of the Company brings decades of combined experience in the sectors of technology, neuroscience, healthcare, and marketing and sales. See "*Directors and Officers - Biographies*".

Regulatory Environment

Canadian Regulation - Nutraceuticals

The Company's nutraceutical products are intended to be considered "Natural Health Products" ("**Canadian Natural Health Products**") in Canada to be regulated by Health Canada under the Natural and Non-Prescription Health Products Directorate issued pursuant to the Natural Health Product Regulations of the *Food and Drugs Act* (Canada). Canadian Natural Health Products are defined under the Natural Health Product Regulations as a substance set out in the schedule to the Natural Health Product Regulations or combination of substances that are manufactured, sold or represented for use in: (a) the diagnosis, treatment, mitigation or prevention of a disease, disorder or abnormal physical state or its symptoms in humans; (b) restoring or correcting organic functions in humans; or (c) modifying organic functions in humans, such as modifying those functions in a manner that maintains or promotes health. The Natural Health Product Regulations regulate the manufacture, packaging, labelling, storage, importation, distribution and sale of Canadian Natural Health Products.

All Canadian Natural Health Products are required to have a product license before they are sold in Canada, indicated by Health Canada issuing an eight-digit Natural Product Number (NPN) ("**Canadian Product Number**") that must appear on each product's label. In order to apply for that license, the Company must submit detailed information about each product to Health Canada, including information regarding medicinal ingredients, source, dose, potency, non-medicinal ingredients and recommended use(s). This is critical to ensure that the Canadian Natural Health Products are not determined to be drugs regulated under the Food and Drug Regulations, and the appearance of a Canadian Product Number on a package lets Canadian consumers know the product has been reviewed and approved by Health Canada. The Company prepared its materials for application to Canadian Product Numbers (the "**Canadian Health Product Authorizations**") for each of its initial products in January 2021 and submitted the application in February 2021. Each of the Canadian Health Product Authorizations are to permit the Company to make health claims that Health Canada has already approved for use for other products that contain identical ingredients that are contained within the Company's products. The Company’s products differentiate in the combination and quantity of each ingredient as per the Company’s proprietary formulations. Based on correspondence with Health Canada, the Company expects to receive a Canadian Product Number between May and September 2021 for both existing nutraceutical products.

The Company plans to outsource manufacturing of its Canadian Natural Health Products. Canadian manufacturers, packagers, labelers and importers of natural health products must have site licenses issued by Health Canada. To obtain a site license, an applicant must maintain proper distribution records, establish proper procedures for product recalls and for the handling, storage and delivery of their products, and must be able to demonstrate that they meet Health Canada's Good Manufacturing Practice requirements, which cover product specifications, premises, equipment, personnel, sanitation programs, operations, quality assurance, stability, records, sterile products, lot or batch samples and recall reporting.[16]

The Natural Health Products Regulations further require product license holders to: (a) monitor all adverse reactions to their Canadian Natural Health Products, (b) report serious adverse reactions to Health Canada; (c) conduct clinical trials in accordance with Health Canada requirements (including the range of evidence that can be submitted in support of the safety and efficacy of a Canadian Natural Health Product and the quality of a natural health product), and (d) only make health claims that are supported by proper evidence

[16] Ability for the Company to outsource manufacturing is based on certain assumptions, including the ability to identify and partner with appropriate third party manufacturers on terms satisfactory to the Company, such manufacturing companies having appropriate licensing to satisfy Health Canada requirements, and ability to maintain such relationships, among others. Each of these assumptions involves known and unknown risks, including risks inherent in entering into third party partnerships or arrangements, as well as those additional risk factors set out under "Risk Factors".

including clinical trial data, references to published studies, journals, pharmacopoeias and traditional resources.

Under Part 5 of the Natural Health Product Regulations, certain labelling requirements apply to the products that the Company plans to sell (other than to manufacturers or distributors), and the Company's product labels must clearly and prominently include, in both English and French: (a) the product's recommended use or purpose, including; (b) dosage form; (c) recommended route of administration; (d) recommended dose; (e) recommended duration of use, if any; and (f) risk information, including any cautions, warnings, contra-indications or known adverse reactions associated with product; (g) the common and proper name of each medicinal and non-medicinal agreement; (h) a description of the source material of every medicinal ingredient, (i) its storage conditions and expiry dates; (j) lot number; (k) product number (preceded by a designation); (l) weights and measures; (m) name and address of license holder and/or importer. The Natural Health Product Regulations strictly require certain panels of the display and inner and outer packaging to require various of those elements in certain configurations, based on the size of the product. In 2018, Health Canada released Good Label and Package Practices Guide for Non-Prescription Drugs and Natural Health Products, describing what Health Canada considers good practices for the design and layout of health product labels, which Canadian sponsors, manufacturers and license holders are encouraged to follow; this Guide provides additional details that can be applied on a product-by-product basis to reduce the risk of regulatory non-compliance.

Under general principles for labelling and advertising under the Food and Drugs Act, information on labels must be accurate, truthful and not misleading or deceptive, and qualifying statements cannot be used to correct false or misleading images. It is prohibited to make direct or indirect references to the Food and Drugs Act or its regulations unless required by law. Any promotional materials, including those made over the internet, must be consistent with the product label, the product monograph, and the scope of the product license. If the Company were to be non-compliant in its promotional claims, Health Canada's typical approach is cooperative, which would involve informing the Company of its non-compliance via letter and requesting corrective action, to achieve compliance. If Health Canada still considered the Company to be non-compliant, or if the non-compliance were egregious, Health Canada could take successive levels of enforcement, including: publishing warnings; initiating regulatory stop-sale, suspension or seizures against the Company or its products; issuing injunctions; or using powers under the Protecting Canadians from Unsafe Drugs Act (Vanessa's Law) (Canada) to impose tougher sanctions including jail time and fines.

The products of the Company do not contain any controlled substances (as described in the Controlled Drugs and Substances Act) in either the ingredients or the formulations of any of the nutraceutical products described or contemplated in this Prospectus.

The Contract Manufacturers are NSF Certified (GMP For Sport) and NSF Certified (GMP Registered Dietary Supplements). The Contract Manufacturers' site is licensed by Health Canada to manufacture, package, label and import. The Contract Manufacturers also hold a site license from the Canadian Food Inspection Agency pursuant to the Safe Food for Canadians Act. To ensure that the Contract Manufacturers maintain the necessary licenses and approvals to operate, the Company conducted a due diligence process to determine the suitability of the Contact Manufacturers through reference checks, review of applicable licenses and approvals and Covid-19 compliant site visits. The Company has developed a strong working relationship with the Contract Manufacturers which includes communicating protocols and operational deliverables, and ongoing regulatory compliance.

United States Regulation - Nutraceuticals

General

We intend to sell our nutraceutical products as a dietary supplement product in the United States. The formulation, manufacturing, packaging, holding, labeling, promotion, advertising, importation, distribution and sale of the Company's nutraceutical products will be subject to regulation by various governmental authorities, including the U.S. Food and Drug Administration (the "**FDA**"), the Federal Trade Commission

("**FTC**"), and other federal governmental agencies. Our products are also likely to be regulated by state and local governments in which our products are marketed, distributed and sold.

FDA

The FDA regulates the formulation, manufacturing, preparation, packaging, labeling, holding, and distribution of foods, drugs and dietary supplements under the *Federal Food, Drug and Cosmetic Act* ("**FFDCA**") and the Dietary Supplement Health and Education Act of 1994 ("**DSHEA**"). "Dietary supplements" are defined as vitamins, minerals, herbs, other botanicals, amino acids and other dietary substances for human use to supplement the diet, as well as concentrates, metabolites, constituents, extracts or combinations of such dietary ingredients. Generally, under DSHEA, dietary ingredients that were on the market prior to October 15, 1994 may be used in dietary supplements without notifying the FDA. New dietary ingredients (i.e., not marketed in the U.S. prior to October 15, 1994) must be the subject of a new dietary ingredient notification submitted to the FDA unless the ingredient has been "present in the food supply as an article used for food" without being "chemically altered." A new dietary ingredient notification must provide the FDA with evidence of a "history of use or other evidence of safety" establishing that use of the dietary ingredient, when used under the conditions recommended or suggested in the labeling of the dietary supplement, "will reasonably be expected to be safe." A new dietary ingredient notification must be submitted to the FDA at least 75 days before the initial marketing of the new dietary ingredient. There can be no assurance that the FDA will accept the evidence of safety for any new dietary ingredients that we may want to market, and the FDA's refusal to accept such evidence could prevent the marketing of such dietary ingredients, and/or could lead to potential litigation or penalties.

The DSHEA revised the provisions of the FFDCA concerning the composition and labeling of dietary supplement ingredients and products. Under the DSHEA, dietary supplement labeling must include the statement of identity (name of the dietary supplement), the net quantity of contents statement (amount of the dietary supplement), the nutrition labeling, the ingredient list, and the name and place of business of the manufacturer, packer, or distributor. The DSHEA also states that dietary supplements may display "statements of nutritional support" provided certain requirements are met. Such statements must be submitted to the FDA within 30 days of first use in marketing and must be accompanied by a label disclosure that "This statement has not been evaluated by the Food and Drug Administration. This product is not intended to diagnose, treat, cure, or prevent any disease." Such statements may describe how a particular dietary ingredient affects the structure, function or general well-being of the body, or the mechanism of action by which a dietary ingredient may affect body structure, function or well-being, but may not expressly or implicitly represent that a dietary supplement will diagnose, cure, mitigate, treat, or prevent a disease. Any statement of nutritional support we make in labeling must possess scientific evidence substantiating that the statement is truthful and not misleading.

The FDA has broad authority to enforce noncompliance with labeling requirements. If the FDA were to determine that a particular statement of nutritional support was an unacceptable drug claim or an unauthorized version of a health claim about disease risk reduction for a food product, or if the FDA were to determine that a particular claim was not adequately supported by existing scientific data or was false or misleading, we would be prevented from using that claim and may face the risk of litigation and/or penalties. In addition, note that the FDA deems promotional and internet materials as labeling; therefore, our promotional and internet materials must also comply with FDA requirements and could be the subject of regulatory action by the FDA, or by the FTC if that agency or other governmental authorities, reviewing the materials as advertising, considers the materials false and misleading.

Among other obligations, the FDA also requires the Company and its contract manufacturers to meet relevant current good manufacturing practice regulations ("**cGMP**") that govern the manufacturing, packing and holding of dietary ingredients and dietary supplements. cGMP regulations require dietary supplements to be prepared, packaged and held in compliance with strict rules, and require quality control provisions similar to those in the cGMP regulations for drugs. Failure to comply with statutory and regulatory requirements may subject a manufacturer to legal or regulatory action, such as warning letters, suspension of manufacturing, product seizures, injunctions, civil penalties or criminal prosecution. As is common practice in the industry, we rely on our third-party contract manufacturers to ensure that the products they

manufacture and sell to us comply with all applicable regulatory requirements. While the Contract Manufacturers are located in Canada, the standards that apply to the Contract Manufacturers are approved in the United States through mutual recognition agreements that allow the FDA to rely on information from inspections conducted by analogous foreign agencies. In certain countries, including Canada, the FDA has created foreign based inspection staff. Therefore, the FDA could inspect one of the Contract Manufacturers' facilities and determine that the facility or the products are not in compliance with applicable regulations, and cause affected products made or held in the facility to be subject to FDA or other governmental agency enforcement actions or be restricted from importation into the United States or introduction into United States commerce. As of the date hereof, the Company has not entered into any relationships with any third-party contract manufacturers outside of Canada, and has no plans to change manufacturers. The Company may explore arrangements with additional contractors in the future to maximize the Company's supply chain. The Company may seek representations and warranties in agreements with contract manufacturers confirming compliance to all applicable regulatory regimes, but such agreements may not be sufficient to address any findings of noncompliance, liabilities, damages, costs or expenses alleged or incurred from such noncompliance.

United States laws also require recordkeeping and reporting to the FDA of all serious adverse events involving dietary supplements products. The Company will need to comply with such recordkeeping and reporting requirements, and implement procedures governing adverse event identification, investigation and reporting. As a result of reported adverse events, health and safety risks or violations of applicable laws and regulations, we may from time to time elect, or be required, to recall, withdraw or remove a product from a market, either temporarily or permanently.

The FDA has broad authority to enforce the provisions of the FFDCA applicable to foods, drugs, dietary supplements, and cosmetics, including powers to issue a public warning letter to a company, to publicize information about illegal or harmful products, to request a recall of products from the market, and to request the United States Department of Justice to initiate a seizure action, an injunction action, or a criminal prosecution in the United States courts. We could be subject to fines and penalties, including under administrative, civil and criminal laws for violating U.S. laws and regulations, and our products could be banned or subject to recall from the marketplace. We could also be subject to possible business and consumer claims under applicable statutory, product liability and common laws.

FTC

The FTC exercises jurisdiction over the advertising of our products in the United States, as well as some authority over country of origin labelling statements under the Tariff Act. The FTC has in the past instituted enforcement actions against several dietary supplement and food companies and against manufacturers of dietary supplement products, including for false and misleading advertising, label claims or product promotional claims. In addition, the FTC has increased its scrutiny of the use of testimonials, which we may utilize, as well as the role of endorsements and product clinical studies. We cannot be sure that the FTC, or comparable foreign agencies, will not question our advertising, product claims, promotional materials or other operations in the future. We must also comply with country of origin labeling requirements (which are regulated by the both the FTC and the U.S. Customs Service).

The FTC has broad authority to enforce its laws and regulations, including the ability to institute enforcement actions that could result in recall actions, consent decrees, injunctions, and civil and criminal penalties by the companies involved. Failure to comply with the FTC's laws and regulations could impair our ability to market our products.

Additional Regulations

Some of the products marketed by us may be considered conventional foods and must be labeled as such. Within the United States, this category of products is subject to the federal *Nutrition, Labeling and Education Act* ("**NLEA**"), and regulations promulgated under the NLEA. The NLEA regulates health claims, ingredient labeling and nutrient content claims characterizing the level of a nutrient in the product. The ingredients in conventional foods must either be generally recognized as safe by experts for the purposes to which they

are put in foods, or be approved as food additives under FDA regulations. If our products were regulated as foods, we would be required to comply with the *Federal Food Safety & Modernization Act* and applicable regulations. We would be required to provide foreign supplier certifications evidencing our compliance with FDA requirements.

Sales and marketing in the United States are also subject to regulation under various state and local laws, ordinances and regulations that include provisions governing, among other things, the registration, formulation, manufacturing, packaging, labeling, advertising, sale and distribution of foods and dietary supplements. In addition, in the future, we may become subject to additional laws or regulations administered by the FDA or by other federal, state, local or foreign governmental authorities, to the repeal of laws or regulations that we consider favorable, or to more stringent interpretations of current laws or regulations. In the future, we believe the dietary supplement industry will likely face increased scrutiny from federal, state and local governmental authorities. It is difficult to predict the effect future laws, regulations, repeals or interpretations will have on our business. However, such changes could require the reformulation of products, recalls or discontinuance of products, additional administrative requirements, revised or additional labeling, increased scientific substantiation or other requirements. Any such changes could have a material adverse effect on our business or financial performance.

COVID-19

The COVID-19 global pandemic has resulted in government imposed restrictions on non-essential business and travel. The Company has been able to navigate these challenges, implementing work from home policies for all individuals associated with the Company. Individuals are able to work effectively on a remote basis and orchestrate business proceedings through conference calls and online.

The restrictions have not halted the operations of Prime Nutrisource, the Company's third-party contract manufacturer, in any manner that has impacted manufacturing supply of inventory to the Company. During the pandemic, Prime Nutrisource has been able to manufacture finished products for the Company and is responsible for meeting all government imposed operating protocols to continue production during the pandemic.

Development of the Mobile Application is largely unaffected by the COVID-19 pandemic, with developers able to work online from home. The Mobile Application, in development through the Company's partnership with TribalScale, continues to progress as individuals from both groups are able to work from home and meet online. Both companies have ensured that the tools and resources required to maintain productivity have been provided to individuals on the project.

Nutraceutical research and development initiatives continue to be explored. The Company seeks potential research partners that conduct testing and laboratory research in controlled environments. This includes having sanitary environments that control for foreign pathogens. Research and development opportunities, including participation in clinical trials, continue to be explored to support the ongoing objectives of the Company despite the COVID-19 pandemic.

Marketing and promotional strategies have been built around online platforms such as social media and influencer platforms. The pandemic has not had a negative impact on this strategy as the market is reached via digital devices.

The Company continues to make progress on all business objectives despite the restrictions and limitations of the COVID-19 pandemic. The Company continues to progress in an environment where appropriate measures and protocols are in place to address and overcome the challenges imposed by the pandemic. The Company has not been significantly impacted by the pandemic with progress towards milestones and objectives continuing to be met. The Company believes the plans for the use of proceeds will not be materially impacted by the pandemic, as the Company has been successful in continuing the business and pursuit of business objectives with all personnel working remotely.

The Company continues to monitor the current operating environment imposed by the pandemic and will take a proactive approach to addressing challenges and restrictions.

Milestones

Next Significant Milestone

The next significant milestone for the Company is the launch of the e-commerce platform and the launch of Nuro Drive and Nuro Restore. The e-commerce platform is expected to be launched in May 2021. The launch will introduce the Company's initial product offering of Nuro Drive and Nuro Restore to the direct-to-consumer market.

No additional development costs are required for product readiness of Nuro Drive and Nuro Restore. Costs already incurred to finalize product readiness include: label design, label information in accordance with regulations, formulation, ingredients, raw materials and manufacturing. The total finished goods inventory on hand as of April 30, 2021 is measured at cost with a value of $22,640. This inventory was manufactured by the Contract Manufacturer.

The Company anticipates that further costs of $10,000 may be required to begin sales of Nuro Drive and Nuro Restore on the Company's e-commerce platform. These costs are related to logistics costs to transport the finished goods to a third party warehouse. There are no significant general and administrative costs directly associated with the completion of this milestone. The Company plans to reinvest profits derived from e-commerce sales of Nuro Drive and Nuro Restore into additional product manufacturing.

Following the launch of the e-commerce platform and the simultaneous launch of Nuro Drive and Nuro Restore, the Company's next significant milestone will be the launch of marketing campaigns to promote the Company's products and Mobile Application, for which the Company has earmarked $250,000. Of the $250,000 allocated for this next significant milestone, the Company anticipates an expenditure of approximately $50,000 in calendar Q2 2021. The Company will allocate funds under this milestone as the Company's business progresses and as it deems appropriate, and as such, the anticipated use of proceeds earmarked for this milestone may be reduced or adjusted accordingly.[17]

Milestone Periods

The following table sets outs the significant business objectives and milestones of the Company to be launched in the 2021 calendar year and Q1 2022, including anticipated timing and cost. The estimated launch of the milestones assume the completion of the Maximum Offering as contemplated in this Prospectus. If the Minimum Offering, or less than the Maximum Offering, is completed, the Company may adjust some of the milestones accordingly, as product rollout and planned expenditures will be re-evaluated to reflect the working capital received from the completion of the Offering, see "Further detail on the business objectives and milestones" below.

[17] The forward-looking statements in this paragraph are based on the following material factors and assumptions: i) the commencement of product sales by calendar Q2 2021; ii) social media continues to be a channel through which the Company can acquire customers at a sufficiently low cost; iii) no changes to the terms of use on these social media platforms that preclude the Company from engaging in such promotional activities. Each of these assumptions involves known and unknown risks, including risks related to marketing platform use, the ability to contract with third parties, including sports teams, and risks associated with partnering with influencer or third parties, as well as those additional risk factors set out under "Risk Factors".

BUSINESS OBJECTIVE[1][2]	MILESTONE LAUNCH[3]	ESTIMATED COST (Minimum Offering)	ESTIMATED COST (Maximum Offering)
Mobile Application[4]			
The second milestone is predicated on completion of the first milestone.			
● Complete development and launch V2 Mobile Application	Q3 2021	$450,000	$500,000
● Development of further functionality of the Mobile Application	Q4 2021	$Nil	$1,440,000
Total Mobile Application Development:		*$450,000*	*$1,940,000*
Nutraceutical Product Development[5]			
Milestones are stand alone and not predicated on each other.			
● Launch of Company's first two nutraceutical supplements: Nuro Drive and Nuro Restore	Q2 2021	$10,000	$10,000
● Finalise formulations and bring 3 further nutraceutical products to market	Q3 2021	$100,000	$100,000
Total Nutraceutical Product Development:		*$110,000*	*$110,000*
Manufacturing and Distribution			
Milestones are predicated on commencement of the first Nutraceutical Product Development milestone.			
● Secure distribution through United States partner for first United States retail distribution of product	Q2 2021	$300,000	$300,000
● Expand distribution across additional United States retailers	Q4 2021	$700,000	$1,000,000
● Secure first Canada based retail distribution	Q4 2021	$300,000	$300,000
Total Distribution:		*$1,300,000*	*$1,600,000*
Sales and Marketing[6]			
Milestones are stand alone and not predicated on each other.			
● Development and launch of new corporate and e-commerce website	Q2 2021	$10,000	$10,000
● Marketing campaigns launch via extensive digital marketing promotions	Q2 2021	$250,000	$250,000
● Hire influencer marketing / business development manager to execute marketing campaigns	Q3 2021	$120,000	$120,000
● Drive marketing campaigns across professional sports teams and college teams and at elite performance centers	Q4 2021	$1,000,000	$1,000,000
Total Sales and Marketing:		*$1,380,000*	*$1,380,000*
Research projects and partnerships[7][8]			
Milestones are predicated on one another. Listed in chronological order.			
● Initiate first research study with accredited partner institution	Q3 2021	$200,000	$200,000
● Identify and begin two further research studies	Q1 2022	$1,000,000	$1,000,000
Total Research projects and partnerships:		$1,200,000	$1,200,000

Notes:

(1) There may be circumstances where, for sound business reasons, the Company reallocates fund or determines not to proceed with a milestone.

(2) See further details on each milestone, as well as certain assumptions and factors relating to and underlying such milestones, below under "Further detail on the business objectives and milestones".

(3) Based on calendar year. Estimated completion date. The estimated launch of the milestones assume the completion of the Maximum Offering as contemplated in this Prospectus. If a Minimum Offering is completed, the Company shall adjust all milestones accordingly, as product rollout and predicted expenditures will be re-evaluated to reflect the working capital received from the completion of the Minimum Offering, see "Further detail on the business objectives and milestones" below.

(4) V1 of the Mobile Application was completed in April 2021. The Company has completed a scope of work with TribalScale in respect of completing V2 of the Mobile Application, and it is estimated that the costs of completion of V2 will be approximately $450,000. The Company entered into the TribalScale SOW 2 relating to completion of V2 of the Mobile Application, with a budgeted amount of approximately $450,000 to be paid to TribalScale. In the event the Company completes the Maximum Offering, the Company will allocate further funds to develop additional functionality and features for the Mobile Application.

(5) The costs associated with launch of the Company's first two nutraceutical supplements (Nuro Drive and Nuro Restore) has been reduced as the costs actually incurred for development of the formulations for these products was less than originally anticipated by the Company and certain costs have been incurred as of the date hereof. In addition, the Company anticipates less cost associated with development of the additional three products, based on its experience in developing the first two products. The Company anticipates that further costs of $10,000 may be required to begin sales of Nuro Drive and Nuro Restore on the Company's e-commerce platform, related to logistics costs to transport the finished goods to a third party warehouse.

(6) The Company has extended the timeline for hiring influencer marketing/business development manager, as well as the marketing campaigns across professional sports teams and college team, originally scheduled for 1-3 months and 3-6 months, respectively. The Company feels that the level of promotional activity at this time, and with the marketing campaigns to be launched via extensive digital marketing promotions in calendar Q2 2021, is sufficient and can be sustained with existing personnel until release of future products commencing in calendar Q3 2021. In addition, the estimated cost associated with development and launch of the Company's e-commerce website has been reduced, due to passage of time and incurrence of costs, as well as the cost being lower than the Company had originally expected.

(7) The timelines for the Company's research projects and partnerships has been extended by a quarter to allow the Company more time to complete due diligence on potential research partners as well as to allow more time to pass with usage of the Company's Mobile Application to gather more data for the potential research activities. The timing of these milestones assume completion of the Maximum Offering in calendar Q2 2021. In the event that the Minimum Offering, or less than the Maximum Offering, is raised, the Company will prioritize the milestones in order of the milestone launch time listed above, and as a result, the timing of the Company's two further research studies may be delayed. The Company may utilize profits from sales and/or pursue alternative forms of financing, such as equity financing or inventory or purchase order financing in the future to complete this milestone. The ability of the Company to fund its milestones through profits from e-commerce sales and/or obtain alternative forms of financing to support completion of its milestones in such a scenario is based on certain assumptions, including ability to obtain financing on terms satisfactory to the Company or at all in a timely manner, sales of the Company's products, anticipated costs associated with financing and product sales, among others. Each of these assumptions involves known and unknown risks, including risks inherent in product sales, consumer demand, and financing activities, as well as those additional risk factors set out under "Risk Factors".

(8) Research and development shall be conducted through partnerships between the Company and potential research partners, such as data analytics firms or researchers (either in academia or a private institution). Research partnerships will involve leveraging internal data gathered through the Mobile Application to improve future functionality and development of the Mobile Application, as well as to validate the actionable strategies provided to users through the supplements and Mobile Application. The Company does not expect any nutraceutical products to be created or commercialized directly as the result of any research and development partnerships, however the Company plans to undertake research projects that may provide insights and information to further refine actionable strategies that can be used by Mobile Application users, to aid in further development of the Mobile Application, and to validate the Company's product formulations. The Company began searching for a research partner in calendar Q1 2021 and expects to secure a partnership by Q3 2021. The Company has had initial discussions with several potential research partners as part of this process but has incurred no costs related to this milestone to date. See "Narrative Description of the Business - Principal Products and Services - Research Partnerships" and "Narrative Description of the Business - Further Detail on the Business Objectives and Milestones - Research Projects and Partnerships".

Further Detail on the Business Objectives and Milestones

Mobile Application

Complete development and launch V2 Mobile Application

V2 will be a subsequent release, with refinements and additional features to the Mobile Application. Development of V2 commenced in calendar Q1 2021 and the Company plans to accomplish the following:

- simplifying and streamlining various screens on the application, including intake forms, activities, and visualizations;
- establish a dashboard for users to review their weekly and monthly completion of activities;
- develop a recommendation engine to suggest activities to users;

- integrate and pilot data collection tools that leverage existing hardware features that exist on many smartphones in the market, such as facial capture and gyroscope data. We intend to use this data to gain a better understanding of user behaviour and how they interact with the Mobile Application; and
- further development of content, including additional activities

The cost of this milestone will be dependent on engineering time spent pursuant to the TribalScale SOW 2. The Company estimates the total cost to complete this objective to be $450,000 and expects to incur the cost evenly over the duration of development until the launch of V2 in calendar Q3 2021.

This timeline is based on certain material factors and assumptions, including: i) the Company's continued relationship with TribalScale as its development team; ii) there are no unforeseen technological challenges in implementing features planned for release; iii) no adverse changes to mobile operating systems that would prevent the Company from accessing certain hardware modules (i.e. camera, gyroscope, etc.); and iv) the completion of the Offering. In the event that the Offering is not completed in Q2 2021 or at all, or the Minimum Offering is completed, the Company may decide to scale back or delay the release of new features in V2 of the Mobile Application, and instead focus on releasing new content on V1 of the Mobile Application. Each of these assumptions involves known and unknown risks, including risks inherent in third party contracts and technology changes, as well as those additional risk factors set out under "Risk Factors".

Version numbers are used as an identifier on the Apple and Android store. When new features are added, the versions are used as a reference to the user to know if they are using the latest version.

Development of further functionality of the Mobile Application

The Company plans to further expand the features of the Mobile Application and hire in-house developers. Following the completion of V2 of the Mobile Application, the Company will consider user behaviour and plans to expand the functionality and features of the Mobile Application on an on-going basis going forward.

The Company plans to accomplish the following, with each action expected to commence in calendar Q4 of 2021:

- hire in-house developers consisting of two (2) front-end developers at an expected cost of approximately $120,000 per year each and two (2) back-end developers at an expected cost of approximately $150,000 per year each;

- hire two (2) data scientists to develop a natural language processing algorithm to analyze user inputs through the Mobile Application's journal feature, at an expected cost of approximately $200,000 per year each;

- engage a data analytics firm to process and organize the raw data generated from the Mobile Application into a format that can be used for further analysis by research partners. The Company expects such a process to be ongoing as data is continuously generated over time, and as such, the Company expects to incur costs of approximately $30,000 per month for a period of 12 months to accomplish this. As of the date of this Prospectus, the Company has not yet engaged a firm to complete this work, but the Company has had preliminary negotiations and interviews with external parties regarding this work; and

- produce additional content in-house for the Mobile Application in the form of additional activities, videos, podcasts, and blogs. Costs of production would include graphic design, content shooting, post-production, publishing, travel and administrative costs. These costs are estimated to be approximately $140,000 over a period of 12 months, to ensure the Mobile Application has up-to-date content. These cost estimates are based on costs incurred to date to produce the existing activities, videos and blogs on the Mobile Application.

The timeline for such development is expected to commence in calendar Q4 of 2021 and the Company anticipates this milestone to continue for 12 months. During the course of that 12 months, the Company will continually review the Mobile Application functionality against user trends and feedback, with further Mobile Application design based off of real-use data. The full scope of the project relating to further development of functionality of the Mobile Application is presently unknown, as the Company plans to review and analyze user trends and feedback in real time following launch of V2 of the Mobile Application. In addition, the Company plans to review and consider the results of its research projects in further development of functionality of the Mobiles Application. The Company does not expect to incur any costs with respect to this objective until V2 of the Mobile Application is launched.

Completion of this milestone in the timeline indicated is based on certain material factors and assumptions, including: i) the Company's engagement of a developer or ability to hire in-house developers and data scientists; ii) there are no unforeseen technological challenges in implementing Mobile Application features and functionality; iii) no adverse changes to mobile operating systems that would prevent the Company from accessing certain hardware modules (i.e. camera, gyroscope, etc.); iv) the Company's engagement of a suitable data analytics firm; and v) the completion of the Maximum Offering. Each of these assumptions involves known and unknown risks, including risks inherent in third party contracts and technology changes, as well as those additional risk factors set out under "Risk Factors".

Nutraceutical Product Development

Launch of Company's first two nutraceutical supplements: Nuro Drive and Nuro Restore

The Company, through its Contract Manufacturers, has manufactured inventory of Nuro Drive and Nuro Restore with a value of $22,640 that is prepared to be distributed through online sales on the Company's e-commerce platform. Additional costs to be incurred by the Company to complete this significant milestone allocated towards any logistics fees. The Company plans to reinvest profits derived from e-commerce sales of Nuro Drive and Nuro Restore into additional product manufacturing.

Completion of this milestone within the timeframe set out above is not predicated on the closing of the Offering.

Finalise formulations and bring 3 further nutraceutical products to market

The activities to accomplish this objective are:

1) *Development of formulations*: As an initial step, the Company will select the most appropriate mix of active ingredients based on availability of supply, cost of production and regulatory constraints. The Company is in the process of developing these formulations and estimates that it will incur further costs of approximately $50,000 in connection with this activity, primarily for consulting fees to the Chief Innovation Officer and other personnel pursuant to their respective service agreements.

2) *Bottles and labels design*: Design of the product bottles and labels involves graphic design, printing, and quality assurance. Costs include consulting fees to ensure label compliance with FDA and Health Canada. The Company is in initial stages of bottle and label design, and anticipates this to be completed in calendar Q3 2021. The Company estimates the costs associated with completion of this activity to be approximately $30,000, based on costs incurred to develop Nuro Drive and Nuro Restore.

3) *On-going stability testing:* The Company uses a third-party laboratory to perform stability tests to determine product shelf life and stability of the ingredients over time. The Company intends to perform these tests for each product at least once annually, and expects this to cost $20,000 on aggregate.

Once the product formulations are complete, the Company provides them to the Contract Manufacturer to begin production. See "Manufacturing and Distribution" below.

Development of these formulations by the Company began in calendar Q2 2021, and we expect to be complete by calendar Q3 2021. The Company will design the new product bottles and labels, and be responsible for on-going stability testing. There are no agreements with a Contract Manufacturer or other third party for the development of these products.

Material factors and assumptions underlying this expectation include but are not limited to i) the continued availability of raw materials for product development and testing, and ii) a continued relationship with our Contract Manufacturer to ensure quality assurance protocols are met prior to launching any future formulations. Each of these assumptions involves known and unknown risks, including risks related to sourcing materials, third party contractor risk, risks associated with product development, as well as those additional risk factors set out under "Risk Factors".

Completion of this milestone within the timeframe set out above is not predicated on the closing of the Offering.

Manufacturing and Distribution

Secure distribution through United States partner for first United States retail distribution of product

This objective includes any costs associated with hiring a brokerage to represent our product portfolio in the United States and to manufacture inventory to support the supply chain. The selected broker will provide the Company with marketing, warehousing, and shipping services to distribute our Products in the United States. As of March 31, 2021, inventory for sales of Nuro Drive and Nuro Restore inventory on hand is measured at cost with a value of $22,640, but additional manufacturing will be required to support the United States supply chain.

The Company began a process to identify a third-party distribution partner in calendar Q1 2021, and is currently in discussions to secure a relationship. The partnership is expected to commence by the end of calendar Q2 2021. The material assumptions underlying this forward-looking statement include, but are not limited to: i) that the Company's existing product line can be manufactured by its Contract Manufacturers in sufficiently high volumes to fulfill demand, ii) that third party distributors exist at sufficient scale in the key regions targeted by the Company, iii) that distributors will offer appropriate supply chain services including warehousing and logistics, and iv) that distributors are willing to enter into arrangements favourable to the Company. Each of these assumptions involves known and unknown risks, including risks related to manufacturing, including supply chain and third party contractor risk, and product sales/demand risks, as well as those additional risk factors set out under "Risk Factors".

Expand distribution across additional United States retailers

This objective refers to securing partnerships with large retailers in the United States, and the costs associated with this milestone include costs associated with retailer-fixtures and marketing materials and inventory to supply such retailers. The third-party distribution partner is expected to provide such opportunities. The milestone assumes that such partners can be identified and are willing to enter into arrangements favourable to the Company, which includes risks including third party contract risks and risks associated with product supply and demand. Completion of the Maximum Offering will allow the Company to expand to a greater number of retailers than in the event of the Minimum Offering.

Secure first Canada based retail distribution

This objective includes any costs associated with hiring a brokerage to represent our product portfolio in Canada, manufacturing the initial quantities for sale and logistics costs to a third-party warehouse. The selected broker will provide the Company with marketing, warehousing, and shipping services to distribute

our Products in Canada. We expect to commence searching for a Canadian broker in calendar Q3 2021, to enter into a partnership by calendar Q4 2021. This statement is based on the following material factors and assumptions: i) the Company assumes that it will have received all the necessary regulatory clearances from Health Canada prior to engaging the broker, and ii) ability to secure appropriate retail distribution on terms satisfactory to the Company. Each of these assumptions involves known and unknown risks, including risks related to regulatory approvals, third party contract risks, and product sales/demand risks, as well as those additional risk factors set out under "Risk Factors".

Sales and Marketing

Development and launch of new corporate and e-commerce website

This objective includes the cost of hiring a design agency, web developers, any software costs, and the cost of hiring a firm to enhance and manage our corporate and e-commerce website. Development of the Company's corporate website began in early calendar Q1 2021 and was completed at the end of calendar Q1 2021. Development of the e-commerce platform began calendar Q1 2021 and the anticipated timeline for completing this objective is before the end of May 2021, which is based on certain material factors or assumptions including, but not limited to i) the continued availability of qualified personnel to develop and maintain the platform, and ii) the availability of e-commerce solutions, such as Shopify, that can provide the Company the tools to build its online storefront.

Marketing campaigns launch via extensive digital marketing promotions

This objective includes the cost of hiring an agency to manage our campaigns, and a monthly promotional marketing spend on: Instagram, Facebook, and Youtube. We expect these campaigns to commence in calendar Q2 2021, and will be recurring as we continue our marketing and advertising efforts. Of the $250,000 allocated for this milestone, we anticipate an expenditure of approximately $50,000 in calendar Q2 2021. The Company will allocate funds under this milestone as the Company's business progresses and as it deems appropriate, and as such, the anticipated use of proceeds earmarked for this milestone may be reduced or adjusted accordingly. These statements and the timeline are based on the following material factors and assumptions: i) the commencement of product sales by calendar Q2 2021; ii) social media continues to be a channel through which the Company can acquire customers at a sufficiently low cost; and iii) no changes to the terms of use on these social media platforms that preclude the Company from engaging in such promotional activities.

Hire influencer marketing / business development manager to execute marketing campaigns

This objective includes the cost of hiring a manager to oversee and execute our influencer marketing campaigns. We expect these costs to commence in calendar Q3 2021, and will be recurring as we continue our marketing and advertising efforts. This statement and timeline is based on the following material factors and assumptions: i) the commencement of product sales before calendar Q3 2021; ii) influencer marketing continues to be a channel through which the Company can acquire customers at a sufficiently low cost; iii) qualified personnel exist and can be identified for the business development manager role, and are willing to enter into arrangements favourable to the Company; and iv) the completion of the Maximum Offering.

Drive marketing campaigns across professional sports teams and college teams and at elite performance centers

This objective includes the cost of marketing the campaigns via; social media, press and media outlets, partnerships with PR companies, and partnerships with influencer athletes. We expect these costs to commence in calendar Q3 2021, and will be recurring as we continue our marketing and advertising efforts. This statement and timeline is based on the following material factors and assumptions: i) the continued availability of personnel to manage these campaigns; and ii) influencer athletes exist and can be identified, and are willing to enter into arrangements favourable to the Company.

Each of the assumptions listed under the heading "Sales and Marketing" involves known and unknown risks, including risks related to regulatory approvals, third party contract risks, product sales/demand risks, ability to contract with third parties, including sports teams, and risks associated with partnering with influencer or third parties, as well as those additional risk factors set out under "Risk Factors".

Research Projects and Partnerships

The Company plans to commence an initial research study with a research partner in Q3 2021. The Company plans to commence two additional research studies in Q1 2022, as discussed further below under "Identify and begin two further research studies". The Company's main objectives in conducting these research studies includes: (i) validation of the Company's product formulations for Nuro Drive and Nuro Restore, (ii) utilizing user data gathered through the Mobile Application to improve functionality and aid in further development of the Mobile Application, and (iii) validating the actionable strategies provided to users through the Mobile Application, for example, the efficacy of suggested activities.

The Company does not expect any nutraceutical products to be created or commercialized directly as the result of any research and development partnerships, however the Company plans to undertake research projects that may provide insights and information to further refine actionable strategies that can be used by Mobile Application users, to aid in further development of the Mobile Application, and to validate the Company's product formulations.

Initiate first research study with accredited partner institution

This objective includes setting up a study with an accredited partner institution and any costs associated with the execution of the study, including: materials, licenses, key personnel, facility rental as well as legal and administrative costs. The Company has estimated the costs associated with conducting the initial research study based on initial negotiations with potential research partners, which has included discussions regarding costs of onboarding the research partner and projected costs associated with conducting the initial research study. To date, the Company has not incurred any costs related to this objective. The Company expects such an arrangement with a partner will require the Company to fund, in part or in full, the costs incurred to perform the study. The nature and economics of research studies may vary on a study-by-study basis.

The Company began searching for a research partner in calendar Q1 2021 and expects to commence the first study by calendar Q3 2021. The Company expects the duration of the initial study to be approximately eight months. The Company is evaluating various potential initiatives, for example exploring whether data gathered from passive smartphone sensors can be used to predict disorders such as social anxiety. At the end of the eight-month period, the Company expects to obtain evidence through the completion of this initial study, as to whether a correlation exists between user metrics being tracked on the Mobile Application (through the nutraceutical intake form and periodic surveys) and mental wellness outcomes. The Company anticipates that the results of this initial study will help validate both the product formulations of Nuro Drive and Nuro Restore, as well as whether the actionable strategies suggested by the Mobile Application are effective in improving mental wellness outcomes.

We are dedicating efforts into creating partnerships focused on conducting studies to validate and refine our product offering, including our supplements and Mobile Application. Research and development shall be conducted through partnerships between the Company and potential research partners, such as data analytics firms or researchers (either in academia or a private institution). Research partnerships will involve leveraging internal data gathered through the Mobile Application to improve future functionality and development of the Mobile Application, as well as to validate the actionable strategies provided to users through the supplements and Mobile Application. The Company will need to secure an agreement with a research partner in order for its potential research projects to commence. The Company anticipates providing the research partner with data gathered through the Mobile Application, or partnering with a research partner that will utilize or gather its own data, to be used in research studies over the course of months or years, with the results of such research being utilized for further development of the Mobile Application and/or validation of the Company's products.

The steps involved in this milestone include:

1) identifying a qualified partner with expertise in the area of focus;

2) developing and approving a budget, and defining the scope of research, with the selected research partner;

3) commencing the study, supplying the research partner with data collected from our Mobile Application, if applicable, and defining the parameters through which the research partner would be producing findings or establishing the methodology through which the partner would be gathering novel data;

4) receiving quarterly updates and communication from the research partner until the study is complete.

Once a research partner has been engaged, the Company expects to pay the research partner evenly over the duration of the project to conduct the study, and estimates the cost to be approximately $25,000 per month commencing in Q3 2021 for approximately eight months. The Company does not expect to incur significant costs until a research project is commenced.

These statements and the timeline are based on the following material factors and assumptions: i) a sufficiently in-depth study can be developed within the Company's budget; ii) continued interest exists in academia and the research community to further explore such topics; iii) candidates for research subjects can be identified, and iv) efficacy of the research conducted. Each of these assumptions involves known and unknown risks, including risks related to research efficacy, development and interest in the areas in which the Company plans to conduct research, and engaging appropriate research partners, as well as those additional risk factors set out under "Risk Factors".

Identify and begin two further research studies

The Company plans to begin searching for additional research partners in calendar Q4 2021 and expects to commence the additional two research studies by calendar Q1 2022. The steps to complete these follow-on research studies are consistent with the initial study. Each of these follow-on studies are expected to cost $500,000, and the Company expects to pay the research partner evenly over the duration of the study once commenced. Management anticipates that these studies will take an estimated six to twelve months to complete. Costs are expected to consist of costs to set up a study with an accredited partner institution and costs associated with the execution of the study, including: materials, licenses, key personnel, facility rental as well as legal and administrative costs. As stated above, the Company has estimated the costs associated with conducting the research studies based on initial negotiations with potential research partners, which have included discussions regarding costs of onboarding the research partner and projected costs associated with conducting the initial research study.

The Company expects to expand the scope of its research conducted through the second and third research projects, and as a result, expects the second and third research projects to cost more than its initial study. The Company expects that the expanded scope will involve larger data sets (as a result of further user information gathered through the Mobile Application) and more complex hypothesis being tested (as a result of further development of the functionality of the Mobile Applications and the complexity of activities conducted therein by users). The Company plans to focus these additional studies on research into how data generated from new collection methods developed in V2 of the Mobile Application (such as facial capture and gyroscope data) can be used to suggest actionable strategies (including the use of nutraceutical supplements) to users of the Mobile Application, and expects at the conclusion of the studies to obtain evidence as to whether a correlation exists between data gathered through these new collection methods and mental wellness outcomes.

This milestone is predicated on and assumes the successful commencement of our initial study and the completion of V2 of the Mobile Application. Each of risk factors listed above are also applicable to this milestone.

USE OF PROCEEDS

Proceeds

The Company expects to receive net proceeds of $4,600,000 under the Minimum Offering and $7,390,000 under the Maximum Offering (after deducting the Agents' Fee and the Corporate Finance Fee payable in cash, but before deducting other expenses of the Offering). The net proceeds of the Offering will be added to the Company's estimated working capital as at April 30, 2021 of approximately $500,000 which will result in approximately $5,100,000 and $7,890,000 in available funds to the Company under the Minimum Offering and Maximum Offering, respectively. As at April 30, 2021 the Company's cash and cash equivalent holdings is approximately $700,000.

Funds Available

Source of Funds	**Amount ($) upon completion of the Minimum Offering**	**Amount ($) upon completion of the Maximum Offering**
Gross proceeds of Offering	$5,000,000	$8,000,000
(less Agents' Fee and Corporate Finance Fee Cash Payment)[(1)]	($400,000)	($610,000)
Working capital as of April 30, 2021	$500,000	$500,000
Available Funds	$5,100,000	$7,890,000

Note:

(1) The above table assumes payment of the Agents' Fee in cash and assumes that no proceeds are raised from President's List Sales.

Principal Purposes

The Company anticipates using the available funds for the following principal purposes:

Principal Purposes	**Estimated Expenditure (Minimum Offering) ($)**	**Estimated Expenditure (Maximum Offering) ($)**
Estimated costs of the Offering[(1)]	$400,000	$400,000
Mobile Application development[(2)]	$450,000	$1,940,000
Nutraceutical product development	$110,000	$110,000
Manufacturing and distribution	$1,300,000	$1,600,000
Sales and marketing	$1,380,000	$1,380,000
Research projects and partnerships[(3)]	$200,000	$1,200,000
General and administrative[(4)]	$1,065,000	$1,065,000
Payment of TribalScale[(5)]	$195,000	$195,000
Available Funds:	$5,100,000	$7,890,000

Notes:

(1) Includes the agent's expenses, legal, audit, regulatory, listing and printing fees.

(2) The Company has completed a scope of work with TribalScale in respect of completing V2 of the Mobile Application, and it is estimated that the costs of completion of V2 will be approximately $450,000. The Company entered into the TribalScale SOW 2 relating to completion of V2 of the Mobile Application, with a budged amount of approximately $450,000 to be paid to TribalScale. In the event the Company completes the Maximum Offering, the Company will allocate further funds to develop additional functionality and features for the Mobile Application.

(3) Research and development shall be conducted through partnerships between the Company and potential research partners, such as data analytics firms or researchers (either in academia or a private institution). Research partnerships will involve leveraging internal data gathered through the Mobile Application to improve

future functionality and development of the Mobile Application, as well as to validate the actionable strategies provided to users through the supplements and Mobile Application. The Company does not expect any nutraceutical products to be created or commercialized directly as the result of any research and development partnerships, however the Company plans to undertake research projects that may provide insights and information to further refine actionable strategies that can be used by Mobile Application users, to aid in further development of the Mobile Application, and to validate the Company's product formulations. The Company began searching for a research partner in calendar Q1 2021 and expects to secure a partnership by Q3 2021. The Company has had initial discussions with several potential research partners as part of this process but has incurred no costs related to this milestone to date. See *"Narrative Description of the Business - Principal Products and Services - Research Partnerships*" and "*Narrative Description of the Business - Further Detail on the Business Objectives and Milestones - Research Projects and Partnerships*".

(4) See "*Estimated General and Administrative Expenses for the Next 12 Months*" below.

(5) As of the date of this Prospectus, approximately $195,000 is owed to TribalScale for work completed under the TribalScale SOW. As of the date of this Prospectus, the Company has paid $475,185 of the TribalScale SOW, in cash.

Upon completion of the Minimum Offering or Maximum Offering, our working capital available to fund ongoing operations will be sufficient to meet our administrative costs for at least twelve months. The Company intends to spend the net funds available to it as stated in this Prospectus. However, there may be circumstances, including the completion of the Minimum Offering, where, for sound business reasons, a reallocation of funds may be necessary. The Company has updated its use of proceeds to appropriately address each of its milestones, set out above under "Narrative Description of the Business - Milestones". See also "Risk Factors".

Estimated General and Administrative Expenses for the Next 12 Months

The estimated general and administrative expenses of the Company for the 12 months following completion of this Offering are an aggregate of $1,065,000. An estimated breakdown of these expenses is as follows:

Item	Yearly ($)
Accounting and audit fees	$50,000
Office costs	$25,000
Legal fees	$120,000
Management and Consulting fees (see "Compensation of Executive Officers")	$690,000
Corporate and shareholder communication	$50,000
Transfer Agent and regulatory filing fees	$25,000
Insurance	$75,000
Travel	$30,000
Total:	**$1,065,000**

The Company intends to spend its available funds as stated in this Prospectus. There may be circumstances, including the completion of the Minimum Offering, where for sound business reasons, a reallocation of funds may be necessary. See "Business Objectives and Milestones".

Negative Operating Cash Flow

As at March 31, 2021, the Company has incurred losses of $957,193 (Year ended September 30, 2020: $292,465), resulting in a total deficit of $1,249,658 since incorporation. There is no guarantee that the Company will ever become profitable. The Company anticipates it will continue to have negative cash flow for the foreseeable future unless and until commercial production is achieved. Due to the expected continuation of negative operating cash flow, the Company will be reliant on future financings in order to meet its cash needs. There is no assurance that such future financings will be available on acceptable terms or at all. A portion of the proceeds from the Offering will be used to fund negative cash flow from operating activities in future periods. See "Risk Factors - Negative Operating Cash Flow".

DIVIDENDS OR DISTRIBUTIONS

The Company has not declared any cash dividends or distributions for any of our securities and no such dividends or distributions are contemplated for the current financial period. As of the date of this Prospectus, there are no restrictions that prevent the Company from paying dividends on its Common Shares. The Company has neither declared nor paid any dividends on its shares and it is not contemplated that the Company will pay dividends in the immediate or foreseeable future. The Company currently intends to retain future earnings, if any, to finance the expansion of its business and does not anticipate paying dividends in the foreseeable future. Any future decision to pay dividends on the Common Shares will be made by the Board on the basis of the earnings, financial requirements and other conditions existing at such time.

MANAGEMENT'S DISCUSSION AND ANALYSIS

Management's discussion and analysis of the Company for the period from May 8, 2019 (incorporation) to September 30, 2019, the year ended September 30, 2020 and the quarter ended March 31, 2021 (including the comparative period), is attached to this Prospectus as Schedule B and should be read in conjunction with the audited consolidated financial statements of the Company for the period from May 8, 2019 (incorporation) to September 30, 2019, the year ended September 30, 2020 as well as the unaudited condensed interim financial statements for the quarter ended March 31, 2021 including the related notes thereto, included in this Prospectus as Schedule A and to which the management's discussion and analysis of the Company relates.

Certain information included in the management's discussion and analysis of the Company 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 detail.

DESCRIPTION OF SECURITIES DISTRIBUTED

Authorized and Issued Share Capital

The authorized share capital of the Company consists of an unlimited number of Common Shares. As of the date hereof, 22,425,475 Common Shares are issued and outstanding as fully paid and non-assessable common shares.

As at the date hereof, there are 300,000 Common Shares reserved for issuance to officers, directors and consultants of the Company effective on the Listing Date as a result of stock option granted pursuant to the Company's Stock Option Plan (the "**Plan**").

Common Shares

This Prospectus is being filed for the purpose of qualifying the distribution of 8,888,888 Common Shares and an additional 1,333,333 Common Shares in the event the Agents' Over-Allotment Option is exercised in full.

The holders of Common Shares are entitled to receive notice of and attend and vote at all shareholder meetings. Each Common Share confers the right to one vote in person or by proxy at all meetings of the shareholders of the Company. The holders of the Common Shares, subject to the prior rights, if any, of any other class of shares of the Company, are entitled to receive such dividends in any financial year as the Board may by resolution determine. In the event of the liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, the holders of the Common Shares are entitled to receive, subject to the prior rights, if any, of the holders of any other class of shares of the Company, the remaining property and assets of the Company.

Agents' Options, Agents' Fee Shares and Corporate Finance Fee Shares

The Company has agreed to grant Agents' Options to the Agents, entitling the Agents to subscribe for that number of Agents' Option Shares equal to 7% of the Offered Shares and Additional Shares, if any, sold by the Company pursuant to the Offering (excluding any Offered Shares sold pursuant to President's List Sales) at an exercise price per Agents' Option Share equal to the Offering Price at any time prior to 4:30 p.m. (Toronto time) on the date that is 24 months following the Listing Date. This Prospectus qualifies the distribution of the Agents' Options and the Agents' Option Shares issuable upon the exercise thereof.

The Company has further agreed to pay the Agents the Agents' Fee equal to the sum of (i) 7% of the gross proceeds of the Offering (including any gross proceeds raised on exercise of the Agents' Over-Allotment Option (as defined below) but excluding the gross proceeds raised from President's List Sales) and (ii) 3.5% of the gross proceeds raised from the President's List Sales. The Company has agreed to grant the Agents' Fee Option to the Agents, entitling the Agents to receive Agents' Fee Shares in satisfaction of payment, in whole or in part, of the Agents' Fee. This Prospectus may qualify a portion of the Agents' Fee Option and the Agents' Fee Shares.

The Company has further agreed to pay Canaccord 100% of the Corporate Finance Fee, 50% of which is payable by the issuance of the Corporate Finance Fee Shares. This Prospectus may qualify a portion of the Corporate Finance Fee Shares.

Agents' Over-Allotment Option

The Company has granted to the Agents the Agents' Over-Allotment Option, exercisable in whole or in part, in the sole discretion of the Agents, at any time and from time to time for a period of 60 days following the Closing Date, to purchase up to 1,333,333 Additional Shares at the Offering Price. This Prospectus qualifies the grant of the Agents' Over-Allotment Option and the distribution of the Additional Shares issuable upon exercise of the Agents' Over-Allotment Option.

Additional Common Shares

This Prospectus also qualifies the distribution of 493,827 Common Shares issuable to TribalScale in respect TribalScale's delivery of design, engineering, quality assurance and product management services for the Company's Mobile Application pursuant to the TribalScale SOW. See "General Development of Business" and "Plan of Distribution" below.

CONSOLIDATED CAPITALIZATION

The following table summarizes capitalization of the Company as at the date of this Prospectus and after giving effect to the Offering.

Description	Authorized	Outstanding at the September 30, 2020	Outstanding as at the date of this Prospectus	Outstanding after giving effect to the Minimum Offering	Outstanding after giving effect to the Maximum Offering	Outstanding after giving effect to exercise of full Agents' Over-Allotment Option[2] (Unaudited)
Common Shares	Unlimited	20,802,975	22,425,475	28,530,412	31,863,745[7][8]	33,197,078[7][8]

Description	Authorized	Outstanding at the September 30, 2020	Outstanding as at the date of this Prospectus	Outstanding after giving effect to the Minimum Offering	Outstanding after giving effect to the Maximum Offering	Outstanding after giving effect to exercise of full Agents' Over-Allotment Option[2] (Unaudited)
Incentive Stock Options	Maximum 10% of issued and outstanding Common Shares[3]	100,000[4]	300,000[5]	1,635,000[6]	1,635,000[6]	1,635,000[6]
Finder's Warrants[1]	n/a	185,788	185,788	185,788	185,788	185,788
Agents' Options	715,555	nil	nil	388,889	622,222	715,555

Notes:

(1) In connection with the $0.40 Private Placement and as compensation to certain finders thereunder, the Company issued an aggregate of 185,788 finder's warrants, each exercisable to purchase one Common Share at an exercise price of $0.40 per Common Share for a period of two years from the date of issuance.

(2) The Agents' Over-Allotment Option allows the Agents to sell up to an additional 1,333,333 Additional Shares at the Offering Price for additional gross proceeds of up to $1,200,000. The Agents' Over-Allotment Option is exercisable at the discretion of the Agents, in whole or in part, at any time and from time for a period of 60 days following the Closing Date.

(3) Pursuant to the Plan, the number of the Common Shares reserved for issuance is a maximum of 10% of the issued and outstanding Common Shares at the date of grant. See "Options and Other Rights to Purchase Securities".

(4) Represents Options granted to consultant Bill Tyler on September 14, 2020. See "Options and Other Rights to Purchase Securities".

(5) Includes the 200,000 Options granted to Ranjit Bath on December 4, 2020.

(6) Includes 300,000 Options to be granted to Ranjit Bath, 150,000 Options to be granted to Blake Sing, 220,000 Options to be granted to directors who are not also executive officers and 665,000 Options to be granted to consultants of the Company, all at the Offering Price on the Listing Date. "Options and Other Rights to Purchase Securities".

(7) Includes the Corporate Finance Fee Shares in the amount of 55,555 and assumes the Agents' Fee is paid in cash.

(8) Includes 493,827 Common Shares to be issued to the TribalScale on the Closing Date.

OPTIONS AND OTHER RIGHTS TO PURCHASE SECURITIES

Stock Option Plan

The Plan was adopted by the Board effective September 1, 2020. The purpose of the Plan is to advance the interests of the Company and its shareholders by attracting, retaining and motivating the performance of selected directors, officers, employees or consultants of the Company of high caliber and potential and to encourage and enable such persons to acquire and retain an interest in the Company by ownership of its Common Shares. The Plan is a "rolling" stock option plan and provides that the aggregate number of securities reserved for issuance, set aside and made available for issuance under the Plan may not exceed 10% of the issued and outstanding Common Shares of the Company at the time of granting of Options.

The number of Common Shares which may be reserved in any 12-month period for issuance to any one individual upon exercise of all options held by that individual may not exceed 5% of the issued and outstanding Common Shares at the time of the grant. The number of Common Shares which may be

reserved in any 12-month period for issuance to any one consultant may not exceed 2% of the issued and outstanding Common Shares and the maximum number of Common Shares which may be reserved in any 12-month period for issuance to all persons engaged in investor relations activities may not exceed 2% of the issued and outstanding Common Shares. The Plan provides that options granted to any person engaged in investor relations activities will vest in stages over not less than a 12 month period with no more than ¼ of the stock options vesting in any three-month period.

The Plan will be administered by the Board or a special committee of directors, either of which will have full and final authority with respect to the granting of all stock options thereunder. Stock options may be granted under the Plan to such directors, officers, employees or consultants of the Company, as the Board may from time to time designate.

The exercise price of any stock options granted under the Plan shall be determined by the Board but may not be less than 100% of fair market value of the Common Shares on the date of grant as determined in good faith by the Board, provided that, in the event that the Common Shares are listed on the CSE, the exercise price per option shall, subject to any other requirement of the CSE, be no lower than the greater of the closing market price of the Common Shares on the CSE on (a) the trading day prior to the date of grant of the stock options; and (b) the date of grant of the stock options.

The term of any options granted under the Plan shall be determined by the Board at the time of grant, subject to earlier termination in accordance with the terms of the Plan, provided that term of any stock options granted under the Plan may not exceed the lesser of 10 years or the maximum term permitted by the CSE. Options granted under the Plan are not to be transferable or assignable other than by will or other testamentary instrument or pursuant to the laws of succession. Subject to certain exceptions, in the event that an option holder ceases to hold a position with the Company or ceases to provide consulting or investor relations activities for or on behalf of the Company, as the case may be, all unvested options granted to such option holder will expire and terminate immediately and all vested options granted to such option holder will expire upon the earlier of (a) the expiry date of the options, and (b) the 30th day after the option holder ceases to hold a position with the Company or ceases to provide consulting or investor relations activities for or on behalf of the Company, as the case may be.

The Plan was approved by the shareholders of the Company at the March Meeting.

Options that are outstanding as of the date of this Prospectus or that will be outstanding on closing of the Offering are as follows:

Category of Optionee	Number of Optionees[6]	Total Number of Options Issued[1]	Exercise Price(s) of Options	Expiry Date(s) of Options
All executive officers and past executive officers as a group	2[2]	650,000	$0.40 - $0.90	December 4, 2025 – 5th anniversary of the closing of the Offering
All directors and past directors as a group, excluding executive officers and past executive officers	3[3]	280,000	$0.90	5th anniversary of the closing of the Offering
All employees and past employees as a group	nil[4]	nil	n/a	n/a
All consultants as a group	10[5]	765,000	$0.40 - $0.90	September 14, 2025 - 5th anniversary of the closing of the Offering

Notes:

(1) Each one Option is exercisable into one Common Share subject the terms and conditions of such Option and the Plan.

(2) Ranjit Bath, CEO, was granted 200,000 Options at an exercise price of $0.40 per Option on December 4, 2020 and will be granted 300,000 Options at an exercise price equal to the Offering Price on the Listing Date. Blake Sing, CFO and Corporate Secretary, will be granted 150,000 Options at an exercise price equal to the Offering Price on the Listing Date.

(3) The directors of the Company who are not also executive officers of the Company are Daniel Gallucci, Sheetal Jaitly, Mark Smithyes, Kirstine Stewart and Andrew Parks. 60,000 Options to Sheetal Jaitly, 80,000 Options to Mark Smithyes, 60,000 Options to Kirstine Stewart and 80,000 Options to Andrew Parks will be granted at an exercise price equal to the Offering Price on the Listing Date.

(4) The Company has no employees.

(5) Consultant Bill Tyler was granted 100,000 Options at an exercise price of $0.40 per Option on September 14, 2020. 665,000 Options will be granted to consultants of the Company at the Offering Price on the Listing Date.

Equity Incentive Plan

The Equity Incentive Plan was adopted by the Board effective February 12, 2021. The Equity Incentive Plan provides flexibility to the Company to grant equity-based incentive awards in the form of restricted share units and deferred share units (as described in further detail below, and collectively referred to as "**Awards**") to attract, retain and motivate qualified directors, officers, employees and consultants (collectively referred to as "**participants**") of the Corporation.

The purpose of the Equity Incentive Plan is to, among other things: (i) provide the Corporation with a mechanism to attract, retain and motivate qualified directors, officers, employees and consultants of the Corporation; (ii) reward directors, officers, employees and consultants that have been granted Awards under the Equity Incentive Plan for their contributions toward the long-term goals and success of the Corporation; and (iii) enable and encourage such directors, officers, employees and consultants to acquire Common Shares of the Corporation as long-term investments and proprietary interests in the Corporation.

The Equity Incentive Plan provides that the maximum number of Common Shares which may be reserved for issuance under the Equity Incentive Plan, together with any of the Corporation's other security based compensation arrangements ("**Security Based Compensation Arrangements**"), which currently includes stock options under the Plan, may not exceed 10% of the issued Common Shares.

The plan administrator of the Equity Incentive Plan (the "**Equity Incentive Plan Administrator**") will initially be the Board or a committee of the Board, if delegated. The Equity Incentive Plan Administrator will: determine which directors, officers, employees or consultants are eligible to receive Awards under the Equity Incentive Plan; determine any additional vesting provisions or other restrictions on Awards; determine conditions under which Awards may be granted, vested or settled, including establishing performance goals; establish the form of Award agreement ("**Award Agreement**"); cancel, amend or adjust Awards in compliance with the Equity Incentive Plan; and make all other determinations and take all other actions necessary or advisable for the implementation and administration of the Equity Incentive Plan. In addition, the Equity Incentive Plan Administrator will interpret the Equity Incentive Plan and may adopt administrative rules, regulations, procedures and guidelines governing the Equity Incentive Plan or any Awards granted under the Equity Incentive Plan as it deems to be appropriate. The Equity Incentive Plan Administrator may also from time to time, without notice and without approval of the holders of the Common Shares, amend, modify, change, suspend or terminate the Equity Incentive Plan or any Awards granted pursuant thereto as it, in its discretion, determines appropriate, provided that: (i) no such amendment, modification, change, suspension or termination of the Equity Incentive Plan or any Award granted pursuant thereto may, subject to termination for cause, materially impair any rights of a Participant or materially increase any obligations of a Participant under the Equity Incentive Plan without the consent of such Participant, unless the Equity Incentive Plan Administrator determines such adjustment is required or desirable in order to comply with any applicable securities laws or stock exchange requirements. Further, the Equity Incentive Plan Administrator may also from time to time, without notice and without approval of the holders of the Common Shares, make any such amendments to the Equity Incentive Plan as are required for compliance with the policies of the applicable exchange on which the Common Shares are listed and posted for trading. Notwithstanding the above, and subject to the rules of the CSE, the approval of shareholders is required to effect any of the following amendments to the Equity Incentive Plan: (a) increasing the number of Common Shares reserved for issuance under the Equity Incentive Plan, except

pursuant to the provisions in the Equity Incentive Plan which permit the Equity Incentive Plan Administrator to make equitable adjustments in the event of transactions affecting the Corporation or its capital; (b) extending the term of Awards beyond the original expiry, subject to application of blackout policies; or (c) permitting Awards to be transferred to a person.

Awards of restricted share units and deferred share units may be made under the Equity Incentive Plan. All of the Awards are subject to the conditions, limitations, restrictions, exercise price, vesting, settlement and forfeiture provisions determined by the Equity Incentive Plan Administrator, in its sole discretion, subject to such limitations provided in the Equity Incentive Plan, and will generally be evidenced by an Award Agreement. In addition, subject to the limitations provided in the Equity Incentive Plan and in accordance with applicable law, the Equity Incentive Plan Administrator may accelerate or defer the vesting or payment of Awards, cancel or modify outstanding Awards, and waive any condition imposed with respect to Awards or Common Shares issued pursuant to Awards.

A restricted share unit ("**RSU**") is a unit equivalent in value to a Common Share credited by means of a bookkeeping entry in the books of the Corporation which entitles the holder to receive one Common Share for each RSU. RSUs shall, unless otherwise determined by the Equity Incentive Plan Administrator, and as specifically set out in the Award Agreement, vest as to 1/3 on each of the first, second and third anniversaries of the date of grant. Upon settlement, which shall be within 60 days of vesting, and in any event no later than December 15 of the third year following the year in respect of which the RSU is granted, holders of RSUs will receive any or a combination of the following (as determined solely at the discretion of the Equity Incentive Plan Administrator): (i) one fully paid and non-assessable Common Share issued from treasury in respect of each vested RSU; (ii) one fully paid and non-assessable Common Share purchased by the Company on the open market by an independent broker designated by the Equity Incentive Plan Administrator in respect of each vested RSU; or (iii) a cash payment. Any cash payment is determined by multiplying the number of RSUs redeemed for cash by the market value of a Common Share (calculated with reference to the five-day volume weighted average trading price) (the "**Market Price**") on the date of settlement.

A deferred share unit ("**DSU**") is a unit equivalent in value to a Common Share credited by means of a bookkeeping entry in the books of the Corporation which entitles the holder to receive one Common Share for each DSU on a future date, which is no earlier than the termination of services of the Participant with the Corporation, and no later than one year after the termination of services of the Participant with the Corporation, subject to the discretion of the Equity Incentive Plan Administrator. DSUs shall, unless otherwise determined by the Equity Incentive Plan Administrator, and as specifically set out in the Award Agreement, vest as to 1/3 on each of the first, second and third anniversaries of the date of grant. In addition to grants made by the Equity Incentive Plan Administrator to all participants, DSUs allow for directors of the Corporation to elect that any portion of a director's fees may be payable in DSUs upon the election by such director. Upon settlement, holders of DSUs will receive any or a combination of the following (as determined solely at the discretion of the Equity Incentive Plan Administrator): (i) one fully paid and non-assessable Common Share issued from treasury in respect of each vested DSU; or (ii) a cash payment. Any cash payment is determined by multiplying the number of DSUs redeemed for cash by the Market Price of a Common Share on the date of settlement.

If a settlement date for an Award occurs during, or within nine business days after, a trading black-out period imposed by the Corporation to restrict trades in its securities, then, notwithstanding any other provision of the Equity Incentive Plan, unless the delayed expiration would result in tax penalties, the Award shall be settled no more than ten business days after the trading black-out period is lifted by the Corporation.

Although the Equity Incentive Plan does not stipulate a term for Awards granted thereunder, they must vest and settle in accordance with the provisions of the Equity Incentive Plan and any applicable Award Agreement, which Award Agreement may include an expiry date for a specific Award.

The following table describes the impact of certain events that may, unless otherwise determined by the Equity Incentive Plan Administrator or as set forth in an Award Agreement, lead to the early expiry of Awards granted under the Equity Incentive Plan:

Termination for cause	Forfeiture of all unvested Awards. At the discretion of the Equity Incentive Plan Administrator, vested Awards may also be forfeited.
Voluntary resignation of a Participant	Forfeiture of all unvested Awards.
Termination other than for cause	Forfeiture of all unvested Awards. Settlement of all vested Awards in accordance with the Equity Incentive Plan.
Death or disability of a Participant	Acceleration of vesting of all unvested Awards.

The Equity Incentive Plan was approved by the shareholders of the Company at the March Meeting.

As of the date of this Prospectus, no restricted share units or have been granted under the Equity Incentive Plan.

Finder's Warrants

In connection with the $0.40 Private Placement and as compensation to certain finders, the Company issued an aggregate of 185,788 finder's warrants, each exercisable to purchase one Common Share at an exercise price of $0.40 per Common Share for a period of two years from the date of issuance.

Agents' Over-Allotment Option and Agents' Options

The Company has granted the Agents the Agents' Over-Allotment Option exercisable at the Agents' discretion, to purchase from the Company up to 1,333,333 Additional Shares, representing, in the aggregate, 15% of the number of Offered Shares sold in the Offering, at a price equal to the Offering Price, to cover over-allocations, if any, and for market stabilization purposes. The Agents' Over-Allotment Option is exercisable in whole or in part, at any time for a period of 60 days following the Closing Date.

In addition, pursuant to the terms of the Agency Agreement, the Company will issue Agents' Options to the Agents, entitling the Agents to purchase that number of Agents' Option Shares equal to 7% of the Offered Shares and Additional Shares sold by the Company pursuant to the Offering (excluding any Offered Shares sold pursuant to President's List Sales) at a price per Agents' Option Share equal to the Offering Price at any time prior to 4:30 p.m. (Toronto time) on the date that is 24 months following the Listing Date.

PRIOR SALES OF SECURITIES

Since incorporation on May 8, 2019, the Company has completed the following distributions of its securities:

March 6, 2020 to Date of the Prospectus	Number of Securities	Price per security / Exercise Price[(2)]	Reason for Issuance
May 8, 2019	100 Common Shares	$0.01	Incorporator Share
June 23, 2020	6,650,000 Common Shares	$0.01	Issued pursuant to non-brokered private placement of Common Shares
June 24, 2020	7,180,000 Common Shares	$0.04	Issued pursuant to non-brokered private placement of Common Shares
June 24, 2020[(1)]	2,902,125 Common Shares	$0.04	Issued pursuant to independent contractor agreements with each of Jaime Hackett, Richard Dionisio, Dr. Ernest Ho, Kaveh Kavoosi, Daniel Gallucci and Joshua Pong
August 20, 2020	1,518,750 Common Shares	$0.40	Issued pursuant to tranche 1 of $0.40 Private Placement
August 20, 2020	75,938 finder's warrants	$0.40	Issued in connection with $0.40 Private Placement
September 1, 2020	100,000 Options	$0.40	Option grant to consultant Bill Tyler

March 6, 2020 to Date of the Prospectus	Number of Securities	Price per security / Exercise Price[(2)]	Reason for Issuance
September 8, 2020	1,022,500 Common Shares	$0.40	Issued pursuant to tranche 2 of $0.40 Private Placement
September 8, 2020	5,000 finder's warrants	$0.40	Issued in connection with $0.40 Private Placement
September 23, 2020	1,529,500 Common Shares	$0.40	Issued pursuant to tranche 3 of $0.40 Private Placement
September 23, 2020	18,750 finder's warrants	$0.40	Issued in connection with $0.40 Private Placement
October 1, 2020	1,587,500 Common Shares	$0.40	Issued pursuant to tranche 4 of $0.40 Private Placement
October 1, 2020	76,100 finder's warrants	$0.40	Issued in connection with $0.40 Private Placement
October 1, 2020	50,000 Options	$0.40	Issued pursuant to independent contractor agreement with Laura Milne. Ms. Milne's engagement with the Company ended January 1, 2020. As such, all unvested Options held by Ms. Milne (being 25,000 Options) terminated effective January 1, 2021 and all vested Options held by Ms. Milne (being the remaining 25,000 Options) terminated January 31, 2021 pursuant to the provisions of the Plan.
October 1, 2020	35,000 Common Shares	$0.40	Issued pursuant to independent contractor agreement with Laura Milne
December 4, 2020	200,000 Options	$0.40	Option grant to Ranjit Bath, CEO & Director
Total:	**22,961,263**		

Notes:

(1) A total of 1,717,000 Common Shares were issued to Daniel Gallucci on June 24, 2020 pursuant to the terms of an independent contractor agreement with the Company. No other Common Shares are held or controlled by the directors, officers, insiders or promoters of the Company.

(2) No shares were re-priced to comply with stock exchange requirements.

Purchasers under the Offering will experience immediate dilution of their invested capital due to shares that were issued at $0.01. Purchasers under the Offering will contribute $5,000,000/$8,000,000 of an aggregate amount of capital contributed to the Company of 8,197,086/$11,197,086, being 27.90%/71.45%, and will receive 5,555,555/8,888,888 shares of the 28,530,412/31,863,745 shares outstanding on Closing, being 19.5%/27.9% (assuming the Agents' Over-Allotment is not exercised), in respect of the Minimum Offering and Maximum Offering, respectively.

ESCROWED SECURITIES

Escrowed Securities

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

"Principals" include all persons or companies that, on the completion of the initial public offering, fall into one of the following categories:

(a) directors and senior officers of the Company or a material operating subsidiary of the Company, at the time of the initial public offering;

(b) promoters of the Company during the two years preceding the initial public offering;

(c) those who own and/or control, directly or indirectly, more than 10% of the Company's voting securities (on a fully diluted basis) immediately before and immediately after completion of the initial public offering and if they also have elected or appointed or have the right to elect or appoint a director or senior officer of the Company or of a material operating subsidiary of the Company;

(d) those who own and/or control more than 20% of the Company's voting securities (on a fully diluted basis) immediately before and immediately after completion of the initial public offering; and

(e) the spouse(s) and relative(s) that live at the same address as any of the above.

Pursuant to NP 46-201, the Principals of the Company and their spouses and certain relatives who hold Common Shares will be required to enter into an escrow agreement (the "**Escrow Agreement**") with the Company and the Odyssey, as escrow agent on or before the completion of the Offering. Effective the Listing Date, a total of 1,717,000 Common Shares and 930,000 Options (the "**Escrowed Securities**") held by the Principals of the Company will be deposited into escrow, pursuant to the Escrow Agreement.

At the time of an initial public offering, an issuer is classified for the purposes of NP 46-201 escrow as either an "exempt issuer", an "established issuer" or an "emerging issuer." Uniform terms of automatic timed-release escrow apply to Principals of issuers carrying out initial public offerings, differing only according to the classification of the issuer. The Company will be classified as an "emerging issuer" under NP 46-201 upon the Listing Date, and accordingly the Escrow Agreement will provide for release of the Escrowed Securities over the thirty-six months following the Listing Date, with an initial 10% released upon the Listing Date, and the balance of a Principal's Escrowed Securities released from escrow in equal blocks of 15% at six month intervals as follows:

Release Date	Release Schedule
On the Listing Date	1/10 of the escrow securities
Six months after the Listing Date	1/6 of the remaining escrow securities
Twelve months after the Listing Date	1/5 of the remaining escrow securities
Eighteen months after the Listing Date	1/4 of the remaining escrow securities
Twenty-four months after the Listing Date	1/3 of the remaining escrow securities
Thirty months after the Listing Date	1/2 of the remaining escrow securities
Thirty-six months after the Listing Date	The remaining escrow securities

If the Company achieves "established issuer" status during the term of the Escrow Agreement, the release schedule will change. If the Company becomes an established issuer eighteen months or more after its Listing Date, all Escrowed Securities will be released immediately. If the Company becomes an established issuer within eighteen months of its Listing Date, there will be a catch-up release of all Escrowed Securities that would have been released had the Company been an established issuer as of its Listing Date, and remaining Escrowed Securities will be released in equal instalments on the day that is six months, twelve months, and eighteen months after the Listing Date.

The Principals of the Company for the purposes of NP 46-201 are Ranjit Bath, Blake Sing, Daniel Gallucci, Sheetal Jaitly, Mark Smithyes, Andrew Parks.

The following securities of the Company will be held by, and are subject to the terms of, the Escrow Agreement:

Name	Number and Designation of Class of Security	Percentage of Class of Securities Prior to the Offering (%)[1]	Percentage of Class of Securities Held After Giving Effect to the Minimum Offering (%)[2]	Percentage of Class of Securities Held After Giving Effect to the Maximum Offering (%)[3]
Ranjit Bath	500,000 Options	33.3%	5.9%	5.9%
Blake Sing	150,000 Options	n/a	8.8%	8.8%
Daniel Gallucci	1,717,000 Common Shares	7.7%	6.0%	8.8%
Sheetal Jaitly	60,000 Options	n/a	3.5%	3.5%
Mark Smithyes	80,000 Options	n/a	4/7%	4.7%
Andrew Parks	80,000 Options	n/a	4.7%	4.7%
Kirstine Stewart	nil	n/a	3.5%	3.5%

Notes:

(1) Based on 22,425,475 Common Shares issued and outstanding prior to the Offering.

(2) Assumes 28,530,412 Common Shares are issued and outstanding upon completion of the Minimum Offering and includes 493,827 Common Shares to be issued to the TribalScale on the Closing Date. See "Consolidated Capitalization".

(3) Assumes 31,863,745 Common Shares are issued and outstanding upon completion of the Maximum Offering and includes 493,827 Common Shares to be issued to the TribalScale on the Closing Date. See "Consolidated Capitalization".

Contractual Holds

Certain holders of an aggregate of 14,640,225 Common Shares purchased for less than $0.40 per Common Share pursuant to the June 23, 2020 and June 24, 2020 private placements shall execute and deliver to the Agents a lock-up agreement dated the Closing Date, whereby each holder shall agree not to directly or indirectly sell or agree to sell any of such Common Shares without the prior written consent of the Agents, such consent not to be unreasonably withheld, on or before the date such Common Shares are released in accordance with the following schedule (subject to certain limited exceptions, including transfers to affiliates and transfers pursuant to a take-over bid or similar transaction):

Release Date	Release Schedule
On the Listing Date	15% of the Common Shares purchased at less that $0.40
Two months after the Listing Date	15% of the Common Shares purchased at less that $0.40
Four months after the Listing Date	15% of the Common Shares purchased at less that $0.40
Six months after the Listing Date	15% of the Common Shares purchased at less that $0.40
Eight months after the Listing Date	15% of the Common Shares purchased at less that $0.40
Ten months after the Listing Date	15% of the Common Shares purchased at less that $0.40
Twelve months after the Listing Date	The remaining Common Shares purchased at less that $0.40

In addition, 375,000 Common Shares issued at a price of $0.04 per Common Share held by Beacon will be subject to a 12 month contractual lock up from the Listing Date. Such Common Shares may not be sold, transferred, assigned, pledged or otherwise disposed of, except in limited circumstances, before the date that is 12 months from the Listing Date.

In addition, 123,456 of the 493,827 Common Shares to be issued to TribalScale on the Closing Date will be subject to a 12 month contractual lock up from the Closing Date. Such Common Shares may not be sold, transferred, assigned, pledged or otherwise disposed of, except in limited circumstances, before the date that is 12 months from the Closing Date.

4 Month Hold

This Prospectus may not qualify for distribution a portion of the Agents' Fee Shares, if any, and the Corporate Finance Fee Shares and such Agents' Fee Shares and the Corporate Finance Fee Shares would be subject to the applicable 4 month hold period and resale restrictions imposed under applicable securities laws.

PRINCIPAL SECURITYHOLDERS

To the knowledge of the directors and officers of the Company, as of the date of this Prospectus, no person beneficially owns or exercises control or direction over Common Shares carrying more than 10% of the votes attached to the Common Shares.

DIRECTORS AND OFFICERS

Ranjit Bath, Daniel Gallucci, Sheetal Jaitly, Mark Smithyes, Andrew Parks and Kirstine Stewart are the current directors of the Company.

The following table provides the names, municipalities of residence, position and principal occupations of each current director, and executive officer, and the number of voting securities of the Company that each current director and executive officer beneficially owns, directly or indirectly, or exercises control over, as of the dates set forth below.

Name and Municipality of Residence	Position to be Held with the Company	Principal Occupation for the Past Five Years	Securities Beneficially Owned Directly or Indirectly (at the date of this Prospectus)[(1)]	Percentage of Securities Held Prior to completion of the Offering
Ranjit Bath Age: 50 Los Angeles, CA	Chief Executive Officer (since Dec 2020) and Director (since March 2021)[(5)]	Chief Marketing Officer, Cogni Inc. (from 2018 to 2020) SVP, Global Head of Consumer Marketing, Blippar LLC (from 2016 to 2018)	nil Common Shares 200,000 Options	n/a
Blake Sing Age: 33 Toronto, ON	Chief Financial Officer and Corporate Secretary (since February 2021)	Private consulting (from 2019 to 2021) Director of Finance, CannTrust Holdings Inc. (from 2017 to 2019) Manager, Ernst & Young LLP (from 2013 to 2017)	nil Common Shares	n/a
Daniel Gallucci Age: 45 Halifax, NS	Chief Innovation Officer (since December 14, 2020), Director[(5)]	Owner, Flux Bionetworks (from 2018 to present) Founder, Dg2 (from 2013 to Current)	1,717,000 Common Shares nil Options	7.7%
Sheetal Jaitly Age: 40 Toronto, ON	Director (since March 2021)[(5)]	Chief Executive Officer, TribalScale (from 2015 to current)	nil Common Shares nil Options	n/a

Name and Municipality of Residence	Position to be Held with the Company	Principal Occupation for the Past Five Years	Securities Beneficially Owned Directly or Indirectly (at the date of this Prospectus)[1]	Percentage of Securities Held Prior to completion of the Offering
Mark Smithyes[2][4] Age: 52 Toronto, ON	Director (since March 2021)[5]	President, Life Sciences Consulting (from 2020 to present) President, Labtician Thea Inc. (from 2017to 2019) Country Head, Alcon Inc. (2016 to 2017)	nil Common Shares nil Options	n/a
Andrew Parks[2][3] Age: 35 Toronto, ON	Director (since March 2021)[5]	CEO, Fountain Asset Corp (2017 to present) Portfolio Manager, Forge First Asset Mngt (2015 to 2017)	nil Common Shares nil Options	n/a
Kirstine Stewart[2] Age: 53 Toronto, ON	Director (since March 2021)[6]	World Economic Forum Executive Committee (from 2018 to present); former VP, Media North America - Twitter (from 2014 to 2016); former Head of Canadian Broadcasting Corporation (from 2010 to 2013)	nil Common Shares nil Options	n/a

Notes:

(1) The information as to securities beneficially owned, controlled or directed has been furnished by the directors and officers as of the date of this Prospectus. See "Escrowed Securities".
(2) Denotes a member of the Audit Committee of the Company.
(3) Denotes the Audit Committee Chair.
(4) Denotes the Chair of the Board.
(5) Elected as a director of the Company at the March Meeting.
(6) Appointed to the board of directors by resolution of the Board effective March 11, 2021

Term of Office

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

Biographies

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

Ranjit Bath (Age: 50)

Mr. Bath is an inspirational leader with over 20 years of experience in various senior-level marketing and branding roles. Previously, as VP Corporate Strategy at Beats Music (the streaming service owned by the Beats Electronics division of Apple Inc.), he was instrumental in driving strategy, partnerships and revenue, working with the brand through a $3Bn acquisition by Apple Inc.. Ranj is an avid investor and advisor across a number of health, wellness and technology companies, including being an early stage investor in companies such as Bulletproof 360 Inc. and ClassPass Inc. that has now reached over $1Bn valuation.

Mr. Bath will devote approximately 100% of his time to the Company. Mr. Bath will be responsible for the vision and execution of all activities of the Company and will provide the services typical of a Chief Executive Officer. Mr. Bath has experience engaging and leading teams across geographical distances through the use of video conferencing and other telecommunication tools. Mr. Bath is subject to non-disclosure and non-competition covenants pursuant to his independent contractor agreement in place with the Company dated December 4, 2020. Mr. Bath is an independent contractor of the Company. See "Compensation of Executive Directors".

Blake Sing (Age: 33)

Mr. Sing has been the Chief Financial Officer and Corporate Secretary of the Company since February 1, 2021. Prior to his appointment as an officer of the Company, Mr. Sing provided consulting services for clients in regard to Financial Reporting, ERP implementation, reporting and control processes. Mr. Sing was a Corporate Controller at WeedMD from June 2020 to December 2020, the VP Finance at Heritage Cannabis from December 2019 to March 2020, the Director of Finance for CannTrust Holdings Inc. from 2017 to 2019 and a manager at Ernst and Young LLP from 2013 to 2017. Mr. Sing received a Bachelor of Commerce from the University of Cape Town in 2010 and a CPA/CA Designation in 2017.

Mr. Sing will devote approximately 100% of his time to the Company. Mr. Sing will be responsible for the financial activities of the Company and will provide the services typical of a Chief Financial Officer and Corporate Secretary. Mr. Sing is subject to non-disclosure and non-competition covenants pursuant to his independent contractor agreement in place with the Company dated February 1, 2021. Mr. Sing is an independent contractor of the Company. See "Compensation of Executive Directors".

Daniel Gallucci, Chief Innovation Officer and Director (Age: 45)

Mr. Gallucci has been the Chief Innovation Officer of the Corporation since December 14, 2020. Mr. Gallucci was the founder and acted as Director of Rehabilitation and Performance for Flux Bionetworks from 2014 to present. Mr. Gallucci was the founder of DG2, a data driven rehabilitation company, from 2013 to present. He has a Bachelor in Exercise Science and a minor in Psychology from the University of Connecticut, Diplomat Osteopath Manual Practitioner (DOMP) from Sutherland Academy of Osteopathy. Additionally, he completed a clinical neuroscience program with specialities in Neurologic Performance, Traumatic Brain Injury, Vestibular Rehabilitation, Neurodevelopmental Rehabilitation and Neurochemistry from Carrick Institute of Graduate Studies.

Mr. Gallucci will devote approximately 100% of his time to the Company. Mr. Gallucci will be responsible for the future innovation and product development activities of the Company and will provide the services typical of a Chief Innovation Officer. Mr. Gallucci is subject to non-disclosure and non-competition covenants pursuant to his independent contractor agreement in place with the Company dated March 31, 2020. Mr. Gallucci is an independent contractor of the Company. See "Compensation of Executive Directors".

Sheetal Jaitly, Director (Age: 40)

Mr. Jaitly is the founder and CEO of TribalScale, a software design and development company. He has been working in the tech sector for over 15 years. Mr. Jaitly was also a Director at Xtreme Labs from August 2010 until August 2015. Additionally, he is a Board Member for the Ontario Association of Food Banks and participates as a mentor at the Founder Institute and the DMZ at Ryerson University. See "Directors and Executive Officers – Conflicts of Interest".

Mr. Jaitly will devote approximately 5% of his time to the Company or such greater amount of time as is necessary. Mr. Jaitly has not entered into a non-competition or non-disclosure agreement with the Company. Mr. Jaitly's responsibilities will be those typical of a director of a public company.

Mark Smithyes, Director (Age: 52)

Mr. Smithyes is the currently a life sciences consultant. He was previously the President of Labtician Thea Inc. and a Country Head of the Pharmaceutical Business Unit at Alcon Inc., a Novartis company. He is currently the Chair of Life Sciences Ontario and was previously a Director at Medtech Canada and New Circles Community Services. He has an MBA from Northwestern University – Kellogg School of Management and was a graduate from Western University with a Bachelor of Arts.

Mr. Smithyes will devote approximately 5% of his time to the Company or such greater amount of time as is necessary. Mr. Smithyes has not entered into a non-competition or non-disclosure agreement with the Company. Mr. Smithyes's responsibilities will be those typical of an independent director of a public company.

Andrew Parks, Director (Age: 35)

Mr. Parks is the current CEO and Director of Fountain Asset Corporation. He was previously a Portfolio Manager and Research Analyst/Trader for Forge First Asset Management. He is a Chartered Financial Analyst from the CFA Institute. He graduated from Wilfred Laurier University with an Honours Bachelor of Business Administration.

Mr. Parks will devote approximately 5% of his time to the Company or such greater amount of time as is necessary. Mr. Parks has not entered into a non-competition or non-disclosure agreement with the Company. Mr. Parks's responsibilities will be those typical of an independent director of a public company.

Kirstine Stewart, Director (Age: 53)

Kirstine Stewart is internationally recognised for her groundbreaking work and leadership at the intersection of media and technology. After establishing Twitter's first Canada office (preIPO), she went on to lead Twitter's Media team across North America, including Entertainment, News and Sports. Prior, Kirstine was the head of the Canadian Broadcasting Corporation and all television, radio and online English services after a succession of global broadcasting executive roles at Hallmark Cards, Inc., Trio NewsWorld International and Alliance Atlantis Communications Inc. A supporter of tech entrepreneurship by establishing shows like Dragons' Den and formerly as an advisor with Ryerson's DMZ, Kirstine is a founding member of MaRS Coalition of Innovators Against Racism and currently sits on the CAMH Foundation Board. Kirstine is author of best-selling business book "Our Turn" published by Random House.

Ms. Stewart will devote approximately 5% of her time to the Company or such greater amount of time as is necessary. Ms. Stewart has not entered into a non-competition or non-disclosure agreement with the Company Ms. Stewart 's responsibilities will be those typical of an independent director of a public company.

Share Ownership by Directors and Officers

As at the date of this Prospectus, the Company's current directors and executive officers as a group beneficially own, directly or indirectly, or exercise control 2,232,625 Common Shares collectively representing 8.2% of the issued and outstanding Common Shares, and 5.3% on a fully diluted basis.

Corporate Cease Trade Orders

To our knowledge, no director or executive officer of the Company, is or has been, within the ten years preceding the date of this Prospectus, a director, chief executive officer or chief financial officer of any company that:

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

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

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

Andrew Parks was a director of Braingrid Limited when it was subject to a cease trade order during 2020 due to failure to file certain continuance disclosure documents. Braingrid Limited was reinstated for trading effective October 27, 2020.

Penalties or Sanctions

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

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

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

Personal Bankruptcies

To our knowledge and other than as disclosed below, no director or executive officer of the Company, or any shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company:

(a) is, as at the date of this Prospectus, or has been within the 10 years before the date hereof, a director or executive officer of any company, including us, that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

(b) has, within the 10 years before the date of this Prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or became subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

Sheetal Jaitly is the CEO of TribalScale, which, on May 19, 2020, filed a Notice of Intention to Make a Proposal under the Bankruptcy and Insolvency Act. MNP Ltd. was appointed as Trustee in the proposal. On, July 31, 2020, TribalScale's proposal proceedings were continued under the *Companies' Creditors Arrangement Act* ("**CCAA**"). TribalScale exited CCAA protection on January 28, 2021 after successfully restructuring its balance sheet and there are no further proceedings as against TribalScale.

Conflicts of Interest

The directors of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interests that they may have in any project or opportunity of the Company. If a conflict of interest arises at a meeting of the Board, any director in a conflict will disclose his, her or their interest and abstain from voting on such matter. Other than disclosed herein, there are no existing or potential material conflicts of interest among the Company, its promoters, directors and officers or other members of management of the Company or of any proposed promoter, director, officer or other member of management as a result of their outside business interests, except that certain of the directors and officers serve as directors and officers of other companies, and therefore it is possible that a conflict may arise between their duties to the Company and their duties as a director or officer of such other companies.

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

Sheetal Jaitly, a director of the Company, is the CEO of TribalScale. On October 7, 2020, the Company engaged TribalScale to provide design, engineering, quality assurance and product management support for the Company's Mobile Application pursuant to the terms of the TribalScale SOW and a master services agreement dated October 21, 2020. Pursuant to the terms of the TribalScale SOW, the Company will issue to TribalScale will issue to TribalScale a total of 493,827 Common Shares on the Closing Date at a deemed price of $0.81 per Common Share. 123,456 of the 493,827 Common Shares to be issued to TribalScale on the Closing Date will be subject to a 12 month contractual lock up from the Closing Date. Such Common Shares may not be sold, transferred, assigned, pledged or otherwise disposed of, except in limited circumstances, before the date that is 12 months from the Closing Date.

COMPENSATION OF EXECUTIVE OFFICERS

Compensation Discussion and Analysis

The Company's Named Executive Officers for the purposes of this section are Ranjit Bath (CEO) and Blake Sing (CFO).

The Company was not a reporting issuer in any jurisdiction at any time during its most recently completely financial year. As a result, certain information required by Form 51-102F6V – *Statement of Executive Compensation – Venture Issuers* ("**Form 51-102F6V**") has been omitted pursuant to Section 1.3(8) of Form 51- 102F6V.

Future compensation to be awarded or paid to the Company's directors and/or executive officers, including NEOs, is expected to consist primarily of management fees, stock options and bonuses. Payments may be made from time to time to executive officers, including Named Executive Officers, or companies they control for the provision of consulting or management services. Such services are paid for by the Company at competitive industry rates for work of a similar nature done by reputable arm's length services providers.

During the next 12 months, the Company expects to pay fees at competitive industry rates for management services pursuant to the terms of management consulting agreements that the Company plans to enter into with its executive officers, including NEOs; and to grant incentive stock options to all of the Company's directors and management, including NEOs, pursuant to the Plan. The Board will from time to time determine the stock option grants and awards to be made pursuant to the Plan and Equity Incentive Plan. See "Stock Options" and "Awards under Equity Incentive Plan" below and "Options and Other Rights to Purchase Securities". It is also anticipated that the Board may award bonuses, in its sole discretion, to executive officers (including NEOs) from time to time. See "Employment, Consulting and Management Agreements" below.

Notwithstanding the above, the Company is in the development stage and has an informal compensation program and strategy. Management is committed to developing the operations of the Company and will establish a formal compensation program for directors and executive officers once it begins generating revenues sufficient to sustain operations. The Board is responsible for determining, by way of discussions at Board meetings, the ultimate compensation to be paid to the executive officers of the Company. The Company does not have a formal compensation program with set benchmarks; however, the performance of each executive will be considered along with the Company's ability to pay compensation and its results of operation for the period.

The Company relies solely on its Board to determine the executive compensation that is to be paid to NEOs and directors without any formal objectives, criteria, or analysis. Management fee payments made to NEOs for management services provided to the Company in connection with their executive officer duties, as well

as stock option grants under the Plan, are the only form of compensation awarded to, earned by, paid or payable to the NEOs from incorporation to the date of this Prospectus. Other than compensation paid to the NEOs, as well as stock option grants under the Plan to independent directors, no compensation was paid to the Company's directors in their capacity as directors of the Company or in their capacity as members of a committee of the Board during the Company's most recently completed financial year.

Stock Options

The purpose of the Plan is to advance the interests of the Company and its shareholders by attracting, retaining and motivating the performance of selected directors, officers, employees or consultants of the Company of high caliber and potential and to encourage and enable such persons to acquire and retain an interest in the Company by ownership of its Common Shares. The amount and terms of outstanding Options held by an executive are taken into account when determining whether and how new option grants should be made to the executive. The exercise periods are to be set at the date of grant. The stock option grants may contain vesting provisions in accordance with the Plan. "Options and Other Rights to Purchase Securities".

The Board has the responsibility of administering the compensation policies related to the directors and executive management of the Company, including option-based awards.

The Plan was approved by the shareholders of the Company at the March Meeting.

Awards under Equity Incentive Plan

The purpose of the Equity Incentive Plan is to, among other things: (i) provide the Corporation with a mechanism to attract, retain and motivate qualified directors, officers, employees and consultants of the Corporation; (ii) reward directors, officers, employees and consultants that have been granted Awards under the Equity Incentive Plan for their contributions toward the long-term goals and success of the Corporation; and (iii) enable and encourage such directors, officers, employees and consultants to acquire Common Shares of the Corporation as long-term investments and proprietary interests in the Corporation.

The Board has the responsibility of administering the compensation policies related to the directors and executive management of the Company, including awards under the Equity Incentive Plan.

The Equity Incentive Plan was approved by the shareholders of the Company at the March Meeting.

Employment, Consulting and Management Agreements

Other than the executive contractor agreements described below, the Company does not have any other compensation agreements or arrangements in place with respect to services provided by a NEO or director.

The Company and Ranjit Bath entered into a contractor agreement dated December 4, 2020 (the "**Bath Contractor Agreement**"). The Bath Contractor Agreement has a two (2) year term. Pursuant to the terms of the Bath Contractor Agreement, Mr. Bath will serve as CEO of the Company, will undertake the duties and exercise the powers of that office and shall perform and assume such other reasonable additional duties and responsibilities as the Board may require and assign from time to time. As compensation for the performance of such duties, the Company shall pay Mr. Bath a base annual salary of USD$250,000 in equal monthly installments. Mr. Bath is also eligible for discretionary cash milestone payments in amounts to be determined by the Board. In addition, under the terms of the Bath Contractor Agreement, Mr. Bath is entitled the following Option grants: (a) 200,000 Options at an exercise price of $0.40 upon signing of the Bath Contractor Agreement, (b) 300,000 Options at an exercise price equal to the Offering Price upon closing of the Offering; and (c) 500,000 Options at an exercise price equal to the then current market price upon the earlier of the closing of the Company's first financing following the Offering or the closing of a transfer, purchase, assignment, amalgamation, merger, combination, consolidation, arrangement or other reorganization involving the Company.

Under the Bath Contractor Agreement, the Company may terminate the agreement immediately upon material breach by Mr. Bath and at any time, without advance notice, upon payment of the following amounts to Mr. Bath:

(a) any earned and unpaid monthly fees; and

(b) all reasonable expenses incurred by Mr. Bath prior to the termination date but not yet reimbursed; and

(c) in respect of:

(i) termination which occurs from the period following the expiration of Probation Period (defined as 90 days following December 4, 2020) until the last day of year one of the agreement, a lump sum equal to six (6) months of the annual fees then payable to Mr. Bath;

(ii) termination which occurs during year two of the agreement, a lump sum equal to twelve (12) months of the annual fees then payable to Mr. Bath.

The Company and Blake Sing entered into a contractor agreement dated February 1, 2021 (the "**Sing Contractor Agreement**"). The Sing Contractor Agreement provides for a three-year term beginning February 1, 2021 . Pursuant to the terms of the Sing Contractor Agreement, Mr. Sing will serve as CFO of the Company, will undertake the duties and exercise the powers of that office including but not limited to overseeing all finance functions of the organization and assisting with strategy and operations from time to time as required. As compensation for the performance of such duties, the Company shall pay Mr. Sing a base annual salary of $130,000 in equal monthly installments. Mr. Sing is also eligible to receive up to 30% of his annual salary in cash incentives based on performance metrics to be determined by the Board. Mr. Sing is entitled to reimbursement for personal health insurance of up to $200 per month and all reasonable expenses incurred in connection with the Company's business, in accordance with the Company's applicable policies and subject to written approval by the Company. In addition, Mr. Sing is entitled to a grant of 150,000 Options at any exercise price equal to the Offering Price upon closing of the Offering to vest over a period of three years with 1/3 of the Options vesting on each anniversary date from the later of (a) date of grant; and (b) the completion of the Probation Period (as defined in the Sing Contractor Agreement).

Termination and Change of Control Benefits

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

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

There is not as of the date of this Prospectus, nor has there been since the Company was incorporated on May 8, 2019, any indebtedness of any director, executive officer, senior officer, employee or any former director, executive officer, employee or senior officer or any associate of any of them, to or guaranteed or supported by the Company either pursuant to an employee stock purchase program of the Company or otherwise, and no such individual is or has been indebted to any other entity where the indebtedness is the subject of a guarantee, support agreement, letter of credit, or similar arrangement or understanding by the Company.

AUDIT COMMITTEES AND CORPORATE GOVERNANCE

Audit Committee

Audit Committee Charter

The Board established an Audit Committee on April 19, 2021. The Audit Committee's role is to assist the Board in fulfilling its responsibilities of oversight and supervision of the accounting and financial reporting practices and procedures on behalf of the Company and its direct and indirect subsidiaries, the adequacy of internal accounting controls and procedures, and the quality and integrity of the financial statements of the Company. In addition, the Audit Committee is responsible for overseeing the audits of the financial statements of the Company, for directing the auditors' examination of specific areas, for the selection of the independent external auditors of the Company and for the approval of all non-audit services for which the auditors of the Company may be engaged.

On April 19, 2021, the Board adopted a charter delineating the Audit Committee's responsibilities (the "**Audit Committee Charter**"). The Audit Committee Charter in proposed form is attached to this Prospectus as Schedule C.

Composition of the Audit Committee

The Company's Audit Committee is composed of the following members:

Member	Independent/Not Independent[(1)]	Financially Literate/ Not Financially Literate[(2)]
Andrew Parks[(3)]	Independent	Yes
Mark Smithyes	Independent	Yes
Kirstine Stewart	Independent	Yes

Notes:

(1) A member of an audit committee is independent if the member meets the meaning of that term as defined in section 1.4 of National Instrument 52-110 - *Audit Committees* ("**NI 52-110**").

(2) As defined by NI 52-110.

(3) Denotes Audit Committee Chair

In accordance with section 6.1.1(3) of NI 52-110 relating to the composition of the audit committee for venture issuers, a majority of the members of the Audit Committee are not executive officers, employees or control persons of the Company.

See "Directors and Officers" for the biographies of the audit committee members.

Audit Committee Oversight

The Audit Committee will, among other things, make recommendations to the Board to nominate or compensate an external auditor.

Reliance on Certain Exemptions

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

(a) the exemption in section 2.4 of National Instrument 52-110 (De Minimis Non-audit Services);

(b) the exemption in subsection 6.1.1(4) of National Instrument 52-110 (Circumstance Affecting the Business or Operations of the Venture Issuer);

(c) the exemption in subsection 6.1.1(5) of National Instrument 52-110 (Events Outside Control of Member);

(d) the exemption in subsection 6.1.1(6) of National Instrument 52-110 (Death, Incapacity or Resignation); or

(e) an exemption from National Instrument 52-110, in whole or in part, granted under Part 8 of National Instrument 52-110 (Exemption).

Pre-Approval Policies and Procedures

The Company will adopt specific policies and procedures for the engagement of non-audit services pursuant to its Audit Committee Charter. Pursuant to Section 14 of the Audit Committee Charter, all non-audit services (being all services other than "audit services" (as such term is defined in NI 52-110) which are proposed to be provided by the external auditors to the Company or any subsidiary of the Company shall be subject to the prior approval of the Audit Committee. The Audit Committee may delegate to one or more independent members of the Audit Committee the authority to pre-approve non-audit services, provided any non- audit services approved in this manner must be presented to the Audit Committee at its next scheduled meeting. The Audit Committee shall pre-approve all non-audit services to be provided to the Company or its subsidiaries by the Company's external auditor and permit all non-audit services, other than non-audit services where: (i) the aggregate amount of all such non-audit services that were not pre-approved is reasonably expected to constitute no more than five per cent of the total amount of fees paid by the Company and its subsidiaries to the Company's external auditor during the fiscal year in which the services are provided; (ii) the Company or its subsidiary, as the case may be, did not recognize the services as non-audit services at the time of the engagement; and (iii) the services are promptly brought to the attention of the Committee and approved, prior to the completion of the audit, by the Audit Committee or by one or more of its members to whom authority to grant such approvals had been delegated by the Audit Committee.

External Auditor Service Fees (By Category)

The following table sets forth the "audit fees," "audit-related fees," "tax fees," and "other fees" billed in the year ended September 30, 2020 and the quarters ended December 31, 2020 and March 31, 2021.

	Audit Fees ($)	**Audit Related Fees ($)**	**Tax Fees ($)**	**Other Fees ($)**
For the year ended September 30, 2020[(1)]	nil	nil	nil	nil
For the quarter ended December 31, 2020[(2)]	45,000	nil	nil	nil
For the quarter ended March 31, 2021	nil	nil	nil	nil

Note:

(1) Auditor of the Company, MNP LLP, was engaged after the year ended September 30, 2020.

(2) Includes Audit Fees related to the 2020 Financial Year, review engagement fees for quarter ended December 31, 2020 and fees related to the preparation of this Prospectus.

Section 6.1 Exemption

The Company is relying upon the exemption in section 6.1 of NI 52-110 for venture issuers which allows for an exemption from [Part 3 - Composition of the Audit Committee] and Part 5 - Reporting Obligations of NI 52-110, which respectively exempts a "venture issuer" (as defined in NI 52-110) from the requirements to comply with the restrictions on the composition of its Audit Committee, and the disclosure requirements of its Audit Committee as more specifically set out in NI 52-110.

Corporate Governance

Corporate governance relates to the activities of the Boards, the members of which are elected by and are accountable to the shareholders of the Company, 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.

Board of Directors

As of the date of this Prospectus the Board is comprised of six (6) directors. Three (3) members of the Board qualify as "independent" directors within the meaning of NI 52-110, being Mark Smithyes, Kirstine Stewart and Andrew Parks, and three (3) member of the Board, Sheetal Jaitly, Ranjit Bath and Daniel Gallucci are not independent, by reason of Mr. Jaitly holding the office of CEO of TribalScale, Mr. Bath holding the position of CEO of the Company and Mr. Gallucci holding the position of Chief Innovation Officer of the Company.

Directorships

The following directors of the Company currently hold directorships in other reporting issuers as set out below:

Name of Director	Name of Other Reporting Issuer
Andrew Parks	Braingrid Limited (CSE) Fountain Asset Corp. (TSX Venture Exchange) Prominex Resource Corp. (unlisted) Global Health Clinics Ltd. (CSE)
Kirstine Stewart	Think Research Corporation (TSX Venture Exchange)

Orientation and Continuing Education

If and when new directors are appointed to the Board they will receive orientation, commensurate with their previous experience, on the Company's business, assets and industry and on the responsibilities of directors. Meetings of the Board are sometimes held at the Company's offices and, from time to time, are combined with presentations by the Company's management to give the directors additional insight into the Company's business. In addition, management of the Company makes itself available for discussion with all members of the Board.

Ethical Business Conduct

The Company has adopted a code of ethics and business conduct policy (the "Code") which provides a general statement of the Company’s expectations regarding the ethical standards that each director, officer and employee should adhere to while acting on behalf of the Company. Each director, officer and employee is expected to read and become familiar with the ethical standards described in this Code and may be required, from time to time, to affirm his or her agreement to adhere to such standards.

The Code endorses the following principles: (a) honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships; (b) full, fair, accurate, timely and understandable disclosure; (c) compliance with applicable governmental laws, rules and regulations; and (d) accountability by all directors, officers and employees to adhere to the policy. The Code addresses bribery and corruption, conflicts of interest and corporate opportunities, insider trading, protection of confidential information, fair dealing, related party transactions, discrimination and harassment, health and safety, accurate record keeping, and political contributions.

Nomination of Directors

The Board has not formed a nominating committee or similar committee to assist the Board with the nomination of directors for the Company. The Board considers itself too small to warrant creation of such a committees, and the Board believes that they have sufficient contacts which they can draw upon to identify new members of the Board as needed from time to time.

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

Compensation

The Company does not have a compensation committee or a formal compensation policy. The Company relies solely on the Board 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.

Other Board Committees

At this time, the Board does not have any standing committees other than the Audit Committee.

Assessments

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

The Board does not formally assess the performance or contribution of individual members of the Board or of any of the Company's committees.

PLAN OF DISTRIBUTION

The Offering

This Prospectus qualifies the distribution of the Offered Shares issued to purchasers upon completion of the Offering.

Pursuant to the Agency Agreement the Company has appointed the Agents to act as its agents to conduct the Offering in the Offering Jurisdictions on a commercially reasonable efforts agency basis of a minimum 5,555,555 Offered Shares and a maximum of 8,888,888 Offered Shares at the Offering Price for a minimum gross proceeds of $5,000,000 and a maximum gross proceeds of $8,000,000, subject to the terms and conditions of the Agency Agreement. The Offering Price was determined by negotiation between the Company and the Agents.

Subscriptions will be received for the Offered Shares offered hereby, subject to rejection or acceptance by the Company in whole or in part, and the Agents reserve the right to close the subscription books at any time provided the Agents have received subscriptions in aggregate equal to the Offering. Upon rejection of a subscription, or in the event that the Offering does not complete within the term of the Agency Agreement or the time required by the Securities Commissions, the subscription price and the subscription will be returned to the subscriber forthwith without interest or deduction. In accordance with regulatory

requirements, subscription funds will be held by a depositary that is a registrant, bank or trust company until the closing of the Offering.

If subscriptions representing the minimum $5,000,000 are not received within 90 days of the issuance of a receipt for the final prospectus, or if a receipt has been issued for an amendment to the final prospectus, within 90 days of the issuance of such receipt and in any event not later than 180 days from the date of receipt for the final prospectus, the Offering will cease. The Agents, pending closing of the Offering, will hold in trust all subscription funds received pursuant to the provisions of the Agency Agreement. If the Offering is not completed, the subscription proceeds received by the Agents in connection with the Offering will be returned to the subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agents.

The obligations of the Agents under the Agency Agreement may be terminated at the Agents' discretion upon the occurrence of certain stated events. The Agents are not obligated to purchase any of the Offered Shares under the Offering.

Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice.

Applicable securities rules provide that the Company may only qualify securities issued or paid as compensation to the Agents for acting as agents in respect of the Offering in an amount up to 10% of the Offering (on an as-if-converted basis). The Agents' Options (and the Agents' Option Shares issuable upon the exercise thereof) in an amount of 7% are qualified by this Prospectus. Accordingly, other securities issued to the Agents that comprise the remaining 3% of the Offering are permitted to be qualified by this Prospectus. The Company and the Agents have not determined whether such 3% balance will be comprised of a portion of the Agents' Fee Option (and underlying Agents' Fee Shares) and/or the Corporate Finance Fee Shares as such determination will be made at Closing, but in no event will more than 10% of securities issued or paid as compensation to the Agents pursuant to the Offering be qualified.

Except for Offered Shares issued to persons who are accredited investors in the United States, which shall be issued in certificated form, or as otherwise required by law or in accordance with certain regulatory requirements, it is expected that the Offered Shares sold under the Offering will be issued in electronic book entry form through CDS or its nominee. Consequently, purchasers of Offered Shares will receive a customer confirmation from the registered dealer that is a CDS participant from or through which the Offered Shares were purchased and no certificate evidencing the Offered Shares will be issued. Registration will be made through the depository services of CDS. A purchaser of Offered Shares will receive only a customer confirmation from the registered dealer from or through which the Offered Shares were purchased as to the number of Offered Shares subscribed for.

The Offered Shares have not been and will not be registered under the U.S. Securities Act or any United States state securities laws and, subject to registration under the U.S. Securities Act and applicable United States state securities laws or certain exemptions therefrom, may not be offered, sold, transferred, delivered or otherwise disposed of, directly or indirectly, within the United States. The Agents may offer the Offered Shares in the United States pursuant to available exemptions from the registration requirements of the U.S. Securities Act.

There are no payments in cash, securities or other consideration being made, or to be made, to a promoter, finder or any other person or company in connection with the Offering other than the payments to be made to the Agents in accordance with the terms of the Agency Agreement.

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

This Prospectus also qualifies the distribution of 493,827 Common Shares issuable to TribalScale (as defined herein) in respect TribalScale's delivery of design, engineering, quality assurance and product management services for the Company's Mobile Application pursuant to the TribalScale SOW (as defined herein).

Agents' Compensation

Agents' Options, Agents' Fee Shares and Corporate Finance Fee Shares

The Company has agreed to grant Agents' Options to the Agent, entitling the Agents to subscribe for that number of Agents' Option Shares equal to 7% of the Offered Shares and Additional Shares, if any, sold by the Company pursuant to the Offering (excluding any Offered Shares sold pursuant to President's List Sales) at an exercise price per Agents' Option Share equal to the Offering Price at any time prior to 4:30 p.m. (Toronto time) on the date that is 24 months following the Listing Date. This Prospectus qualifies the distribution of the Agents' Options and the Agents' Option Shares issuable upon the exercise thereof

The Company has further agreed to pay the Agents the Agents' Fee equal to the sum of (i) 7% of the gross proceeds of the Offering (including any gross proceeds raised on exercise of the Agents' Over-Allotment Option (as defined below) but excluding the gross proceeds raised from President's List Sales) and (ii) 3.5% of the gross proceeds raised from the President's List Sales. The Company has agreed to grant the Agents' Fee Option to the Agent, entitling the Agents to receive Agents' Fee Shares in satisfaction of payment, in whole or in part, of the Agents' Fee. This Prospectus may qualify a portion of the Agents' Fee Option and the Agents' Fee Shares.

The Company has further agreed to pay the Agents the Corporate Finance Fee, 50% of which is payable Corporate Finance Fee Shares. This Prospectus may qualify a portion of the Corporate Finance Fee Shares.

Except for a deposit, in the amount of $30,000, all cash commissions, together with all other expenses of the Offering, will be paid by the Company out of the proceeds of the Offering. The Company has also agreed to pay the Agents' expenses related to the Offering, including reasonable legal fees, taxes and disbursements. The expenses include incidentals, legal fees and other incidentals incurred as part of the Offering. The amounts of these expenses are not included in the Agents' compensation and are meant as reimbursement of expenses incurred by the Agents.

Listing Application

The Company has applied to the CSE for conditional approval to list its Common Shares. The Common Shares are anticipated to trade under the symbol "MEND", or such other symbol approved by the CSE. Listing will be subject to the Company fulfilling all of the listing requirements of the CSE, including without limitation, the distribution of the Offered Shares to a minimum number of public shareholders and the Company meeting certain financial and other requirements.

As at the date of this Prospectus, the Company does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, a U.S. marketplace, or a marketplace outside of Canada and the United States of America (other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc).

RISK FACTORS

An investment in the Offered Shares offered hereunder should be considered highly speculative due to the nature of the Company's business and the present stage of development. An investment in the Company's securities is suitable only for those knowledgeable and sophisticated investors who are willing to risk loss of their entire investment. Prospective investors should consult with their professional advisors to assess

an investment in the Company's securities. In evaluating the Company and its business, investors should carefully consider, in addition to the other information contained in this Prospectus, the risk factors set forth below. These risk factors are not a definitive list of all risk factors associated with an investment in the Company or in connection with the Company's operations.

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

Corporate History

Limited Operating History

We have a very limited history of operations. As such, we are subject to many risks common to such enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources and lack of revenues. There is no assurance that we will be successful in achieving a return on shareholders' investment and the likelihood of our success must be considered remote in light of our early stage of operations.

Negative Operating Cash Flow and No Revenue to Date

Although we expect to become profitable, there is no guarantee that will happen, and we may never become profitable. We currently have a negative operating cash flow and may continue to have a negative operating cash flow for the foreseeable future. To date, we have not generated any revenues and we expect significant capital investment will be required to begin earning revenue. Our ability to generate revenues and potential to become profitable will depend largely on our ability to manufacture and market our products and services, which will depend on a number of factors, including among others, the Company's ability to obtain regulatory approvals for its products, the ability of the Company to secure partnerships for distribution and sales of the Company's products, as well as for research with respect to future products, and the Company's ability to achieve acceptance among customers for any developed product. There can be no assurance that any such events will occur or that we will ever become profitable. Even if we do achieve profitability, we cannot predict the level of such profitability.

Additional Financing

The Company has no source of operating cash flow to fund all of its operational needs and will require significant additional financing to continue its operations. There can be no assurance that such financing will be available at all or on favourable terms. Failure to obtain such additional financing could result in delay or indefinite postponement of the Company's deployment of its products. Additional financing may dilute the ownership interest of the Company's shareholders at the time of the financing, and may dilute the value of their investment.

Uncertainty of Additional Capital

The Company anticipates expending substantial funds to carry out the development, distribution and manufacture of its products. The Company will require additional funds for these purposes through one or more public or private equity financings, by taking on debt financing, or from other sources. No assurance can be given that such additional funds will be available on acceptable terms or at all. If such funds are unavailable or are only available at a prohibitive cost, the Company may have to significantly curtail its product development program or seek funds through financing alternatives. Any additional equity financing may result in dilution to existing shareholders.

General Venture Company Risks

The Offered Shares must be considered highly speculative due to the nature of the Company's business, the early stage of its deployment, its current financial position and ongoing requirements for capital. An investment in the Offered Shares should only be considered by those persons who can afford a total loss of investment, and is not suited to those investors who may need to dispose of their investment in a timely fashion. Investors should consult with their own professional advisors to assess the legal, financial and other aspects of an investment in the Offered Shares.

The Company's Financial Position and Results of Operations may differ from Management's Expectations

The Company's actual financial position and results of operations may differ materially from management's expectations and the Company's revenue, net income and cash flow may differ materially from the Company's projected revenue, net income and cash flow. The process for estimating the Company's revenue, net income and cash flow requires the use of judgment in determining the appropriate assumptions and estimates. These estimates and assumptions may be revised as additional information becomes available and as additional analyses are performed. In addition, the assumptions used in planning may not prove to be accurate, and other factors may affect the Company's financial condition or results of operations.

Products and Business

Government Regulation

The manufacturing, packaging, labeling, advertising, sale and distribution of the Company's planned products and services is subject to regulation by one or more governmental authorities, and various agencies of the federal, provincial, state and localities in which the Company's products or services are, or will be sold. These government authorities may attempt to regulate any of the Company's products that fall within their jurisdiction. For example, such governmental authorities may not accept the evidence of safety or efficacy for any ingredients that the Company may want to market, may determine that the ingredients that the Company uses or the quantities or combinations in which the Company uses them requires additional or different regulation or requirements than that determined by the Company, may determine that a service proposed to be offered by the Company is subject to regulation that other online or digital services are not typically subject to, may determine that a particular product or product ingredient presents an unacceptable health risk and may determine that a particular statement of nutritional support that the Company wants to use is an unacceptable claim. In the last case, for example, such a determination would prevent the Company from marketing particular products or using certain statements of nutritional support on its products.

In addition, government authorities could require the Company to remove a particular product or service from the market or take other field actions with regard to products or services in the market. Any recall, removal or other field action would result in additional costs to the Company, including lost revenues from any products that we are required to remove from the market, any of which could be material. Any such product recalls or product or service removals could lead to liability, substantial costs and reduced growth prospects, all of which could be material.

There can be no assurance that the Company will not experience difficulties with its efforts to comply with applicable regulations as they change in the future or that its continued compliance efforts (or failure to comply with applicable requirements) will not have a material adverse effect on the Company's results of operations, business, prospects and financial condition.

Regulations - No Guarantee of Product Approval

Currently, food and drug agencies in Canada and the United States, namely Health Canada and the FDA, require companies in the nutraceutical industry to comply with regulations concerning the manufacture,

testing, safety, effectiveness, labeling, documentation, advertising and sale of products and product candidates and ultimately obtain regulatory approval of products prior to approving the sale of natural products for consumption.

Refusal or delay by a regulatory agency to approve one or more of the Company's products or services, or a determination by a regulatory agency that more stringent regulations apply to the Company's products than anticipated by the Company, could have a materially adverse effect on the marketing of the Company's products, the timeline of the Company's ability to sell such products and services, and on the Company's capital resources and liquidity. Regulatory agencies may require more information or could approve a product or service with a label with one or more limitations or features that is not desirable for the Company's planned commercialization of the product or service. Furthermore, future legislative or administrative measures could lead to the implementation of government regulations that are unfavourable to the Company. It is impossible to predict the scope of any unfavourable government regulations stemming from future legislative or administrative measures.

The Company may not be able to Develop, Manufacture, Market, Sell or Distribute its Products, Services and Future Products and Services

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

Limited Scientific Research and Clinical Studies Completed Relating to the Efficacy of the Company's Products and Services

The fields of nutraceuticals and mobile digital health are relatively new. Only limited clinical studies and peer reviewed medical literature exist for the Company's products and services, and therefore any claims relating to the potential efficacy of the Company's products may be uncertain. New studies and information may present a risk to the Company's proposed products or services, ability to offer them, or regulations concerning them.

Manufacturing and Marketing

The Company has limited experience in developing nutraceutical products, functional nutritional ingredients and mobile health applications. The Company's products and services have never been manufactured on a commercial scale, and there is no guarantee these products or services can be manufactured at a price or in quantities that are commercially viable. The Company does not currently have the infrastructure or capability internally to process and manufacture its current or proposed products and services. The Company expects to rely on third-party manufacturers and developers to develop, process and manufacture all of its products and services. There is no guarantee that the Company's third-party manufacturers will be able to meet the Company's needs, in terms of timing of deliveries, or quantity or quality of products and services. The Company's third-party manufacturers may experience regulatory issues with government agencies, which could cause their manufacturing activities to be halted or delayed. If the Company is unable to obtain through an adequate procurement contract the necessary products, substances and development services under conditions which it deems acceptable, or if it has to deal with delays or difficulties in its relationship with the third-party manufacturers or developers, the Company's activities could be hampered, which would delay the market launch and subsequent sale of its products and services. Such delays could have a material adverse effect on the Company's activities, financial condition and operating results.

There is no guarantee that any product or services successfully developed by the Company and approved for sale will be accepted by the market. If successfully developed, the Company's products and services

will be competing with many other alternative health companies, mobile health applications, nutraceutical natural supplements and functional ingredients used in the composition of pharmaceutical products manufactured and marketed by major companies in the nutraceutical, mobile health and pharmaceutical industries as well as new products and services currently under development by these and other companies. Much of the Company's marketing efforts will focus on social media and influencer initiatives and will depend on the ability of brand ambassadors and lifestyle influencers to properly market and promote the Company's products and services. Any loss of reputation or negative medial attention of the Company's brand ambassadors and lifestyle influencers could negatively effect the success of the Company's marketing efforts and could have a material adverse effect on the Company's activities, financial condition and operating results. Furthermore, any loss the Company's brand ambassadors and lifestyle influencers for any reason could also effect the success of the Company's marketing efforts and could have a material adverse effect on the Company's activities, financial condition and operating results.

The degree of market acceptance for any product or service developed by the Company will depend on the success of the Company's marketing efforts, the product's or service's potential usefulness, efficiency and safety and its potential benefits over other similar products and services in the same space. There is no guarantee that consumers will accept and use products or services developed by the Company, and lack of acceptance by the market would have a material adverse effect on the Company's activities, financial condition and operating results.

Reliance on Third-Party Service Providers

The Company relies on certain third party service providers, including third party application developer TribalScale and contract manufacturer Prime Nutrisource, in connection with the operation of its business. If the Company's relationships with either TribalScale or Prime Nutrisource were to terminate, for any reason, the Company would need to establish new relationships with other third party services providers. There can be no assurance that the Company will be able to enter into new third party service agreements or that any new agreement entered into by the Company would have terms at least as favourable as currently in place with TribalScale and Prime Nutrisource.

In the event that the Company's relationship with any of its third party service providers is terminated and the Company is not able to reach an agreement with another third party service provider on at least as favorable terms, there could be a material adverse effect on the Company's business and operations.

Raw Materials

The Company's third-party manufacturers must acquire the requisite raw materials required to manufacture the Company's products so that the products can be produced to meet the demand of the Company's customers. A raw material shortage could result in loss of sales and damage to the Company. If the Company's third-party manufacturers become unable to acquire raw materials on a timely basis and at commercially reasonable prices, and are unable to find one or more replacement suppliers at substantially equivalent cost, in substantially equivalent volumes and quality, and on a timely basis, the Company will likely be unable to meet customer demand.

Limited Number of Products

The Company is heavily reliant on the production and distribution of nutraceutical products and monetization of the Mobile Application. If the Company's products and Mobile Application do not achieve sufficient market acceptance, it will be difficult for the Company to achieve profitability. Management expects the Company's revenues to be derived primarily from the sales of nutraceutical products in the near-term, and the Company expects that the sale of its nutraceutical products will account for substantially all of its revenue for the foreseeable future. If the nutraceutical market declines or if the Company's products fail to achieve commercial viability, the Company may not be able to grow its revenues sufficiently for it to achieve profitability. Even if products to be distributed by the Company conform to applicable safety and quality standards, sales could be adversely affected if consumers in target markets lose confidence in the safety, efficacy, and quality of nutraceuticals. Adverse publicity about nutraceutical products may

discourage consumers from buying products distributed by the Company. Furthermore, in the event the Company decides to sell subscriptions or other digital products through the Mobile Application at some point in the future, the success of the Company's ability to do so will depend on large-scale acceptance from consumers willing to pay subscription or other fees, failing which, the Company may not be able to grow its revenues sufficiently for it to achieve profitability from this prospective segment of its business.

Inventory Management

The Company may hold finished nutraceutical products in inventory that have a limited shelf life, as it is normal for certain nutraceuticals to degrade over time. The Company's inventory may reach expiration without sale, and even though the Company intends to diligently manage its inventory, it may be required to write-down the value of any inventory that has reached expiration, which could have a material adverse effect on the Company's business, financial condition, and results of operations.

Requirement for Licences Which Have Not Been Obtained and Licensing Risks

The Company's ability to sell its products and services in Canadian retail outlets is dependent on the Company receiving all required licenses and approvals from the requisite regulatory authorities.

In Canada, the Company's ability to sell nutraceuticals products in retail is dependent on determinations by the Natural and Non-Prescription Health Products Directorate, including obtaining the requisite Canadian Health Product Authorizations. In Canada, the Company's ability to market and commercialize its Mobile Application may require application of the classification rules and licensing requirements of the Medical Devices Regulation under the Food and Drugs Act. There is a risk the Company's products or services may never obtain requisite authorizations or licenses, that the requisite authorizations or licenses will not be obtained on the timeline or with the rights or restrictions anticipated by the Company. The timing and success of the Company's applications is beyond the Company's control and is in the sole discretion of Health Canada and its relevant directorates and divisions. If the Company is able to obtain appropriate authorizations, failure to comply with the requirements of any regulations could have a material adverse impact on the business, financial condition and operating results of the Company.

In the United States, the FDA regulates the formulation, manufacturing, preparation, packaging, labeling, holding, and distribution of foods, drugs and dietary supplements under the FFDCA and the DSHEA. Generally, under the DSHEA, dietary ingredients that were on the market prior to October 15, 1994 may be used in dietary supplements without notifying the FDA. New dietary ingredients (i.e., not marketed in the U.S. prior to October 15, 1994) must be the subject of a new dietary ingredient notification submitted to the FDA unless the ingredient has been "present in the food supply as an article used for food" without being "chemically altered." A new dietary ingredient notification must provide the FDA with evidence of a "history of use or other evidence of safety" establishing that use of the dietary ingredient "will reasonably be expected to be safe." A new dietary ingredient notification must be submitted to the FDA at least 75 days before the initial marketing of the new dietary ingredient. There can be no assurance that the FDA will accept the evidence of safety for any new dietary ingredients that the Company may want to market, and the FDA's refusal to accept such evidence could prevent the marketing of such dietary ingredients, and/or could lead to potential litigation or penalties. Failure to comply with the FFDCA or any FDA regulations could have a material adverse impact on the business, financial conditions and operating results of the Company.

A further risk is that a proposed natural health product becomes classified as something other than a health product, or that a health application becomes classified as software as a medical device. For example, in Canada, if the ingredients in a proposed product are such that they become regulated by the Food and Drugs Regulation or Controlled Drugs and Substances Act instead of the Natural Health Products Regulation, this would result in a higher level of regulation and scrutiny. As a further example, in Canada, if a digital health application contains certain functionality or is used for certain purposes, it may be required to be licensed and regulated as a medical device known as "Software as a Medical Device" under the Medical Devices Regulations under the Food and Drugs Act. Similarly, the FDA in the United States may consider software to be a regulated medical device if it is intended for use in the diagnosis of disease or

other conditions, or in the cure, mitigation, treatment, or prevention of disease, in man or other animals. If this were to occur, it could require extensive changes to the Company's operations and required filings and approvals, which could negatively impact the Company's profitability and have a material adverse effect on its business, financial condition, liquidity and results of operations.

The Company's nutraceutical products are not intended to be food or drug products and its Mobile Application is not intended to be a medical device or used in the diagnosis, treatment, cure, mitigation or prevention of any disease. The Company may be subject to legal and regulatory actions if its products or services were classified as drug or food products or as medical devices with respect to the marketing and sale of its products or services.

Consequences of Violations of Laws and Regulations

The formulation, manufacturing, packaging, holding, labeling, promotion, advertising, importation, distribution and sale of the Company's nutraceutical products will be subject to regulation by various governmental authorities. The Company could be subject to fines and penalties, including under administrative, civil and criminal laws for violating applicable laws and the Company's products could be banned or subject to recall from the marketplace. The Company could also be subject to possible business and consumer claims under applicable statutory, product liability and common laws. Any such enforcement actions could have a material adverse effect on our business or financial performance.

No Guarantee of Development

The prospects for companies in the nutraceutical industry or mobile health and software industry are generally deemed uncertain, given the emerging nature of the industries and, accordingly, investments in nutraceutical or mobile health companies should be viewed as highly speculative. The achievement of the Company's long-term objectives will depend on the successful development and marketing of products and services currently under development. Many of the Company's products and services are currently in the research and development stage, which is the stage with the highest risk for a company in the nutraceutical industry. There is no guarantee that the Company's products or services will achieve commercial viability.

Significant Ongoing Costs and Obligations

The Company expects to incur significant ongoing costs and obligations related to its investment in developing its business, products and service which could have a material adverse impact on the Company's results of operations, financial condition and cash flows. The Company's efforts to grow its business may be costlier than expected, and the Company may not be able to increase its revenue enough to offset its higher operating expenses. The Company may incur significant losses in the future for a number of reasons, including the other risks described in this Prospectus, and unforeseen expenses, difficulties, complications and delays, and other unknown events. If the Company is unable to achieve and sustain profitability, the market price of its Common Shares may significantly decrease.

Changes in Laws or Regulations

The operations carried on by the Company are subject to legislation, policies and controls administered by various public bodies in the jurisdictions in which the Company operates, and there is currently no uniform regulation applicable to nutraceutical products and mobile applications worldwide. There can be no assurance that the Company fully complies with all of these laws, regulations and other constraints, particularly as they change over time. The exercise of discretion by authorities under existing regulations, the implementation of new regulations or the modification of existing regulations affecting the industry of the Company are beyond the control of the Company and could have a material adverse impact on the Company and its business. There can be no assurance that the Company will be able to comply with any future laws, rules, regulations and policies. Failure by the Company to comply with applicable laws, rules, regulations and policies may subject it to civil or regulatory proceedings, including fines or injunctions, which may have a material adverse effect on the Company's business, financial condition, liquidity and results of

operations. In addition, compliance with any future laws, rules, regulations and policies could require extensive changes to the Company's operations, which could negatively impact the Company's profitability and have a material adverse effect on its business, financial condition, liquidity and results of operations.

Uncertainty of Revenue Growth

There can be no assurance that the Company can generate revenue growth, or that any revenue growth that is achieved can be sustained. Revenue growth that the Company may achieve may not be indicative of future operating results. In addition, the Company may increase further its operating expenses in order to fund higher levels of research and development, increase its sales and marketing efforts and increase its administrative resources in anticipation of future growth. To the extent that increases in such expenses precede or are not subsequently followed by increased revenues, the Company's business, operating results and financial condition will be materially adversely affected.

Success of Products and Services is Dependent on Public Taste

The Company's success will depend, in part, on its ability to develop, introduce and market new and innovative products and services. The ability of the Company to earn revenues is substantially dependent on the success of its products and services, which depends upon, among other matters, pronounced and rapidly changing public tastes, factors which are difficult to predict and over which the Company has little, if any, control. A significant shift in consumer demand away from the Company's proposed products or services or its failure to expand its current market position will harm its business. Consumer trends change based on several possible factors, including nutritional values, a change in consumer preferences or general economic conditions. If there is a shift in consumer demand, the Company will need to meet such demand through new and innovative products or services. The Company's ability to develop, market and produce new products and services is subject to it having substantial capital. There is no assurance that the Company will be able to develop new and innovative products or services or have the capital necessary to develop such products and services. Additionally, there is as a growing movement among some consumers to buy local products in an attempt to reduce the carbon footprint associated with transporting products from longer distances, and this could result in a decrease in the demand for products and ingredients that the Company may import from abroad or elsewhere in Canada. These changes could lead to, among other things, reduced demand and price decreases, which could have a material adverse effect on the Company's business.

No Assurance of Profit or Immediate Revenues

There is no assurance as to whether the Company will be profitable, earn revenues, or pay dividends. The Company has incurred and anticipates that it will continue to incur substantial expenses relating to the development and initial operations of its business. The payment and amount of any future dividends will depend upon, among other things, the Company's results of operations, cash flow, financial condition, and operating and capital requirements. There is no assurance that future dividends will be paid, and, if dividends are paid, there is no assurance with respect to the amount of any such dividends.

Dependence on Management and Key Personnel

The Company is dependent on certain members of its management and consultants. The loss of the services of one or more of them could adversely affect the Company. There is intense competition among companies in the nutraceutical industry for skilled employees, and the Company's success will depend on its ability to attract and retain skilled employees. There is no guarantee that the Company will be able to attract and keep personnel under conditions which it deems acceptable, now or in the future. The inability of the Company to recruit and retain such personnel would adversely affect the Company's operations and product development.

Health and Safety, Product Recall, Product Liability and Claims and Insurance

The Company's products are innovative, or contain certain innovative ingredients or combinations of ingredients. Although the Company believes these products (and the combinations of ingredients in them) to be safe when taken as directed, there is little long-term experience with consumption of certain nutraceutical products or the specific ingredients or combinations thereof in concentrated form used in the Company's products and as such previously unknown adverse reactions resulting from consumption could occur. The products could also have certain side effects if not taken as directed or if taken by a consumer that has known or unknown medical conditions. Such product-related risks, exacerbated by the difficulty with which consumers can isolate the Company's products' negative or positive effects on health, could lead to claims or litigation which could negatively affect the Company's business' financial condition, reputation and results of operations.

Generally, health and safety issues related to the Company's products may arise that could lead to litigation or other action against the Company or to regulation of certain of its product components. The Company may be required to modify its recipes, labeling or packaging and may not be able to do so. It may also be required to pay damages that may reduce its profitability and adversely affect its financial condition. Even if these concerns prove to be baseless, the resulting negative publicity could affect the Company's ability to market certain of its products and, in turn, could harm its business and results from operations.

The Company could decide to, or be required to, recall products due to the Company's breach of regulatory requirements, a product's potential for illness or injury (whether due to formulation, suspected or confirmed contamination or product tampering, or otherwise), or general efficacy and safety concerns. A product recall could adversely affect product sales, financial condition and results of operation, take considerable management time or attention, cause the Company to incur significant costs, and negatively impact Company's general reputation in the industry.

The testing, marketing, sale and use of products under development by the Company can carry product liability risks. There is no guarantee the Company will be able to avoid the significant risks of product liability. The Company expects that it will have to take out product liability insurance as it expands. There is no guarantee it could obtain suitable levels of insurance under satisfactory economic conditions or protect itself in any other way against potential product liability claims and this could interfere with, or prevent, the marketing of the products developed by the Company.

The Company may be required to pay for losses or injuries purportedly or actually caused by its products. In the event that the Company's products are found to cause any injury or damage, the Company will be subject to substantial liability. This liability may exceed the funds available by the Company and result in the failure of its business.

Marketing and Distribution Capabilities

In order to commercialize its products, the Company must either acquire or develop an internal marketing and sales force with technical expertise and with supporting distribution capabilities or arrange for third parties to perform these services. In order to market any of its products, the Company must either acquire or develop a sales and distribution infrastructure. The acquisition or development of a sales and distribution infrastructure would require substantial resources, which may divert the attention of its management and key personnel, and defer its product development and deployment efforts. To the extent that the Company enters into marketing and sales arrangements with other companies, its revenues will depend on the efforts of others. These efforts may not be successful. If the Company fails to develop substantial sales, marketing and distribution channels, or to enter into arrangements with third parties for those purposes, it will experience delays in product sales and incur increased costs.

Intellectual Property Rights and Limited Protection

Because of the time and money necessary to develop and market products and services, companies in the nutraceutical industry afford considerable importance to obtaining and maintaining the protection conferred by patents and trade secrets regarding new technologies, products and processes deemed to be significant. The Company currently does not have any patent applications.

In the event the Company does seek to obtain patents for its nutraceuticals, patent protection afforded to nutraceutical companies is uncertain and involves a great deal of complex legal, scientific and factual issues. Patents are available for some aspects of mobile applications, but they also involve complex issues. There are no laws or clear policies covering the scope of claims permitted in such cases or the degree of protection afforded pursuant to patents. These questions are further complicated in this area as a result of abundant publications and previous work. Accordingly, there is no guarantee that: (a) patents will be issued in any or all of the relevant jurisdictions; (b) legal action will not be taken to challenge the protection conferred by patents or that such challenges will be favourably decided; or (c) the scope of the patents that may be issued will effectively prevent third parties from developing similar and competitive products.

The products and services developed by the Company may include technology and processes that are not protectable by patents, which may be better protected by trade secret and which may be copied or improved by competitors. The success of the Company will depend, in part, on the ability of the Company to maintain trade secret protection over its proprietary techniques, product formulations intellectual property and processes. Accordingly, the Company may be vulnerable to competitors who develop a competitive technology or product, whether by independent means or after having obtained access to the Company's proprietary products, code or trade secrets. Also, claims filed in patent applications can be significantly reduced before a patent is approved.

There is no guarantee that patent applications that may be made on behalf of the Company will be granted, nor that these patents will provide legal protection against competitors, nor that they will provide significant protection of intellectual property rights or a competitive advantage. Furthermore, there is no guarantee that the any patents which the Company may obtain will not be declared invalid or inapplicable by a court or infringed or circumvented by other parties. To date, the Company has not conducted any analysis as to infringement on the Company's products.

The Company has applied for trademark protection in Canada and the United States in order to protect the Company's brand development and good will. The Company has currently not obtained any trademarks, and there is no guarantee that existing trademark applications will be registered successfully. If the marks we use are found to infringe upon the trademark or service mark of another company, we could be forced to stop using those marks and, as a result, we could lose any goodwill which has been developed in those marks and could be liable for damages caused by any such infringement. Failure to register trademarks for the Company or its products could require the Company to rebrand its products resulting in a material adverse impact on its business. Additionally, even if such trademark registrations are successful, there is no guarantee that the Company will be able to identify and diligently defend such rights against any third parties' usage of the same or similar marks.

Uncertainty of Use of Proceeds

Although the Company has set out its intended use of proceeds from this Offering, these intended uses are estimates only and subject to change. While management does not contemplate any material variation, management does retain broad discretion in the application of such proceeds. The failure by the Company to apply these funds effectively could have a material adverse effect on the Company's business, including the Company's ability to achieve its stated business objectives.

Unfavorable Publicity or Consumer Perception

The Company depends significantly on consumer perception regarding the safety and quality of its products and services. Consumer perception of products can be significantly influenced by adverse publicity in the form of published scientific research, media attention, social media, or other publicity, whether or not accurate, that associates consumption or use of the Company's products and services or any other similar product or service with illness or other adverse effects, or questions the benefits of the Company's or similar products and services or that claims that any such product or services are ineffective. A new product or service may initially be received favorably, resulting in high sales of that product, but sales may not be sustainable as consumer preferences change. Future scientific research or publicity could be unfavorable to the industries in which the Company operates or any of its particular products or services and may not be consistent with earlier favorable research or publicity. Unfavorable research or publicity could have a material adverse effect on the Company's ability to generate sales.

Product Recalls, Withdrawals or Seizures

We may be subject to product recalls, withdrawals or seizures if any of the products we sell are believed to cause injury or illness or if we are alleged to have violated governmental regulations in the manufacturing, labeling, promotion, sale or distribution of those products. A significant recall, withdrawal or seizure of any of the products we manufacture or sell may require significant management attention, would likely result in substantial and unexpected costs and may materially and adversely affect our business, financial condition or results of operations. Furthermore, a recall, withdrawal or seizure of any of our products may adversely affect consumer confidence in our brands and thus decrease consumer demand for our products. As is common in the nutraceuticals industry, we rely on our contract manufacturers and suppliers to ensure that the products they manufacture and sell to us comply with all applicable regulatory and legislative requirements. In general, we seek representations and warranties, indemnification and/or insurance from our contract manufacturers and suppliers. However, even with adequate insurance and indemnification, any claims of non-compliance could significantly damage our reputation and consumer confidence in our products. In addition, the failure of our products to comply with applicable regulatory and legislative requirements could prevent us from marketing the products or require us to recall or remove such products from the market, which in certain cases could materially and adversely affect our business, financial condition and results of operations. Furthermore, changes in the regulatory landscape could affect which raw materials are available for use in our products and could force us to change our products formulations which could adversely affect our sales and operations.

Environmental, Health and Safety Laws and Regulations

Our operations are subject to a variety of environmental, health and safety laws and regulations in each of the jurisdictions in which we operate. These laws and regulations govern, among other things, air emissions, wastewater discharges, the handling and disposal of hazardous substances and wastes, soil and groundwater contamination and employee health and safety. We are also subject to laws and regulations governing the handling and disposal of non-compliant products and waste, the handling of regulated material that is included in our products and the disposal of products at the end of their useful life. These laws and regulations have increasingly become more stringent, and we may incur additional expenses to ensure compliance with existing or new requirements in the future. Any failure by us to comply with environmental, health and safety requirements could result in the limitation or suspension of our operations. We also could incur monetary fines, civil or criminal sanctions, third-party claims or cleanup or other costs as a result of violations of or liabilities under such requirements. In addition, compliance with environmental, health and safety requirements could restrict our ability to expand any future facilities or require us to incur other significant expenses.

Generation of Mobile Application User Base

The success of the Mobile Application is subject to building and retaining an active user base. The Mobile Application is in the development stage and has not been launched to the public. Therefore, the Company cannot attest to user experience or acceptance. Risk exists that the Company will not be able to generate

a significant number of downloads and retain active users. Furthermore, the Company may not have the financial resources to sufficiently market the Mobile Application to drive user uptake. If the Company is unable to build and maintain an active user base, a core segment of the business and operations will be adversely affected.

Systems Failures and Resulting Interruptions

It is critical to our success that our customers and users be able to access our website and Mobile Application at all times. Our systems may experience service interruptions or degradation or other performance problems because of hardware and software defects or malfunctions, distributed denial-of-service and other cyberattacks, infrastructure changes, human error, earthquakes, hurricanes, floods, fires, natural disasters, power losses, disruptions in telecommunications services, fraud, military or political conflicts, terrorist attacks, computer viruses, ransomware, malware, or other events. Our systems also may be subject to break-ins, sabotage, theft, and intentional acts of vandalism, including by our own employees. Some of our systems are not fully redundant and our disaster recovery planning may not be sufficient for all eventualities. Our insurance may not be sufficient to cover all of our losses that may result from interruptions in our service as a result of systems failures and similar events.

Defects, Errors, or Vulnerabilities and Data Security Breaches

The software underlying our website and Mobile Application is highly complex and may contain undetected errors or vulnerabilities, some of which may only be discovered after the code has been released. Our practice will be to effect frequent releases of software updates. Any third-party software that we may incorporate into our Mobile Application and/or website may also be subject to errors or vulnerabilities. Any errors or vulnerabilities discovered in our code or from third-party software after release could result in negative publicity, a loss of users or loss of revenue, and access or other performance issues. Such vulnerabilities could also be exploited by malicious actors and result in exposure of data of users of our Mobile Application and website, or otherwise result in a security breach or other security incident. We may need to expend significant financial and development resources to analyze, correct, eliminate, or work around errors or defects or to address and eliminate vulnerabilities. Any failure to timely and effectively resolve any such errors, defects, or vulnerabilities could adversely affect our business, reputation, brand, financial condition, and results of operations.

Government Regulation of the Internet, Mobile Devices, and E-commerce

We are subject to general business regulations and laws as well as federal, provincial, and state regulations and laws specifically governing the Internet, mobile devices, and e-commerce that are constantly evolving. Existing and future laws and regulations, or changes thereto, may impede the growth of the Internet, mobile applications, e-commerce, or other online services, and increase the cost of providing online services, require us to change our business practices, or raise compliance costs or other costs of doing business. These regulations and laws, which continue to evolve, may cover taxation, tariffs, user privacy, data protection (including protection of personal health information), pricing and commissions, content, copyrights, distribution, social media marketing, advertising practices, mobile communications, electronic contracts and other communications, consumer protection, broadband residential Internet access, and the characteristics and quality of services. Any failure, or perceived failure, by us to comply with any of these laws or regulations could result in damage to our reputation and brand, a loss in business, and proceedings or actions against us by governmental entities or others, which could adversely affect our business, financial condition, and results of operations.

Use of Personal Information; Electronic Communications

The Company will collect, process, maintain and use data, including sensitive information on individuals, through its online activities, including its Mobile Application and Website, and user interactions with its business. The Company's current and future marketing programs may depend on its ability to collect, maintain and use this information, and its ability to do so is subject to evolving Canadian, United States and international laws and enforcement trends. The Company strives to comply with all applicable laws and

other legal obligations relating to privacy, data protection and customer protection, including those relating to the use of data for marketing purposes. It is possible, however, that these requirements may be interpreted and applied in a manner that is inconsistent from one jurisdiction to another, conflict with other rules, conflict with the Company's practices or fail to be observed by its employees or business partners. If so, the Company may suffer damage to its reputation and be subject to proceedings or actions against it by governmental entities or others. Any such proceeding or action could hurt the Company's reputation, force it to spend significant amounts to defend its practices, distract its management or otherwise have an adverse effect on its business.

Certain of the Company's marketing practices rely upon e-mail, social media and other means of digital communication to communicate with consumers and users. The Company may face risk if its use of e-mail, social media or other means of digital communication is found to violate applicable laws. Any failure by the Company to comply with anti-spam, electronic communications, marketing or privacy-related laws and regulations could result in proceedings which could potentially harm its business. In addition, as such laws change, the Company may incur additional costs to ensure it remains in compliance. If such applicable laws become more restrictive at the international, federal, provincial or state levels, the Company's compliance costs may increase, its ability to effectively engage customers via personalized marketing may decrease, its investment in its online platforms may not be fully realized, its opportunities for growth may be curtailed by its compliance burden and its potential reputational harm or liability for security breaches may increase.

Mobile Operating Systems and Application Marketplaces

We depend in part on mobile operating systems, such as Android and iOS, and their respective application marketplaces to make our applications available to consumers that utilize our Mobile Application. Any changes in such systems and application marketplaces that degrade the functionality of our application or give preferential treatment to our competitors' applications could adversely affect our platform's usage on mobile devices. If such mobile operating systems or application marketplaces limit or prohibit us from making our Mobile Application available to users, make changes that degrade the functionality of our Mobile Application, increase the cost of using our Mobile Application, impose terms of use unsatisfactory to us, or if our competitors' placement in such mobile operating systems' application marketplace is more prominent than the placement of our Mobile Application, our user growth could slow. Any of the foregoing risks could adversely affect our business, financial condition, and results of operations.

As new mobile devices and mobile platforms are released, there is no guarantee that certain mobile devices will continue to support our Mobile Application or effectively roll out updates to our Mobile Application. Additionally, in order to deliver high-quality applications, we need to ensure that our Mobile Application is designed to work effectively with a range of mobile technologies, systems, networks, and standards. We may not be successful in developing or maintaining relationships with key participants in the mobile industry that enhance users' experience. If consumers that utilize our Mobile Application encounter any difficulty accessing or using our Mobile Application on their mobile devices or if we are unable to adapt to changes in popular mobile operating systems, we expect that our user growth and user engagement would be adversely affected.

Periodic Changes to Search Engine Algorithms

Periodic changes to search engine algorithms, which retrieve data from search indices and deliver ranked search results, produce changes in search engine results pages. Any changes to these algorithms and therefore search engine results pages could reduce visibility of, and traffic on, the Company's mobile applications or online presence and negatively impact its financial position and results of operations.

Conflicts of Interest

Certain directors and officers of the Company are or may become associated with other companies in the same or related industries which may give rise to conflicts of interest. Directors who have a material interest in any person who is a party to a material contract or a proposed material contract with the Company are required, subject to certain exceptions, to disclose that interest and generally abstain from voting on any

resolution to approve the contract. In addition, the directors and the officers are required to act honestly and in good faith with a view to the best interests of the Company. The directors and officers of the Company have either other full-time employment or other business or time restrictions placed on them and accordingly, the Company will not be the only business enterprise of these directors and officers.

Damage to Reputation

Damage to the Company's reputation can be the result of the actual or perceived occurrence of any number of events, and could include any negative publicity, whether true or not. The increased usage of social media and other web-based tools used to generate, publish and discuss user-generated content and to connect with other users has made it easier for individuals and groups to communicate and share opinions and views regarding the Company and its activities, whether true or not. Although the Company believes that it operates in a manner that is respectful to all stakeholders and that it takes care in protecting its image and reputation, the Company does not ultimately have direct control over how it is perceived by others. Reputation loss may result in decreased investor confidence, increased challenges in developing and maintaining community relations and an impediment to the Company's overall ability to advance its projects, thereby having a material adverse impact on financial performance, financial condition, cash flows and growth prospects.

Competition

There is intense competition in the nutraceutical industry. There are a large number of companies and institutions, both public and private, including companies in the specialized field of nutraceuticals, pharmaceuticals and biotechnology, as well as government agencies and university or research institutions that are developing natural products for nutraceutical applications in treating mental illness, including the applications targeted by the Company. The Company may have to compete with these companies and institutions to develop products designed to treat similar conditions. Many of these competitors have much greater resources than those of the Company. There is no guarantee that the products developed by third parties will not render the Company's products or technologies uncompetitive or that they will not have an adverse effect on recruiting business collaborators for the Company's programs.

Intense research efforts and rapid technological change particularly characterize the nutraceutical industry. Competition is bound to increase with technological advances and as commercial applications for the technological products increase. The Company's competitors could use other technologies or methods to develop products similar to those of the Company or can develop new or improved products or processes that may be more effective, less costly, safer and more readily available than those of the Company. There is no guarantee the Company's products will be successful or that other research and development will not make the Company's products obsolete or too expensive.

There is also intense competition in the mobile health space. The Company expects competition in the mobile health space to intensify in the future as new and existing competitors introduce new or enhanced products and services that are potentially more competitive than the Company's products and services. The mobile health market has a variety of participants, including large, broad-based consumer technology companies that either compete in our market or adjacent markets or have announced plans to do so. Many of these competitors have much greater resources than those of the Company. There is no guarantee that the products developed by third parties will not render the Company's technologies uncompetitive or that they will not have an adverse effect on recruiting business collaborators for the Company's programs. The Company believes many of its competitors and potential competitors have significant advantages, including longer operating histories; ability to leverage sales efforts and marketing expenditures across a broader portfolio of products and services; larger and broader customer bases; more established relationships with marketing partners; greater brand recognition; ability to leverage app stores; and greater financial, research and development, marketing, distribution, and other resources.

Research and Development

Although the Company is committed to researching and developing new products and improving existing products, there can be no assurances that such research and market development activities will prove profitable or that the resulting products, if any, will be commercially viable or successfully produced and marketed. Furthermore, any future research and development efforts undertaken by the Company in partnership with third parties may not yield positive or accurate results.

Investments and acquisitions

Future investment opportunities may be present in the market and the Company may pursue controlling and non-controlling interests in corporations that have market value and synergies. Risk exists there may be liabilities or onerous contracts not identified as part of the due diligence process. Risk also exists that the investment will not yield profits or add value to the Company as a parent. The Company's operates in an industry which is rapidly growing and evolving, and as such, any potential acquisition or investment may be highly speculative.

COVID-19 Outbreak

The outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, including the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVI-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company and its operating subsidiaries in future periods. However, depending on the length and severity of the pandemic, COVID-19 could impact the Company's operations, could result in supply chain disruptions impacting the supply of raw materials and manufactured nutraceutical products, could cause delays relating to required regulatory approvals, could postpone research activities, and could impair the Company's ability to raise funds depending on the effect of COVID-19 on capital markets. To the knowledge of the Company's management as of the date hereof, COVID-19 does not present, at this time, any specific known impacts to the Company in relation to the timelines, business objectives or disclosed milestones related thereto. The Company is not currently aware of any changes in laws, regulations or guidelines, including tax and accounting requirements, arising from COVID-19 which would be reasonably anticipated to materially affect the Company's business.

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 and the price of the Common Shares was negotiated with the Agents. 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 the Company's 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 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 Common Shares purchased under this Prospectus. An active public market for the Common Shares might not develop or be sustained after this Offering. Even if a market develops, there is no assurance that the price of the Common Shares offered under this Prospectus, which has been determined by negotiations between the Company and representatives of the Agent, will reflect the prevailing market price of the Common Shares following this Offering. 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 initial public offering price.

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, if ever. 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.

Substantial Number of Authorized but Unissued Shares

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

Dilution

Purchasers under the Offering will experience immediate dilution of their invested capital due to shares that were issued at $0.01. Purchasers under the Offering will contribute $5,000,000/$8,000,000 of an aggregate amount of capital contributed to the Company of 8,197,086/$11,197,086, being 27.90%/71.45%, and will receive 5,555,555/8,888,888 shares of the 28,530,412/31,863,745 shares outstanding on Closing, being 19.5%/27.9% (assuming the Agents' Over-Allotment is not exercised), in respect of the Minimum Offering and Maximum Offering, respectively.

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, acquisitions or other projects. Substantial additional financing may be required by the Company. 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.

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 the long-term value of the Company. Securities class-action litigation often has been brought against companies following periods of volatility in the market price of their securities. The Company 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.

Tax Issues

Income tax consequences in relation to the securities offered will vary according to the circumstances of each purchaser. Prospective purchasers should seek independent advice from their own tax and legal advisers prior to subscribing

PROMOTERS

Daniel Gallucci may be considered to be a "promoter" for the purposes of National Instrument 41-101 - *General Prospectus Requirements* as such term is defined in the *Securities Act* (Ontario), given his initiative and role in organizing the Company.

On June 24, 2020 Mr. Gallucci was issued 1,717,000 Common Shares a price of $0.04 per Common Share. Mr. Gallucci holds a total of 1,717,000 (7.7%) of the Company's currently issued and outstanding Common Shares.

See "Escrowed Securities" and "Directors and Officers".

LEGAL PROCEEDINGS

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

REGULATORY ACTIONS

Since incorporation on May 8, 2019 to the date hereof, there have been no penalties or sanctions imposed against the Company by a court relating to provincial or territorial securities legislation or by a securities regulatory authority, nor have there been any other penalties or sanctions imposed by a court or regulatory body against the Company, and the Company has not entered into any settlement agreements before a court relating to provincial or territorial securities legislation or with a securities regulatory authority.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as disclosed below or elsewhere in this Prospectus, none of the Company's directors, senior officers and principal shareholders or any of their associates or affiliates have a material interest, direct or indirect, in any transactions in which the Company has participated since incorporation, or will have any material interest in any proposed transaction, which has materially affected or will materially affect the Company.

Director Sheetal Jaitly holds the position of CEO of TribalScale. On October 7, 2020, the Company engaged TribalScale to provide design, engineering, quality assurance and product management support for the Company's Mobile Application pursuant to the terms of the TribalScale SOW and a master services

agreement dated October 21, 2020. Pursuant to the terms of the TribalScale SOW, the Company will issue to TribalScale a total of 493,827 Common Shares on the Closing Date at a deemed price of $0.81 per Common Share. 123,456 of the 493,827 Common Shares to be issued to TribalScale on the Closing Date will be subject to a 12 month contractual lock up from the Closing Date. Such Common Shares may not be sold, transferred, assigned, pledged or otherwise disposed of, except in limited circumstances, before the date that is 12 months from the Closing Date.

RELATIONSHIP BETWEEN THE COMPANY AND AGENTS

Beacon and certain of its principals are the beneficial holders of an aggregate of 1,625,000 Common Shares of the Company which represents approximately 5.7% and 5.1% of the total Common Shares anticipated to be outstanding on closing of the Minimum Offering and Maximum Offering, respectively (assuming no exercise of the Agents' Over-Allotment Option). Accordingly, pursuant to applicable securities legislation, the Company may be considered a "connected issuer" of Beacon under NI 33-105. The decision to complete the Offering and the determination of the terms of the Offering have been made through negotiations between the Company and the Agents. Except for the Agents' Fee and the reasonable fees and expenses of the Agents payable by the Company in accordance with the Agency Agreement, the proceeds of the Offering will not be applied for the benefit of Beacon.

The Company is not a "related issuer" or "connected issuer" of or to the Canaccord, as such terms are defined in NI 33-105.

AUDITORS

The independent auditors of the Company are MNP LLP of 11 Richmond St W #300, Toronto, Ontario M5H 2G4.

REGISTRAR AND TRANSFER AGENT

The registrar and transfer agent of the Company is Odyssey Trust Company of Toronto, Ontario.

MATERIAL CONTRACTS

Except for contracts made in the ordinary course of business, the following are the only material contracts entered into by the Company to the date hereof which are considered to be material:

1. Agency Agreement dated May 20, 2021 between the Company and the Agents referred to under "Plan of Distribution";

2. Escrow Agreement dated May 20, 2021 among the Company, Odyssey and certain shareholders of the Company. See "Escrowed Shares";

3. Registrar and Transfer Agent Agreement dated January 28, 2021 between the Company and Odyssey; and

4. TribalScale SOW dated October 7, 2020 between the Company and TribalScale and related master services agreement between the Company and TribalScale dated October 21, 2020.

ELIGIBILITY FOR INVESTMENT

In the opinion of DLA Piper (Canada) LLP, counsel to the Company, based on current provisions of the Tax Act in force on the date hereof and any specific proposals to amend the Tax Act publicly announced prior to the date hereof, and subject to the terms of any particular plan or accounts, if and when the Offered Shares are listed on a designated stock exchange within the meaning of the Tax Act (which currently includes the Exchange), the Offered Shares will be qualified investments for a trust governed by a

registered retirement savings plan, a registered retirement income fund, a registered education savings plan, a registered disability savings plan, a tax-free savings account (each a "**Registered Plan**") or a deferred profit sharing plan, each as defined in the Tax Act.

Notwithstanding the foregoing, the annuitant, holder or subscriber of a Registered Plan, as the case may be, (each, a "Registered Holder" and collectively, the "**Registered Holders**") will be subject to a penalty tax if the Offered Shares held in a Registered Plan are a "prohibited investment" for the purposes of the Tax Act. The Offered Shares will generally be a "prohibited investment" for a particular Registered Plan if a Registered Holder in respect thereof has a "significant interest" (as defined in the Tax Act) in the Company or does not deal at arm's length with the Company for the purposes of the Tax Act. The Offered Shares will not be a prohibited investment if they are "excluded property" as defined in the Tax Act for trusts governed by a Registered Plan.

THIS SUMMARY IS OF A GENERAL NATURE ONLY AND IS NOT, AND IS NOT INTENDED TO BE, LEGAL OR TAX ADVICE TO ANY PARTICULAR PURCHASER. PURCHASERS WHO INTEND TO HOLD OFFERED SHARES IN A REGISTERED PLAN SHOULD CONSULT THEIR OWN TAX ADVISORS HAVING REGARD TO THEIR OWN PARTICULAR CIRCUMSTANCES.

EXPERTS

Except as disclosed below, no person or company whose profession or business gives authority to a report, valuation, statement or opinion and who is named as having prepared or certified a part of this Prospectus or as having prepared or certified a report or valuation described or included in this Prospectus holds or is to hold any beneficial or registered interest, direct or indirect, in any securities or property of the Company or any associate or affiliate of the Company.

Certain legal matters relating to the Offering will be passed upon by DLA Piper (Canada) LLP, on the Company's behalf and by Burstall LLP, on behalf of the Agents. As at the date hereof, the designated professionals of DLA Piper (Canada) LLP, as a group, and the designated professionals of Burstall LLP, as a group, each beneficially own, directly or indirectly, less than one percent of the securities of the Company.

Legal matters referred to under "Eligibility for Investment" will be passed upon by DLA Piper (Canada) LLP on behalf of the Company.

MNP LLP is the auditor of the Company. MNP LLP has informed the Company that it is independent of Company within the meaning of the rules of professional conduct of the Chartered Professional Accountants of Ontario.

OTHER MATERIAL FACTS

There are no other material facts other than as disclosed herein.

PURCHASERS' STATUTORY RIGHT OF WITHDRAWAL AND RESCISSION

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

SCHEDULE A - FINANCIAL STATEMENTS

NUROSENE HEALTH INC. (FORMERLY NUROSENE INC.)

CONDENSED INTERIM FINANCIAL STATEMENTS (UNAUDITED)

FOR THE THREE AND SIX MONTHS ENDED MARCH 31, 2021 AND MARCH 31, 2020

(In Canadian Dollars)

NUROSENE HEALTH INC. (FORMERLY NUROSENE INC.)
Condensed Interim Statement of Financial Position (UNAUDITED)
As at
(Expressed in Canadian dollars)

	Note	March 31, 2021 $	September 30, 2020 $
Assets			
Current Assets			
Cash and Cash Equivalents		**922,263**	**1,843,187**
Prepaid Expenses		**60,000**	**96,368**
Other receivables		**243,203**	**29,978**
Inventory	10	**61,801**	**-**
Non-Current Assets			
Intangible Assets	9	**804,120**	**-**
Total Assets		**2,091,387**	**1,969,533**
Liabilities			
Accounts payable and accrued liabilities		**676,571**	**142,992**
Total Liabilities		**676,571**	**142,992**
Shareholders' Equity			
Share capital	4	**2,554,443**	**1,951,762**
Shares to be issued	4	**-**	**135,000**
Contributed surplus	4	**110,031**	**32,244**
Accumulated deficit		**(1,249,658)**	**(292,465)**
Total Shareholders' Equity		**1,414,816**	**1,826,541**
Total Liabilities and Shareholders' Equity		**2,091,387**	**1,969,533**

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

Nature and continuance of operations *(note 1)*
Subsequent events *(note 11)*

Approved and authorized for issue by the Board of Directors on May 14, 2021

"Mark Smithyes"
Director

"Andrew Parks"
Director

NUROSENE HEALTH INC. (FORMERLY NUROSENE INC.)
Condensed Interim Statement of Loss and Comprehensive Loss (UNAUDITED)
For the three months and six months ended March 31, 2021 and March 31, 2020
(Expressed in Canadian dollars)

		Three months ended		Six Months Ended	
		March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020
	Note	$	$	$	$
Expenses:					
Sales, general and administrative		**709,993**	**1**	**895,285**	**1**
Share based compensation	4	**9,104**	**-**	**61,908**	**-**
		719,097	**1**	**957,193**	**1**
(Loss) from operations before income taxes		**(719,097)**	**(1)**	**(957,193)**	**(1)**
Income tax expense - current		-	-	-	-
Income tax expense - deferred		-	-	-	-
Net (loss) and comprehensive (loss)		**(719,097)**	**(1)**	**(957,193)**	**(1)**
Net (loss) per share – basic and diluted	5	(0.03)	(0.01)	(0.04)	(0.01)
Weighted average number of shares outstanding – basic and diluted	5	22,425,475	100	22,425,475	100

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

NUROSENE HEALTH INC. (FORMERLY NUROSENE INC.)
Condensed Interim Statement of Changes in Shareholders' Equity (UNAUDITED)
For the six months ended March 31, 2021 and March 31, 2020
(Expressed in Canadian dollars)

	Note	Number of Shares	Common Shares $	Shares to be issued $	Contributed Surplus $	Deficit $	Total $
Balance, September 30, 2019		100	1	-	-	(1)	-
		-	-	-	-	-	-
Balance, March 31, 2020		100	1	-	-	(1)	-
Issuance of common shares, net of expenses	4	17,900,750	1,858,570	-	-	-	1,858,570
Issuance of common shares for services	4	2,902,125	116,085	-	-	-	116,085
Issuance of finders' warrants	4	-	(22,894)	-	22,894	-	-
Share based compensation	4	-	-	-	9,350	-	9,350
Shares to be issued	4	-	-	135,000	-	-	135,000
Net loss for the period		-	-	-	-	(292,464)	(292,464)
Balance, September 30, 2020		20,802,975	1,951,762	135,000	32,244	(292,465)	1,826,541
Issuance of common shares, net of expenses	4	1,587,500	469,560	-	-	-	469,560
Issuance of common shares for services	4	35,000	14,000	-	-	-	14,000
Issuance of common shares previously unissued	4	-	135,000	(135,000)	-	-	-
Issuance of finders' warrants	4	-	(15,879)	-	15,879	-	-
Share based compensation	4	-	-	-	61,908	-	61,908
Net loss for the period		-	-	-	-	(957,193)	(957,193)
Balance, March 31, 2021		22,425,475	2,554,443	-	110,031	(1,249,658)	1,414,816

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

NUROSENE HEALTH INC. (FORMERLY NUROSENE INC.)
Condensed Interim Statement of Cash Flows (UNAUDITED)
For the six months ended March 31, 2021 and March 31, 2020
(Expressed in Canadian dollars)

	Note	6 months ended March 31, 2020 $	6 months ended March 31, 2019 $
Cash flow from operating activities			
Net loss and comprehensive loss for the period		(957,193)	(1)
Items not affecting cash:			
Shares issued for services	4	14,000	-
Share based compensation	4	61,908	-
Changes in non-cash working capital items:			
Decrease in prepayment		36,368	-
Increase in other receivables		(213,225)	-
Increase in accounts payable and accrued liabilities		533,579	-
Increase in Inventory		(61,801)	
Increase in intangible assets	9	(804,120)	
Cash flow used in operating activities		(1,390,484)	(1)
CASH FLOW FROM FINANCING ACTIVITIES			
Proceeds from issuance of common shares, net	4	469,560	1
Cash flow from financing activities		469,560	1
Decrease in cash		(920,924)	-
Cash, beginning of period		1,843,187	-
Cash, end of period		922,263	-

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

1. Nature and Continuance of Operations

The Company was incorporated under the Business Corporations Act (Ontario) on May 8, 2019 under the name "2695174 Ontario Inc." On June 19, 2020, the Company changed its name from "2695174 Ontario Inc." to "Nurosene Inc.". On March 26, 2021, the Company completed a continuance from the Business Corporations Act (Ontario) to the Business Corporations Act (British Columbia). In connection with the continuance, the Company changed its name to “Nurosene Health Inc.”.

The Company's head office is located at 1655 Dupont Street, Suite 101, Toronto, Ontario M6P 3S9 and its registered office is located at 2800 Park Place, 666 Burrard Street, Vancouver, BC V6C 2Z7.

Negative Operating Cash Flow

The company currently has a negative operating cash flow and may continue to have a negative operating cash flow for the foreseeable future. To date, the Company has not generated any revenues and it is expected that significant capital investment will be required to begin earning revenue. The Company’s ability to generate revenues and potential to become profitable will depend largely on the ability to manufacture and market products and services. There can be no assurance that any such events will occur or that the Company will ever become profitable.

Additional Financing

The Company has no source of operating cash flow to fund all of its operational needs and will require significant additional financing to continue its operations. There can be no assurance that such financing will be available at all or on favourable terms. Failure to obtain such additional financing could result in delay or indefinite postponement of the Company's deployment of its products. Additional financing may dilute the ownership interest of the Company's shareholders at the time of the financing, and may dilute the value of their investment.

Uncertainty of Additional Capital

The Company anticipates expending substantial funds to carry out the development, distribution and manufacture of its products. The Company will require additional funds for these purposes through one or more public or private equity financings, by taking on debt financing, or from other sources. No assurance can be given that such additional funds will be available on acceptable terms or at all. If such funds are unavailable or are only available at a prohibitive cost, the Company may have to significantly curtail its product development program or seek funds through financing alternatives. Any additional equity financing may result in dilution to existing shareholders.

The Company has been successful in raising funds from the issuance of shares (note 4). Therefore, the Company’s ability to obtain additional financing is enough to assume that the Company will continue as a going concern. Since March 2020, several measures have been implemented in Canada and the rest of the world in response to the increased impact from novel coronavirus (COVID-19). The Company continues to operate its business at this time. While the impact of COVID-19 is expected to be temporary, the current circumstances are dynamic and the impacts of COVID-19 on business operations cannot be reasonably estimated at this time.

2. Basis of Presentation

(a) Statement of compliance

These annual financial statements are prepared in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board ("**IASB**"). The accounting policies set out below have been applied consistently to all periods presented.

The accompanying condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standards ("IAS") 34, Interim Financial Reporting. The condensed consolidated interim financial statements do not include all the information required for annual consolidated financial statements and should be read in conjunction with the Company's audited consolidated financial statements for the year ended September 30, 2020. These condensed consolidated interim financial statements were, at the recommendation of the audit committee, approved and authorized for issuance by the Company's Board of Directors on May 14, 2021. These condensed consolidated interim financial statements were prepared using the same basis of presentation, accounting policies and methods of computation as those of the audited consolidated financial statements for the year ended September 30, 2020.

(b) Basis of presentation

These financial statements have been prepared on the historical cost basis, except for certain financial instruments that are measured at fair value, as detailed in the Company's accounting policies.

(c) Functional and presentation currency

The Company's functional currency, as determined by management, is the Canadian dollar. These financial statements are presented in Canadian dollars.

(d) Use of estimates and judgements

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, and revenue and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

Management has applied significant estimates and assumptions related to the following:

Fair value of stock options and warrants

Management uses the Black-Scholes option-pricing model to calculate the fair value of stock options and warrants. Use of this method requires management to make assumptions and estimates about the expected life of options, the risk free rate, and the volatility of the Company's share price. In making these assumptions and estimates, management relies on historical market data.

3. Significant Accounting Policies

A summary of the significant accounting policies, which have been applied consistently to all periods presented in the accompanying financial statements are set out below:

Standards issued and effective for the year ended September 30, 2021:

Conceptual Framework

The Company adopted the revised Conceptual Framework for Financial Reporting ("revised conceptual framework"). The revised conceptual framework does not constitute a substantial revision from the previously effective guidance, but does provide additional guidance on topics not previously covered such as presentation and disclosure. The adoption of the revised conceptual framework did not have a material impact on the consolidated financial statements.

Definition of a Business
The Company adopted the IASB amendment regarding the definition of a business under IFRS 3 Business Combinations. This amendment narrowed and clarified the definition of a business, as well as permitted a simplified assessment of whether an acquired set of activities and assets is a group of assets rather than a business. The adoption of the amendment to IFRS 3 did not have a material impact on the consolidated financial statements.

4. Shareholders' Equity

Authorized share capital

The Company is authorized to issue an unlimited number of common shares.

Outstanding share capital

As at March 31, 2021, there were no shares issued and outstanding other than common shares.

		Number of shares	Amount $
Balance, September 30, 2019		-	-
Issuance upon incorporation		100	1
Balance, March 31, 2020		100	1
Balance, September 30, 2020		20,802,975	1,951,762
Issuance of Common Shares at $0.40	(1)	1,587,500	635,000
Less share issuance cost	(2)	-	(165,440)
Issuance of Common Shares at $0.40 for services	(3)	35,000	14,000
Issuance of common shares previously unissued	(4)	-	135,000
Issuance of finders' warrants	(5)	-	(15,879)
Balance, March 31, 2021		22,425,475	2,554,443

4. Shareholders' Equity (continued)

1) On October 1, 2020, the Company completed a non-brokered private placement through the issuance of 1,587,500 common shares valued at $0.40 per share for a gross proceeds of $635,000.

2) The Company incurred share issuance costs totalling $165,440 in connection to the October 1, 2020 non-brokered private placement at $0.40 per share.

3) On October 1, 2020, the Company issued 35,000 common shares valued at $0.40 per share to consultants of the Company for consulting services performed. The shares were valued with reference to the October 1, 2020 private placements.

4) On October 1, 2020, Common shares of the Company that were not issued at September 30, 2020, were issued.

5) On October 1, 2020, 76,100 Finders' Warrants of the Company were issued with an exercise price of $0.40 per share expiring October 1, 2022

Stock options

Under the Company's stock option plan (the "Plan"), the Company's Board of Directors is authorized to grant stock options to directors, senior officers, employees, consultants, consultant company or management company employees of the Company and its subsidiaries not to exceed 10% of the issued and outstanding common shares of the Company from time to time. Stock options granted under the Plan are exercisable over a period not exceeding 10 years from the date granted. Exercise prices may not be less than the market price of the common shares at the time of the grant. An option shall vest in the manner imposed by the Board of Directors as a condition at the grant date.

	Number of options	Weighted average exercise price
		$
Balance, May 8, 2019, September 30, 2019	-	-
Granted	100,000	0.40
Balance, September 30, 2020	100,000	0.40
Granted	200,000	0.40
Balance, March 31, 2021	300,000	0.40

Grant date	Exercise price ($)	Weighted average remaining life (yrs)	Number of options outstanding	Number of options exercisable
September 14, 2020	0.40	4.46	100,000	25,000
December 4, 2020	0.40	1.50	200,000	200,000
	0.40	4.46	300,000	225,000

On September 14, 2020, the Company issued 100,000 options to a consultant. The options have an exercise price of $0.40 and expire on September 14, 2025. 25% of the options vest immediately upon issuance and remaining 75% will vest six months after the grant date.

On December 4, 2020 the Company issued 200,000 options to a consultant. The options have an exercise price of $0.40 and expire on December 4, 2022. The options vest immediately upon issuance.

4. Shareholders' Equity (continued)

The fair value of the Company's stock options was estimated using the Black-Scholes option pricing model using the following assumption:

Volatility		100%
Risk-free interest rate		0.26%
Expected life (years)		5 years
Dividend yield		Nil
Forfeiture rate		Nil
Share price	$	0.40

The compensation expense and charge to contributed surplus relating to the vesting of stock options for the three and six months ended March 31, 2021 was $9,104 and $61,908 respectively (three and six months ended March 31, 2020: nil and nil respectively).

Share purchase warrants

Each warrant entitles the holder to purchase one common share at a set price, at the option of the holder for a set period of time. The following table sets out information regarding warrants issued by the Company:

		Number of warrants	Weighted average exercise price $
Balance, May 8, 2019, September 30, 2019		-	-
Issuance of finders' warrants - Tranche 1	(i)	75,938	0.40
Issuance of finders' warrants - Tranche 2	(ii)	5,000	0.40
Issuance of finders' warrants - Tranche 3	(iii)	28,750	0.40
Balance, September 30, 2020		109,688	-
Issuance of finders' warrants - Tranche 4	(iv)	76,100	0.40
Balance, March 31, 2021		185,788	-

(i) 75,938 finders' share purchase warrants with exercise price of $0.40 per share, expiring in August 20, 2022;

(ii) 5,000 finders' share purchase warrants with exercise price of $0.40 per share, expiring in September 8, 2022;

(iii) 28,750 finders' share purchase warrants with exercise price of $0.40 per share, expiring in September 23, 2020, as part of the non-brokered private placement that took place on in August and September, 2020. Share issuance cost of $22,894 has been recognized as a result of these issuances.

(iv) 76,100 finders' share purchase warrants with an exercise price of $0.40 per share expiring October 1, 2022.

The fair value of the Company's finders' warrants was estimated using the Black-Scholes option pricing model using the following assumptions:

Volatility		100%
Risk-free interest rate		0.24% to 0.28%
Expected life (years)		2 years
Dividend yield		Nil
Forfeiture rate		Nil
Share price	$	0.40

As at March 31, 2021, 185,788 (2020: Nil) warrants were outstanding.

Shares to be issued

The Company received cash proceeds of $135,000 for 337,500 shares subscribed as at September 30, 2020 (2020: Nil). The shares were issued on October 1, 2020.

5. Loss Per Share

	Three months ended		Six months Ended	
	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020
	$	$	$	$
Net loss for the year/period	(719,097)	(1)	(957,193)	(1)
Weighted average number of shares for basic loss per share	21,491,057	100	21,491,057	1
Basic and diluted loss per share	(0.03)	(0.01)	(0.04)	(1.00)

The basic and dilutive loss per share are the same as the share purchase warrants were not included in the computation of diluted loss per share as their inclusion would be anti-dilutive.

6. Related Party Transactions

Key management includes directors and officers of the Company. A total of $nil (for the year ended September 30, 2020, 2,332,500 common shares valued at $0.40) common shares were issued to key management during the six months ended March 31, 2021 (2020: Nil).

During the three and six month periods ended March 31, 2021, the compensation of key management of the Company totaled $124,991 and $155,357 respectively (March 31, 2020: $nil), and consisted of consulting fees.

7. Capital Management

The Company's objective in managing capital is to ensure a sufficient liquidity position to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders. The Company defines capital as net equity and debt, comprised of issued common shares, contributed surplus and accumulated deficit. The Company seeks to ensure that it has sufficient cash resources to maintain its ongoing operations and finance its research and development activities, corporate and administrative expenses, working capital and overall capital expenditures. Since inception, the Company has primarily financed its liquidity needs through private placements of common shares.

There have been no changes to the Company's objectives and what it manages as capital since inception. The Company is not subject to externally imposed capital requirements.

8. Financial Instruments and Risk Management

Financial Instruments

The Company has classified its cash as fair value through profit and loss ("FVTPL"). Other receivables have been classified as loans and receivables. Accounts payable and accrued liabilities have been classified as other financial liabilities.

The carrying values of cash, other receivables and accounts payable and accrued liabilities approximate their fair values due to their short periods to maturity.

Fair Value Hierarchy

Financial instruments recorded at fair value are classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The hierarchy is summarized as follows:

Level 1 – quoted prices (unadjusted) in active markets for identical assets and liabilities

Level 2 – inputs that are observable for the asset or liability, either directly (prices) or indirectly (derived from prices) from observable market data
Level 3 – inputs for assets and liabilities not based upon observable market data

Financial Risk Factors

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

(a) Credit risk

Financial instruments that potentially subject the Company to significant concentrations of credit risk consist principally of cash. The Company's cash are held at major financial institution and lawyer's trust accounts. The Company regularly monitors its credit risk exposure and takes steps to mitigate the likelihood of these exposures resulting in actual loss.

(b) Liquidity risk

The Company is exposed to liquidity risk or the risk of not meeting its financial obligations as they come due. The Company constantly monitors and manages its cash flows to assess the liquidity necessary to fund operations. All of the Company's financial liabilities are due within one year.

9. Intangible Assets

The Company entered the development stage of the application. Costs incurred in the amount of $804,120 were capitalized during the six months ended March 31, 2021 (2020: nil). These costs have been capitalized and recognized as an internally developed intangible asset. No costs previously incurred have been capitalized regarding development of intangible assets. The Company intends to launch the application during the second quarter. Costs are capitalized on the basis of IAS 38.

10. Inventory

Inventory on hand consists of Raw Materials in the amount of $39,161 and Finished Goods of $22,640. Raw Materials include ingredients that are a key component of the Company's Finished Goods. Finished Goods Inventory was manufactured by a third party contract manufacturer.

11. Subsequent Events

There were no disclosable events subsequent to the reporting period.

NUROSENE HEALTH INC. (FORMERLY NUROSENE INC.)

ANNUAL FINANCIAL STATEMENTS

FOR THE YEAR ENDED SEPTEMBER 30, 2020 AND THE PERIOD FROM MAY 8, 2019 (DATE OF INCORPORATION) TO SEPTEMBER 30, 2019
(In Canadian Dollars)

Independent Auditor's Report

To the Shareholders of Nurosene Health Inc. (formerly Nurosene Inc.):

Opinion

We have audited the financial statements of Nurosene Health Inc. (formerly Nurosene Inc.) (the "Company"), which comprise the statements of financial position as at September 30, 2020 and September 30, 2019, and the statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the year ended September 30, 2020, and for the period from May 8, 2019 (Date of Incorporation) to September 30, 2019, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at September 30, 2020 and September 30, 2019, and its financial performance and its cash flows for the year ended September 30, 2020, and for the period from May 8, 2019 (Date of Incorporation) to September 30, 2019 in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audits 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 audits of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

Management is responsible for the other information. The other information comprises 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 audits 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 audits 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 on this other information, 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 International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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 audits and significant audit findings, including any significant deficiencies in internal control that we identify during our audits.

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

The partner responsible for this Independent Auditor's Report is John Muffolini.

MNP LLP

Toronto, Ontario
April 16 2021

Chartered Professional Accountants
Licensed Public Accountants

NUROSENE HEALTH INC. (FORMERLY NUROSENE INC.)
Statement of Financial Position
(Expressed in Canadian dollars)

	Note	September 30, 2020 $	September 30, 2019 $
Assets			
Cash		**1,843,187**	**-**
Prepayment		**96,368**	**-**
Other receivables		**29,978**	**-**
Current and Total Assets		**1,969,533**	**-**
Liabilities			
Accounts payable and accrued liabilities		**142,992**	**-**
Current and Total Liabilities		**142,992**	**-**
Shareholders' Equity			
Share capital	4	**1,951,762**	**1**
Shares to be issued	4	**135,000**	**-**
Contributed surplus	4	**32,244**	**-**
Accumulated deficit		**(292,465)**	**(1)**
Total Shareholders' Equity		**1,826,541**	**-**
Total Liabilities and Shareholders' Equity		**1,969,533**	**-**

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

Nature and continuance of operations *(note 1)*
Subsequent events *(note 10)*

Approved and authorized for issue by the Board of Directors on April 16, 2021

"Mark Smithyes"
Director

"Andrew Parks"
Director

NUROSENE HEALTH INC. (FORMERLY NUROSENE INC.)
Statement of Loss and Comprehensive Loss
For the year ended September 30, 2020 and the period from May 8, 2019 (date of incorporation) to September 30, 2019
(Expressed in Canadian dollars)

	Note	Year ended September 30, 2020 $	Period from incorporation to September 30, 2019 $
Expenses:			
Sales, general and administrative		**80,287**	**1**
Research and development		**32,000**	**-**
Share based compensation	4	**125,435**	**-**
Transaction costs		**55,755**	**-**
Foreign exchange gain		**(1,013)**	**-**
		292,464	**1**
Loss from operations before income taxes		**(292,464)**	**(1)**
Income tax expense - current	9	-	-
Income tax expense - deferred	9	-	-
Net loss and comprehensive loss		**(292,464)**	**(1)**
Net loss per share – basic and diluted	5	(0.06)	(0.01)
Weighted average number of shares outstanding – basic and diluted	5	4,886,489	100

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

NUROSENE HEALTH INC. (FORMERLY NUROSENE INC.)
Statement of Changes in Shareholders' Equity
For the year ended September 30, 2020 and the period from May 8, 2019 (date of incorporation) to September 30, 2019
(Expressed in Canadian dollars)

	Note	Number of Shares	Common Shares $	Shares to be issued $	Contributed Surplus $	Deficit $	Total $
Balance, May 8, 2019		-	-	-	-	-	-
Issuance of common shares	4	100	1	-	-	(1)	-
Balance, September 30, 2019		100	1	-	-	(1)	-
Issuance of common shares, net of expenses	4	17,900,750	1,858,570	-	-	-	1,858,570
Issuance of common shares for services	4	2,902,125	116,085	-	-	-	116,085
Issuance of finders' warrants	4	-	(22,894)	-	22,894	-	-
Share based compensation	4	-	-	-	9,350	-	9,350
Shares to be issued	4	-	-	135,000	-	-	135,000
Net loss for the period		-	-	-	-	(292,464)	(292,464)
Balance, September 30, 2020		20,802,975	1,951,762	135,000	32,244	(292,465)	1,826,541

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

NUROSENE HEALTH INC. (FORMERLY NUROSENE INC.)
Statement of Cash Flows
For the year ended September 30, 2020 and the period from May 8, 2019 (date of incorporation) to September 30, 2019
(Expressed in Canadian dollars)

	Note	Year ended September 30, 2020 $	Period from Incorporation to September 30, 2020 $
Cash flow from operating activities			
Net loss and comprehensive loss for the period		(292,464)	(1)
Items not affecting cash:			
Shares issued for services	4	116,085	-
Share based compensation	4	9,350	-
Changes in non-cash working capital items:			
Increase in prepayment		(96,368)	-
Increase in other receivables		(29,978)	-
Increase in accounts payable and accrued liabilities		142,992	-
Cash flow used in operating activities		(150,383)	(1)
CASH FLOW FROM FINANCING ACTIVITIES			
Proceeds from issuance of common shares, net	4	1,858,570	1
Proceeds from shares to be issued	4	135,000	-
Cash flow from financing activities		1,993,570	1
Increase in cash		1,843,187	-
Cash, beginning of year/period		-	-
Cash, end of year/period		1,843,187	-

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

1. Nature and Continuance of Operations

The Company was incorporated under the Business Corporations Act (Ontario) on May 8, 2019 under the name "2695174 Ontario Inc." On June 19, 2020, the Company changed its name from "2695174 Ontario Inc." to "Nurosene Inc.". On March 26, 2021, the Company completed a continuance from the Business Corporations Act (Ontario) to the Business Corporations Act (British Columbia). In connection with the continuance, the Company changed its name to “Nurosene Health Inc.”.

The Company's head office is located at 1655 Dupont Street, Suite 101, Toronto, Ontario M6P 3S9 and its registered office is located at 2800 Park Place, 666 Burrard Street, Vancouver, BC V6C 2Z7.

To date, the Company has not yet achieved profitable operations. The Company will require additional funds for these purposes through one or more public or private equity financings, by taking on debt financing, or from other sources. No assurance can be given that such additional funds will be available on acceptable terms or at all.

Since March 2020, several measures have been implemented in Canada and the rest of the world in response to the increased impact from novel coronavirus (COVID-19). The Company continues to operate its business at this time. While the impact of COVID-19 is expected to be temporary, the current circumstances are dynamic and the impacts of COVID-19 on business operations cannot be reasonably estimated at this time.

2. Basis of Presentation

(a) Statement of compliance

These annual financial statements are prepared in accordance with International Financial Reporting Standards (“**IFRS**”) as issued by the International Accounting Standards Board (“**IASB**”). The accounting policies set out below have been applied consistently to all periods presented.

(b) Basis of presentation

These financial statements have been prepared on the historical cost basis, except for certain financial instruments that are measured at fair value, as detailed in the Company’s accounting policies.

(c) Functional and presentation currency

The Company’s functional currency, as determined by management, is the Canadian dollar. These financial statements are presented in Canadian dollars.

2. Basis of Presentation (Continued)

(d) Use of estimates and judgements

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, and revenue and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

Management has applied significant estimates and assumptions related to the following:

Fair value of stock options and warrants

Management uses the Black-Scholes option-pricing model to calculate the fair value of stock options and warrants. Use of this method requires management to make assumptions and estimates about the expected life of options, the risk free rate, and the volatility of the Company's share price. In making these assumptions and estimates, management relies on historical market data.

3. Significant Accounting Policies

A summary of the significant accounting policies, which have been applied consistently to all periods presented in the accompanying financial statements are set out below:

Cash

Cash in the statement of financial position is comprised of cash held at a major financial institution or lawyer's trust accounts. As at September 30, 2020, $747,964 and $1,095,223 were held at a major financial institution and lawyer's trust account, respectively.

Financial instruments

Effective May 8, 2019 (date of incorporation), the Company has adopted IFRS 9 Financial Instruments, replacing existing standards and interpretations, including IAS 39 Financial Instruments: Recognition and Measurement. The application of IFRS 9 has not resulted in any differences between the previous carrying amounts and the carrying amounts at the date of initial application of IFRS 9. The adoption of IFRS 9 resulted in changes in accounting policies which are described below.

3. Significant Accounting Policies (continued)

Financial instruments (continued)
Classification

On initial recognition, the Company determines the classification of financial instruments based on the following categories:

1. Measured at amortized cost
2. Measured at fair value through profit or loss (FVTPL)
3. Measured at fair value through other comprehensive income (FVOCI)

The classification under IFRS9 is based on the business model under which a financial asset is managed and on its contractual cash flow characteristics. Assets held for the collection of contractual cashflows and for which those cashflows correspond solely to principal repayments and interest payments are measured at amortized cost. Contracts with embedded derivatives where the host is a financial instrument in the scope of the standard will be assessed as a whole for classification.

A financial asset is measured at amortized cost if both of the following criteria are met:

1. Held within a business model whose objective is to hold assets to collect contractual cash flows; and
2. Contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Equity investments held for trading are classified as FVTPL. For all other equity investments that are not held for trading, the Company may irrevocably elect, on initial recognition, to present subsequent changes in the investment's fair value in other comprehensive income. This election is made on an investment-by-investment basis.

Financial liabilities are measured at amortized cost unless they must be measured at FVTPL (such as derivatives), or if the Company has chosen to evaluate them at FVTPL.

Measurement

Initial recognition – A financial asset or financial liability is initially recorded at its fair value, which is typically the transaction price, plus or minus transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability. In the event that fair value is determined to be different from the transaction price, and that fair value is evidenced by a quoted price in an active market for an identical asset or liability or is based on a valuation technique that uses only data from observable markets, then the difference between fair value and transaction price is recognized as a gain or loss at the time of initial recognition.

Amortized cost – The amount at which a financial asset or financial liability is measured at initial recognition minus the principal repayments, plus or minus the cumulative amortization using the effective interest method of any difference between that initial amount and the maturity amount and, for financial assets, adjusted for any expected credit losses. The effective interest method is a method of calculating the amortized cost of a financial asset or liability and of allocating interest and any transaction costs over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability to the net carrying amount on initial recognition.

3. Significant Accounting Policies (continued)

Financial instruments (continued)

Fair value through profit or loss – Changes in fair value after initial recognition, whether realized or not, are recognized through the statement of loss and comprehensive loss. Income arising in the form of interest, dividends, or similar, is recognized through the statement of loss and comprehensive loss when the right to receive payment is established, the economic benefits will flow to the Company, and the amount can be measured reliably.

Fair value through other comprehensive income – Changes in fair value after initial recognition, whether realized or not, are recognized through other comprehensive income. Income arising in the form of interest, dividends, or similar, is recognized through the statement of loss and comprehensive loss when the right to receive payment is established, the economic benefits will flow to the Company, and the amount can be measured reliably.

Impairment

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses of the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the statement of loss and comprehensive loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

Derecognition

Financial assets – The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset have expired or when contractual rights to the cash flows have been transferred. Gains and losses from the derecognition are recognized in the statement of loss and comprehensive loss.

Financial liabilities – The Corporation derecognizes a financial liability when the obligation specified in the contract is discharged, canceled or expired. The difference between the carrying amount of the derecognized financial liability and the consideration paid or payable, including non-cash assets transferred or liabilities assumed, is recognized in the statement of loss and comprehensive loss.

Loss per common share, basic and diluted

Basic loss per share is calculated by dividing the net loss for the period attributable to equity owners of the Company by the weighted average number of common shares outstanding during the period.

Diluted loss per share is calculated by adjusting the weighted average number of common shares outstanding for dilutive instruments. The number of shares included with respect to options, warrants and similar instruments is computed using the treasury stock method. Share purchase warrants have been excluded from the calculation of diluted loss per share because their effect is anti-dilutive.

3. Significant Accounting Policies (continued)

Income taxes

Income taxes are comprised of current and deferred tax. Income tax is recognized in the statements of loss and comprehensive loss except to the extent that it relates to items recognized directly in shareholders' equity, in which case the income tax is also recognized directly in shareholders' equity.

Current tax is the expected tax payable on the taxable income for the period, using tax rates enacted at the end of the reporting period, and any adjustments to tax payable in respect of previous years.

In general, deferred tax is recognized in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined on a non-discounted basis using the tax rates and laws that have been enacted or substantively enacted at the statements of financial position dates and are expected to apply when the deferred tax asset or liability is settled. Deferred tax assets are recognized to the extent that it is probable the assets can be recovered.

Deferred income tax assets and liabilities are presented as non-current.

Stock-based compensation and issuance of stock for non-cash consideration

The Company records stock-based compensation related to employee stock options granted using the estimated fair value of the options at the date of grant. The estimated fair value is expensed as employee benefits over the period in which employees unconditionally become entitled to the award. The amount recognized as an expense is adjusted to reflect the number of awards for which the related service conditions are expected to be met, such that the amount ultimately recognized as an expense is based on the number of awards that do meet the related services and non-market performance conditions at the vesting date. The corresponding charge is to contributed surplus. Any consideration paid on the exercise of stock options is credited to common shares.

The Company estimates the fair value of stock options granted using the Black-Scholes valuation model. This model requires the Company to make estimates and assumptions including, among other things, estimates regarding the length of time an employee will retain vested stock options before exercising them, the estimated volatility of the Company's common share price and the number of options that will be forfeited prior to vesting. Changes in these estimates and assumptions can materially affect the determination of the fair value of stock-based compensation and consequently, the related amount recognized in the Company's statements of loss and comprehensive loss.

For equity-settled share-based payment transactions, the Company measures the goods and services received, and the corresponding increase in equity, directly, at the fair value of goods and services received, unless that fair value cannot be estimated reliably. If the Company cannot estimate reliably the fair value of the goods or services received, it measures their value by reference to the fair value of the equity instrument granted. Transactions measured by reference to the fair value of the equity instrument granted have their fair values re-measured each vesting and reporting date until fully vested.

3. Significant Accounting Policies (continued)

Standards issued and effective for the year ended September 30, 2020:

Conceptual Framework

The Company adopted the revised Conceptual Framework for Financial Reporting ("revised conceptual framework"). The revised conceptual framework does not constitute a substantial revision from the previously effective guidance, but does provide additional guidance on topics not previously covered such as presentation and disclosure. The adoption of the revised conceptual framework did not have a material impact on the consolidated financial statements.

Definition of a Business

The Company adopted the IASB amendment regarding the definition of a business under IFRS 3 Business Combinations. This amendment narrowed and clarified the definition of a business, as well as permitted a simplified assessment of whether an acquired set of activities and assets is a group of assets rather than a business. The adoption of the amendment to IFRS 3 did not have a material impact on the consolidated financial statements.

4. Shareholders' Equity

Authorized share capital

The Company is authorized to issue an unlimited number of common shares.

Outstanding share capital

As at September 30, 2020, there were no shares issued and outstanding other than common shares.

		Number of shares	Amount $
Balance, May 8, 2019		-	-
Issuance upon incorporation		100	1
Balance, September 30, 2019		100	1
Issuance of common shares at $0.01	(1)	6,650,000	66,500
Issuance of common shares at $0.04	(2)	7,180,000	287,200
Issuance of common shares at $0.04 for services	(2)	2,902,125	116,085
Issuance of common shares at $0.40 - Tranche 1	(3)	1,518,750	607,500
Issuance of common shares at $0.40 - Tranche 2	(4)	1,022,500	409,000
Issuance of common shares at $0.40 - Tranche 3	(5)	1,529,500	611,800
Less share issuance cost	(6)	-	(123,430)
Allocated to warrants		-	(22,894)
Balance, September 30, 2020		20,802,975	1,951,762

1) On June 16, 2020, the Company issued 6,650,000 common shares valued at $0.01 per share for gross proceeds of $66,500.

4. Shareholders' Equity (continued)

2) On June 24, 2020, the Company issued 7,180,000 common shares valued at $0.04 per share for gross proceeds of $287,200 and 2,902,125 common shares valued at $0.04 to consultants of the Company for consulting services performed, of which 2,332,500 common shares were issued to directors and officers of the Company. Shares were valued with reference to recent private placements.

3) On August 20, 2020, the Company completed non-brokered private placement through the issuance of 1,518,705 common shares valued at $0.40 per share for gross proceeds of $607,500.

4) On September 8, 2020, the Company completed non-brokered private placement through the issuance of 1,022,500 common shares valued at $0.40 per share for gross proceeds of $409,000.

5) On September 23, 2020, the Company completed non-brokered private placement through the issuance of 1,529,500 common shares valued at $0.40 per share for gross proceeds of $611,800.

6) The Company incurred share issuance costs totalling $146,324 in connection to tranche 1 to tranche 3 of the non-brokered private placement at $0.40 per share. The costs consisted of $30,375 in the form of finder's fee, finders' share purchase warrants fair valued at $22,894, and legal fees of $93,055.

Stock options

Under the Company's stock option plan (the "Plan"), the Company's Board of Directors is authorized to grant stock options to directors, senior officers, employees, consultants, consultant company or management company employees of the Company and its subsidiaries not to exceed 10% of the issued and outstanding common shares of the Company from time to time. Stock options granted under the Plan are exercisable over a period not exceeding 10 years from the date granted. Exercise prices may not be less than the market price of the common shares at the time of the grant. An option shall vest in the manner imposed by the Board of Directors as a condition at the grant date.

	Number of options	Weighted average exercise price $
Balance, May 8, 2019, September 30, 2019	-	-
Granted	100,000	0.40
Balance, September 30, 2020	100,000	0.40

Grant date	Exercise price ($)	Weighted average remaining life (yrs)	Number of options outstanding	Number of options exercisable
September 14, 2020	0.40	4.96	100,000	25,000
	0.40	4.96	100,000	25,000

On September 14, 2020, the Company issued 100,000 options to a consultant. The options have an exercise price of $0.40 and expire on September 14, 2025. 25% of the options vest immediately upon issuance and remaining 75% will vest six months after the grant date.

4. Shareholders' Equity (continued)

Stock options (continued)

The fair value of the Company's stock options was estimated using the Black-Scholes option pricing model using the following assumption:

Volatility		100%
Risk-free interest rate		0.26%
Expected life (years)		5 years
Dividend yield		Nil
Forfeiture rate		Nil
Share price	$	0.40

The compensation expense and charge to contributed surplus relating to the vesting of stock options for the year ended September 30, 2020 was $9,350 (2019 – Nil).

Share purchase warrants

Each warrant entitles the holder to purchase one common share at a set price, at the option of the holder for a set period of time. The following table sets out information regarding warrants issued by the Company:

	Number of warrants	Weighted average exercise price $
Balance, May 8, 2019, September 30, 2019	-	-
Issuance of finders' warrants - Tranche 1	75,938	0.40
Issuance of finders' warrants - Tranche 2	5,000	0.40
Issuance of finders' warrants - Tranche 3	28,750	0.40
Balance, September 30, 2020	109,688	-

During the year ended September 30, 2020, the Company issued (i) 75,938 finders' share purchase warrants with exercise price of $0.40 per share, expiring in August 20, 2022; (ii) 5,000 finders' share purchase warrants with exercise price of $0.40 per share, expiring in September 8, 2022; and (iii) 28,750 finders' share purchase warrants with exercise price of $0.40 per share, expiring in September 23, 2020, as part of the non-brokered private placement that took place on in August and September, 2020. Share issuance cost of $22,894 has been recognized as a result of these issuances. The fair value of the Company's finders' warrants was estimated using the Black-Scholes option pricing model using the following assumption:

Volatility		100%
Risk-free interest rate		0.26% to 0.28%
Expected life (years)		2 years
Dividend yield		Nil
Forfeiture rate		Nil
Share price	$	0.40

As at September 30, 2020, 109,688 warrants were outstanding (2019: Nil).

4. Shareholders' Equity (continued)

Shares to be issued

The Company has received cash proceeds of $135,000 for 337,500 shares subscribed as at September 30, 2020 (2019: Nil). The shares were subsequently issued on October 1, 2020. See Note 10 – Subsequent events for details.

5. Loss Per Share

	Year ended September 30, 2020 $	Period from incorporation to September 30, 2019 $
Net loss for the year/period	**(292,464)**	**(1)**
Weighted average number of shares for basic loss per share	**4,886,489**	**100**
Basic and diluted loss per share	**(0.06)**	**(0.01)**

The basic and dilutive loss per share are the same as the share purchase warrants were not included in the computation of diluted loss per share as their inclusion would be anti-dilutive.

6. Related Party Transactions

Key management includes directors and officers of the Company. A total of 2,332,500 common shares valued at $0.04 per share were issued to key management for a total compensation of $93,300 during the year ended September 30, 2020 (2019: Nil).

7. Capital Management

The Company's objective in managing capital is to ensure a sufficient liquidity position to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders. The Company defines capital as net equity and debt, comprised of issued common shares, contributed surplus and accumulated deficit. The Company seeks to ensure that it has sufficient cash resources to maintain its ongoing operations and finance its research and development activities, corporate and administrative expenses, working capital and overall capital expenditures. Since inception, the Company has primarily financed its liquidity needs through private placements of common shares.

There have been no changes to the Company's objectives and what it manages as capital since inception. The Company is not subject to externally imposed capital requirements.

8. Financial Instruments and Risk Management

Financial Instruments

The Company has classified its cash as fair value through profit and loss ("FVTPL"). Other receivables have been classified as loans and receivables. Accounts payable and accrued liabilities have been classified as other financial liabilities.

The carrying values of cash, other receivables and accounts payable and accrued liabilities approximate their fair values due to their short periods to maturity.

8. Financial Instruments and Risk Management (continued)

Fair Value Hierarchy

Financial instruments recorded at fair value are classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The hierarchy is summarized as follows:

Level 1 – quoted prices (unadjusted) in active markets for identical assets and liabilities

Level 2 – inputs that are observable for the asset or liability, either directly (prices) or indirectly (derived from prices) from observable market data

Level 3 – inputs for assets and liabilities not based upon observable market data

Financial Risk Factors

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

(a) Credit risk

Financial instruments that potentially subject the Company to significant concentrations of credit risk consist principally of cash. The Company's cash are held at major financial institution and lawyer's trust accounts. The Company regularly monitors its credit risk exposure and takes steps to mitigate the likelihood of these exposures resulting in actual loss.

(b) Liquidity risk

The Company is exposed to liquidity risk or the risk of not meeting its financial obligations as they come due. The Company constantly monitors and manages its cash flows to assess the liquidity necessary to fund operations. All of the Company's financial liabilities are due within one year.

9. Income taxes

A reconciliation of income taxes at the statutory rate with the reported taxes is as follows:

	2020 $	2019 $
Loss before income taxes	(292,464)	(1)
Combined federal and provincial tax rate	26.5%	26.5%
Expected income tax recovery	(77,503)	-
Taxable benefit not recognized	77,503	-
Income tax expense (recovery)	-	-

Deferred income tax asses have not been recognized in respect of the following deductible temporary differences:

	2020 $	2019 $
Non-capital loss carry forward	192,115	-
Share issuance costs	100,344	-
Total	292,495	-

The Canadian non-capital loss carry forwards of 192,115 expire in 2040. Share issue and financing costs will be fully amortized in 2024. Deferred tax assets have not been recognized in respect of these items because it is not probable that future taxable profit will be available against which the company can utilize the benefits therefrom.

10. Subsequent events

On October 1, 2020, the Company completed non-brokered private placement through the issuance of 1,587,500 common shares valued at $0.40 per share for gross proceeds of $635,000. The Company incurred share issuance cost of $30,440. The Company also issued 76,100 units of finders' share purchase warrants in connection to this private placement. The Company also issued an additional 35,000 common shares valued at $0.4 per share to a consultant of the for services performed.

On October 7, 2020, the Company engaged TribalScale Inc. ("TribalScale"), a Toronto-based software development firm, to provide design, engineering, quality assurance and product management support for its Mobile Application pursuant to the terms of a statement of work dated October 7, 2020, as amended pursuant to the amending agreement dated February 17, 2021 (the "TribalScale SOW") and a master services agreement dated October 21, 2020. Pursuant to the terms of the TribalScale SOW, the Company will issue to TribalScale a total of 493,827 Common Shares on the closing date of the Company's anticipated Initial Public Offering at a deemed price of $0.81 per Common Share. 123,456 of the 493,827 Common Shares to be issued to TribalScale on the closing date of the Company's anticipated Initial Public Offering will be subject to a 12 month contractual lock up from the closing date of the Company's anticipated Initial Public Offering. Such Common Shares may not be sold, transferred, assigned, pledged or otherwise disposed of, except in limited circumstances, before the date that is 12 months from the closing date of the Company's anticipated Initial Public Offering.

10. Subsequent events (continued)

On December 4, 2020, the Company issued 200,000 options to a consultant. The options have an exercise price of $0.40 and expire on December 4, 2022. The options vest immediately upon issuance.

As of April 15, 2021, the Company is in the process of filing a preliminary prospectus as part of an Initial Public Offering. The Company expects to conclude the offering in April 2021, with the Company filing its final prospectus with the securities regulatory authorities. The Company intends to commence trading on the Canadian Securities Exchange under the symbol “MEND”.

SCHEDULE B - MANAGEMENT'S DISCUSSION AND ANALYSIS

MANAGEMENT'S DISCUSSION AND ANALYSIS

General

The following Management's Discussion and Analysis (the "**MD&A**") of the consolidated financial position and results of operations for Nurosene Health Inc. (formerly Nurosene Inc.) ("Nurosene", the "Company", "we" or "us") is prepared as at the date of the Prospectus, and is for the for the three and six month periods ended March 31, 2021 and 2020. It is supplemental to, and should be read in conjunction with the Company's condensed interim financial statements and the accompanying notes for the period ended March 31, 2021 (the "**Financial Statements**"). This section may contain Forward-Looking Information that involve numerous risks and uncertainties. The forward-looking information is not historical fact, but rather is based on the Company's current plans, objectives, goals, strategies, estimates, assumptions and projections about its industry, business and future financial results. Actual results could differ materially from those discussed in such forward-looking information. See "Forward-Looking Statements". All dollar figures included therein and in the following MD&A are expressed in Canadian dollars unless stated otherwise. Capitalized terms contained in this MD&A are as defined in the Prospectus.

The Company's consolidated financial statements and the financial information contained in this MD&A are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee.

Forward-Looking Statements

Certain statements in this MD&A constitute forward-looking statements or information (collectively, "**Forward-Looking Information**"), which means disclosure regarding possible events, conditions, acquisitions, or results of operations that is based on assumptions about future conditions and courses of action and include future-oriented financial information with respect to prospective results of operations, financial position or cash flows that is presented either as a forecast or a projection, and also includes, but is not limited to, statements with respect to the future financial and operating performance of the Company. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "proposes", "expects", "is expected", "budget", "scheduled", "estimates", "potential", "strategies", "forecasts", "intends", "anticipates", or "believes" or variations (including negative variations) of such words or phrases, or statements that certain actions, events or results "could", "would", "might" or "will" be taken, occur or be achieved.

Forward-looking statements included or incorporated by reference in this MD&A include, but are not limited to, statements with respect to: continued development of Company's business; the Company's growth strategy; regulatory and related approvals; the Company's planned milestones and timing of same; product launch and expansion activities; research activities; and liquidity, working capital, and capital expenditures.

Forward-Looking Information involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the Forward-Looking Information. As a result, actual actions, events or results may differ materially from those described in Forward-Looking Information, and there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended including, without limitation, those referred to in the Prospectus under the heading "Risk Factors" and elsewhere. Although Forward-Looking Information contained in this MD&A is based upon what management of the Company believes are reasonable assumptions, the Company cannot assure investors that actual results will be consistent with the Forward-Looking Information.

Forward-looking information contained herein is as of the date of this MD&A, and the Company disclaims any obligation to update any forward-looking information, whether as a result of new information, future events or results or otherwise, except as required by law. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated. Accordingly, readers should not place undue reliance on forward-looking information due to the inherent uncertainty therein. Material risk factors that could cause actual results to differ materially from the forward-looking information are contained under the heading "Risk Factors".

The discussion and analysis in this MD&A is based on information available to management as of May 14, 2021.

Description of Business

Nurosene is a mental wellness company that currently offers two distinct solutions: a line of nutraceuticals that target sleep quality, stress and energy levels, as well as a mobile application that helps users develop habits that are conducive to brain health through its content, that include a variety of activities designed to improve mental function, and allows them to track their progress over time. Our goal is to help users by offering actionable and adaptable strategies to improve daily mental health and overall brain performance.

Nurosene has developed an ecosystem of integrated solutions which is the cornerstone of our mental health strategy. Within the ecosystem we have 3 primary facets:

Our products: We have developed a Mobile Application (as defined below) that gives our users access to practical, habit forming activities. The Mobile Application can be used in conjunction with our line of proprietary nutraceutical supplements (Nuro Drive and Nuro Restore), to be launched in Q2 of the calendar year 2021.

Predictive Healthcare: We are working to leverage machine learning and artificial intelligence to collect trends and patterns to help better predict outcomes for our Mobile Application users. We plan to analyze trends and patterns in user behavioural data to generate insights to guide the development roadmap of our Mobile Application.

Alternative Therapies and Research: The Company plans to identify and partner with third party research institutions to conduct studies with respect to how novel treatments and alternative therapies could affect mental wellness, cognition and performance over time. Through these partnerships, the Company hopes to discover novel methods, treatments or molecules that it can incorporate into future features in its Mobile Application or its line of nutraceutical products.[1]

The Company was incorporated under the *Business Corporations Act* (Ontario) on May 8, 2019 under the name "2695174 Ontario Inc." On June 19, 2020, the Company changed its name from "2695174 Ontario Inc." to "Nurosene Inc.". On March 26, 2021, the Company completed a continuance from the *Business Corporations Act* (Ontario) to the *Business Corporations Act* (British Columbia). In connection with the continuance, the Company changed its name to “Nurosene Health Inc.”.

The Company's head office is located at 1655 Dupont Street, Suite 101, Toronto, Ontario M6P 3S9 and its registered office is located at 2800 Park Place, 666 Burrard Street, Vancouver, BC V6C 2Z7.

COVID-19

The COVID-19 global pandemic has resulted in government-imposed restrictions on non-essential business and travel. The Company has been able to navigate these challenges, implementing work from home policies for all individuals associated with the Company. Individuals are able to work effectively on a remote basis and orchestrate business proceedings through conference calls and online.

The restrictions have not halted the operations of Prime Nutrisource, the Company’s third-party contract manufacturer, in any manner that has impacted manufacturing supply of inventory to the Company. During the pandemic, Prime Nutrisource has been able to manufacture finished products for the Company and is responsible for meeting all government imposed operating protocols to continue production during the pandemic.

Development of the Mobile Application is largely unaffected by the COVID-19 pandemic, with developers able to work online from home. The Mobile Application, in development through the Company’s partnership with

[1] Execution of the Company’s research plans and ultimate product and service generation as a result of such research are based on certain assumptions, including the ability to identify and partner with third party institutions to conduct research, successful outcomes from such research, ability to generate useful products and services from such research, among others. Each of these assumptions involves known and unknown risks, including risks inherent in research and product development, as well as those additional risk factors set out under “Risk Factors” in the Prospectus.

TribalScale, continues to progress as individuals from both groups are able work from home and meet online. Both companies have ensured that the tools and resources required to maintain productivity have been provided to individuals on the project.

Nutraceutical research and development initiatives continue to be explored. The Company seeks potential research partners that conduct testing and laboratory research in controlled environments. This includes having sanitary environments that control for foreign pathogens. Research and development opportunities, including participation in clinical trials, continue to be explored to support the ongoing objectives of the Company despite the COVID-19 pandemic.

Marketing and promotional strategies have been built around online platforms such as social media and influencer platforms. The pandemic has not had a negative impact on this strategy as the market is reached via digital devices.

The Company continues to make progress on all business objectives despite the restrictions and limitations of the COVID-19 pandemic. The Company continues to progress in an environment where appropriate measures and protocols are in place to address and overcome the challenges imposed by the pandemic. The Company has not been significantly impacted by the pandemic with progress towards milestones and objectives continuing to be met. The Company believes the plans for the use of proceeds will not be materially impacted by the pandemic, as the Company has been successful in continuing the business and pursuit of business objectives with all personnel working remotely.

The Company continues to monitor the current operating environment imposed by the pandemic and will take a proactive approach to addressing challenges and restrictions.

Operational Highlights

- Production of finished goods inventory of the Company's proprietary nutraceutical supplements;
- Developing its online e-commerce platform and online marketing strategy;
- Completion of V1 of the Mobile Application

In August, September and October, 2020, the Company completed a non-brokered private placement of 5,658,250 Common Shares at a price of $0.40 per Common Share for aggregate gross proceeds of approximately $2,263,300 (the "$0.40 Private Placement") which closed in four tranches between August and October 2020 (August 20, 2020, September 8, 2020, September 23, 2020, and October 1, 2020). In connection with the $0.40 Private Placement, the Company issued 185,788 finder's warrants entitling the holders thereof to purchase an aggregate of 185,788 Company Shares at a price of $0.40 for a period of two years from the date of issuance.

Business Developments

During the three months ended March 31, 2021, the Company has made the following progress with regards to key operational projects and milestones:

Nutraceutical Product Development

1) Launch of first two nutraceutical supplements: Nuro Drive and Nuro Restore

The Company completed manufacturing and packaging of its first two nutraceutical products, "Drive" and "Restore". In March 2021, the Company's contract manufacturer produced 1,000 bottles of Drive and 1,000 bottles of Restore, for a total cost of approximately $26,500, with approximately $25,000 incurred for raw materials and manufacturing of finished products and $1,500 related to printing labels.

2) Finalise formulations and bring 3 further nutraceutical products to market

The activities to accomplish this objective are:

- *Development of formulations:* As an initial step, the Company will select the most appropriate mix of active ingredients based on availability of supply, cost of production and regulatory constraints. The Company is in the process of developing these formulations and estimates that it will incur further costs of approximately $50,000 in connection with this activity, primarily for consulting fees to the Chief Innovation Officer and other personnel pursuant to their respective service agreements.

- *Bottles and labels design:* Design of the product bottles and labels involves graphic design, printing, and quality assurance. Costs include consulting fees to ensure label compliance with FDA and Health Canada. The Company is in initial stages of bottle and label design, and anticipates this to be completed in calendar Q3 2021. The Company estimates the costs associated with completion of this activity to be approximately $30,000, based on costs incurred to develop Nuro Drive and Nuro Restore.

- *On-going stability testing:* The Company uses a third-party laboratory to perform stability tests to determine product shelf life and stability of the ingredients over time, within the formulated products. The Company intends to perform these tests for each product at least once annually, and expects this to cost $20,000 on aggregate.

Once the product formulations are complete, the Company provides them to the Contract Manufacturer to begin production.

As at March 31, 2021, three additional products, currently branded as “Brain & Biome”, “Regen” and “Defend”, have been scheduled for development to commence in Q3 of the 2021 Financial Year. During the quarter, the Company began developing the formulations of these products, and as of the date of this MD&A, has incurred to date approximately $31,083 in consulting fees (March 2020 - $nil) to develop the formulations and packaging design, and have been classified as sales, general & administrative expenses in the Condensed Interim Statement of Loss and Comprehensive Loss for the six months ended March 31, 2021.

We estimate the remaining costs to complete product development on these three products to be approximately $100,000, and include development of formulation, bottles and labels design, and on-going stability testing. Development of these formulations by the Company began in calendar Q2 2021, and Management expects product development to be complete by Q4 of the 2021 Financial Year. The Company will design the new product bottles and labels, and be responsible for on-going stability testing. There are no agreements with a Contract Manufacturer, or other third party, for the development of these products.

Material factors and assumptions underlying this timeline include but are not limited to i) the continued availability of raw materials for product development and testing, and ii) a continued relationship with our contract manufacturer to ensure quality assurance protocols are met prior to launching any future formulations.

Each of these assumptions involves known and unknown risks, including risks related to sourcing materials, third party contractor risk, risks associated with product development, as well as those additional risk factors set out under "Risk Factors".

Completion of this milestone within the timeframe set out above is not predicated on the closing of the Offering.

Mobile Application Development

The Company continued development on its mobile application during the three months ended March 31, 2021, working with its software development partner, TribalScale. During the three and six month periods ended March 31, 2021, the Company incurred $420,935 (March 31, 2020: $nil) and $804,120 (March 31, 2020: $nil) respectively, in consulting fees to TribalScale. These costs met the capitalization criteria under IAS 38, as technical and economic feasibility had been established during the year ended September 30, 2020, and the mobile application is intended to generate future economic benefits.

The Company completed the mobile application in fiscal Q2 2021 and v1 was publicly released on iOS and Android in April 2021. The total cash cost to complete the project of $669,422 consist solely of consulting fees paid to TribalScale.

As at the date of this MD&A, the Company has begun development of a subsequent release ("V2"), with TribalScale, which will include refinements and additional features to the Mobile Application. Development of V2 commenced during the quarter and the Company plans to accomplish the following:

- simplifying and streamlining various screens on the application, including intake forms, activities, and visualizations;
- establish a dashboard for users to review their weekly and monthly completion of activities;
- develop a recommendation engine to suggest activities to users;
- integrate and pilot data collection tools that leverage existing hardware features that exist on many smartphones in the market, such as facial capture and gyroscope data. We intend to use this data to gain a better understanding of user behaviour and how they interact with the Mobile Application; and
- further development of content, including additional activities

The cost of this milestone will be dependent on engineering time spent pursuant to the TribalScale SOW 2. The Company estimates the total cost to complete this objective to be $450,000 and expects to incur the cost evenly over the duration of development until the launch of V2 in calendar Q3 2021.

The Company has allocated $450,000 to this project if the Minimum Offering is completed and $500,000 if the Maximum Offering is completed. Project costs consist primarily of consulting fees to Tribal Scale including any potential overages, and will be launched calendar Q3 2021. This timeline is based on certain material factors and assumptions, including: i) the Company's continued relationship with TribalScale as its development team; ii) there are no unforeseen technological challenges in implementing features planned for release; iii) no adverse changes to mobile operating systems that would prevent the Company from accessing certain hardware modules (i.e. camera, gyroscope, etc.); and iv) the completion of the Maximum Offering. In the event that the Offering is not completed in Q3 of the 2021 Financial Year or at all, or the Minimum Offering is completed, the Company may decide to scale back or delay the release of new features in V2 of the Mobile Application, and instead focus on releasing new content on V1 of the Mobile Application. Each of these assumptions involves known and unknown risks, including risks inherent in third party contracts and technology changes, as well as those additional risk factors set out under "Risk Factors" listed within the Prospectus.

Development of further functionality of the Mobile Application

The Company plans to further expand the features of the Mobile Application and hire in-house developers. Following the completion of V2 of the Mobile Application, the Company will consider user behaviour and plans to expand the functionality and features of the Mobile Application on an on-going basis going forward. If the Maximum Offering is completed, the Company will allocate $1,440,000 towards this objective. If the Minimum Offering is completed, the Company will not allocate any proceeds to this objective. The timeline for such development is expected to commence in calendar Q4 of 2021 and the Company anticipates this milestone to continue for at least 12 months.

The Company plans to accomplish the following:

- Hire in-house developers consisting of two (2) front-end developers at cost of $120,000 per year each, and two (2) back-end developers at a cost of $150,000 per year each;
- Hire two additional data scientists to develop a natural language processing algorithm to analyze user inputs through the Mobile Application's journal feature, at a cost of $200,000 each;
- Engage a data analytics firm to process and organize the raw data generated from the Mobile Application into a format that can be used for further analysis by research partners. The Company expects such a process to be ongoing as data is continuously generated over time, and as such, the Company expects to incur costs of approximately $30,000 per month for a period of 12 months to accomplish this. As of the date of this Prospectus, the Company has not yet engaged a firm to complete this work, but the Company has had preliminary negotiations and interviews with external parties regarding this work; and
- Produce additional content in-house for the Mobile Application in the form of additional activities, videos, podcasts, and blogs. Costs of production would include graphic design, content shooting, post-production, publishing, travel and administrative costs. These costs are estimated to be approximately $140,000 over a period of 12 months, to ensure the Mobile Application has up-to-date content. These cost estimates are based on costs incurred to date to produce the existing activities, videos and blogs on the Mobile Application.

The timeline for such development is expected to commence in calendar Q4 of 2021 and the Company anticipates this milestone to continue for at least 12 months. During the course of that 12 months, the Company will continually review the Mobile Application functionality against user trends and feedback, with further Mobile Application design based off of real-use data. The full scope of the project relating to further development of functionality of the Mobile Application is presently unknown, as the Company plans to review and analyze user trends and feedback in real time following launch of V2 of the Mobile Application. In addition, the Company plans to review and consider the results of its research projects in further development of functionality of the Mobile Application. The Company does not expect to incur any costs with respect to this objective until V2 of the Mobile Application is launched.

Completion of this milestone in the timeline indicated is based on certain material factors and assumptions, including: i) the Company's engagement of a developer or ability to hire in-house developers and data scientists; ii) there are no unforeseen technological challenges in implementing Mobile Application features and functionality; iii) no adverse changes to mobile operating systems that would prevent the Company from accessing certain hardware modules (i.e. camera, gyroscope, etc.); and iv) the Company's engagement of a suitable data analytics firm and v) the completion of the Maximum Offering. Each of these assumptions involves known and unknown risks, including risks inherent in third party contracts and technology changes, as well as those additional risk factors set out under "Risk Factors".

Website and E-Commerce Platform

Development of the Company's corporate website began during the quarter and was completed at the end of Q2 2021 for US$22,000, which consisted of consulting fees for web design, development and software costs.

Development of the ecommerce platform began in Q3 of the 2021 Financial Year, and the Company has incurred costs of approximately $4,500 as of the date of this MD&A, with respect to web developer and software costs, and expects to incur an additional $10,000 in web development costs to complete the platform.

The anticipated timeline for completing this objective is before the end of Q3 if the 2021 Financial Year, which is based on certain material factors or assumptions including, but not limited to the continued availability of qualified personnel to develop and maintain the platform, and the availability of e-commerce solutions, such as Shopify, that can provide the Company the tools to build its online storefront. The Company expects costs to be incurred in the second quarter of the 2021 fiscal year with regards to building a website that includes a sales platform. The website and the sales platform are separate components.

As of the date of this MD&A, the next significant milestone for the Company is the launch of the e-commerce platform and the simultaneous launch of Nuro Drive and Nuro Restore. The e-commerce platform is expected to be launched by the end of May 2021. The launch will introduce the Company's initial product offering of Nuro Drive and Nuro Restore to the direct-to-consumer market.

No additional development costs are required for product readiness of Nuro Drive and Nuro Restore. Costs already incurred to finalize product readiness include: label design, label information in accordance with regulations, formulation, ingredients, raw materials and manufacturing. The total finished goods inventory on hand as of March 31, 2021 is measured at cost with a value of $22,640.

The Company anticipates that further costs of $10,000 may be required to begin sales of Nuro Drive and Nuro Restore on the Company's e-commerce platform. These costs are related to logistics costs to transport the finished goods to a third party warehouse.

The Company is currently working to establish and develop retail distribution agreements with select retailers in the United States and will establish retail distribution networks in Canada, once the products have been issued Natural Product Numbers from Health Canada. The Company applied for Canadian Health Product Authorizations for each of its initial products in February 2021. See "Canada Regulation – Nutraceuticals" in the Prospectus. The Company expects to receive the Natural Product Numbers for both Drive and Restore from Health Canada by Q3 2021 of the calendar year. The timing of receipt of a Natural Produce Number is dependent on the classification of natural health product under which Nuro Drive and Nuro Restore belong (see" Regulatory Environment - Canadian Regulation - Nutraceuticals" in the Prospectus), and is subject to screening and approval by Health Canada. Based on correspondence with Health Canada, the Company expects to receive an NPN number between May and September 2021 for both existing nutraceutical products.

Manufacturing and Distribution

The Company's key milestones and objectives with respect to manufacturing and distribution are as follow. The estimated launch of these milestones assumes the completion of the Maximum Offering as contemplated in the Prospectus. If the Minimum Offering, or less than the Maximum Offering, is completed, the Company may adjust some of the milestones accordingly, as product rollout and planned expenditures will be re-evaluated to reflect the working capital received from the completion of the Offering.

1) *Secure distribution through United States partner for first United States retail distribution of product*

The Company began a process to identify a third-party distribution partner during the quarter.

This objective includes any costs associated with hiring a brokerage to represent our product portfolio in the United States and to manufacture inventory to support the supply chain. The selected broker will provide the Company with marketing, warehousing, and shipping services to distribute our Products in the United States. As of March 31, 2021, inventory for sales of Nuro Drive and Nuro Restore inventory on hand, produced by a contract manufacturer, is measured at cost with a value of $22,640, but additional manufacturing will be required to support the United States supply chain.

The material assumptions underlying this forward-looking statement include, but are not limited to: i) that the Company's existing product line can be manufactured in sufficiently high volumes to fulfill demand, ii) that third party distributors can sufficiently scale in the key regions targeted by the Company, and iii) that distributors will offer appropriate supply chain services including warehousing and logistics. Each of these assumptions involves known and unknown risks, including risks related to manufacturing, including supply chain and third party contractor risk, and product sales/demand risks, as well as those additional risk factors set out under "Risk Factors".

2) Expand distribution across additional United States retailers

The Company is in the process of securing partnerships with large retailers in the United States, and the costs associated with this milestone include costs associated with retailer-fixtures and marketing materials and inventory to supply such retailers. The third-party distribution partner is expected to provide such opportunities. If the Maximum Offering is completed, the Company will allocate $1,000,000 towards this objective. If the Minimum Offering is completed, the Company will allocate $700,000 to this objective. The Company plans to launch this initiative in calendar Q4 2021. This milestone assumes that such partners can be identified and are willing to enter into arrangements favourable to the Company, which includes risks including third party contract risks and risks associated with product supply and demand. Completion of the Maximum Offering will allow the Company to expand to a greater number of retailers than in the event of the Minimum Offering

3) Secure first Canada based retail distribution

The Company is in the process of securing a retail distribution partner including any costs associated with hiring a brokerage to represent our product portfolio in Canada, manufacturing the initial quantities for sale and logistics costs to a third-party warehouse. The selected broker will provide the Company with marketing, warehousing, and shipping services to distribute our Products in Canada. We expect to commence searching for a Canadian broker in Q4 of the 2021 Financial Year, to enter into a partnership by calendar Q1 of the 2022 Financial Year, with a cost of approximately $300,000. This statement is based on the following material factors and assumptions: i) the Company assumes that it will have received all the necessary regulatory clearances from Health Canada prior to engaging the broker, and ii) ability to secure appropriate retail distribution on terms satisfactory to the Company. Each of these assumptions involves known and unknown risks, including risks related to regulatory approvals, third party contract risks, and product sales/demand risks, as well as those additional risk factors set out under "Risk Factors" listed within the Prospectus.

Research Projects and Partnerships

The Company plans to commence an initial research study with a research partner in Q3 2021. The Company plans to commence two additional research studies in Q1 2022, as discussed further below under "Identify and begin two further research studies". The Company's main objectives in conducting these research studies includes: (i) validation of the Company's product formulations for Nuro Drive and Nuro Restore, (ii) utilizing user data gathered through the Mobile Application to improve functionality and aid in further development of the Mobile Application, and (iii) validating the actionable strategies provided to users through the Mobile Application, for example, the efficacy of suggested activities.

The Company does not expect any nutraceutical products to be created or commercialized directly as the result of any research and development partnerships, however the Company plans to undertake research projects that may

provide insights and information to further refine actionable strategies that can be used by Mobile Application users, to aid in further development of the Mobile Application, and to validate the Company's product formulations.

The Company's key milestones and objectives with respect to research projects and partnerships are as follow.

1) Initiate first clinical research study with accredited partner institution

This objective includes the cost of setting up a study with an accredited partner institution and any costs associated with the execution of the study including; materials, licenses, key personnel, facility rental as well as legal and administrative costs. The Company has estimated the cost of onboarding an initial research partner based on initial negotiations including prospective costs of the initial research study. To, date the Company has not incurred any costs related to this objective. The Company expects such an arrangement with a partner will require the Company to fund, in part or in full, the costs incurred to perform the study. The nature and economics of research studies may vary on a study- by -study basis.

The Company began searching for a research partner during the quarter and expects to commence our first study by Q4 of the 2021 Financial Year. The Company expects the duration of the initial study to be approximately eight months. The Company anticipates a cost of approximately $200,000 for this initial study. The Company is evaluating various potential initiatives, for example exploring whether data gathered from passive smartphone sensors can be used to predict disorders such as social anxiety. At the end of the eight-month period, the Company expects to obtain evidence through the completion of this initial study, as to whether a correlation exists between user metrics being tracked on the Mobile Application (through the nutraceutical intake form and periodic surveys) and mental wellness outcomes. The Company anticipates that the results of this initial study will help validate both the product formulations of Nuro Drive and Nuro Restore, as well as whether the actionable strategies suggested by the Mobile Application are effective in improving mental wellness outcomes.

We are dedicating efforts into creating partnerships focused on conducting studies to validate and refine our product offering, including our supplements and Mobile Application. Research and development shall be conducted through partnerships between the Company and potential research partners, such as data analytics firms or researchers (either in academia or a private institution). Research partnerships will involve leveraging internal data gathered through the Mobile Application to improve future functionality and development of the Mobile Application, as well as to validate the actionable strategies provided to users through the supplements and Mobile Application. The Company will need to secure an agreement with a research partner in order for its potential research projects to commence. The Company anticipates providing the research partner with data gathered through the Mobile Application, or partnering with a research partner that will utilize or gather its own data, to be used in research studies over the course of months or years, with the results of such research being utilized for further development of the Mobile Application and/or validation of the Company's products.

The steps to initiate a research partnership include:

1) identifying a qualified partner with expertise in the area of focus;

2) developing and approving a budget, and defining the scope of research;

3) commencing the study, and supplying the partner with data collected from our Mobile Application and defining the parameters through which the partner would be producing findings, or establishing the methodology through which the partner would be gathering novel data;

4) receiving quarterly updates and communication from the partner until the study is complete.

Once a research partner has been engaged the Company expects to pay the research partner evenly over the duration of the project to conduct the study, and estimates the cost to be approximately $25,000 per month. The Company does not expect to incur significant costs until a study is commenced.

The Company does not expect any nutraceutical products to be created or commercialized directly as the result of any research and development partnerships, however the Company plans to undertake research projects that may provide insights and information to further refine actionable strategies that can be used by Mobile Application users, to aid in further development of the Mobile Application, and to validate the Company's product formulations. The Company began its search in Q2 of the 2021 Financial Year and expects to secure a partnership by Q4 of the 2021 Financial Year. The Company has had initial discussions with several potential research partners as part of this process but has incurred no costs related to this milestone to date

These statements and timeline is based on the following material factors and assumptions: i) a sufficiently in-depth study can be developed within the Company's budget; ii) continued interest exists in academia and the research community to further explore such topics; and iii) candidates for research subjects can be identified and iv) efficacy of the research conducted. Each of these assumptions involves known and unknown risks, including risks related to research efficacy, development and interest in the areas in which the Company plans to conduct research, and engaging appropriate research partners, as well as those additional risk factors set out under "Risk Factors" listed within the Prospectus.

2) Identify and begin 2 further research studies

The Company plans to begin searching for additional research partners in calendar Q4 2021 and expects to commence the additional two research studies by calendar Q1 2022. The steps to complete these follow-on research studies are consistent with the initial study. Each of these follow-on studies are expected to cost $500,000, and the Company expects to pay the research partner evenly over the duration of the study once commenced. Management anticipates that these studies will take an estimated six to twelve months to complete.

Costs are expected to consist of costs to set up a study with an accredited partner institution and any costs associated with the execution of the study including; materials, licenses, key personnel, facility rental as well as legal and administrative costs. The Company has estimated the costs associated with conducting the research studies based on initial negotiations with potential research partners, which have included discussions regarding costs of onboarding the research partner and projected costs associated with conducting the additional research studies.

The Company expects to expand the scope of its research conducted through the second and third research projects, and as a result, expects the second and third research projects to cost more than its initial study. The Company expects that the expanded scope will involve larger data sets (as a result of further user information gathered through the Mobile Application) and more complex hypothesis being tested (as a result of further development of the functionality of the Mobile Applications and the complexity of activities conducted therein by users). The Company plans to focus these additional studies on research into how data generated from new collection methods developed in V2 of the Mobile Application (such as facial capture and gyroscope data) can be used to suggest actionable strategies (including the use of nutraceutical supplements) to users of the Mobile Application, and expects at the conclusion of the studies to. obtain evidence as to whether a correlation exists between data gathered through these new collection methods and mental wellness outcomes.

This objective is predicated on and assumes the successful commencement of our initial study and the completion of V2 of the Mobile Application. The timeline for completion of this objective is also predicated on and assumes completion of the Maximum Offering as per the Company's planned Initial Public Offering. If the Maximum Offering is not completed, the timeline for completion of this milestone will be extended and the Company will utilize profits from product sales and/or other sources of financing to complete this milestone. Each of these risk factors, as well as those additional risk factors set out under "Risk Factors" listed within the Prospectus, are also applicable to this milestone.

Sales and Marketing

The Company's key milestones and objectives with respect to Sales and Marketing are as follow. The estimated launch of these milestones assume the completion of the Maximum Offering as contemplated in the Prospectus. If the Minimum Offering, or less than the Maximum Offering, is completed, the Company may adjust some of the milestones accordingly, as product rollout and planned expenditures will be re-evaluated to reflect the working capital received from the completion of the Offering.

1) *Development and launch of new corporate and e-commerce website*

This objective includes the cost of hiring a design agency, web developers, any software costs, and the cost of hiring a firm to enhance and manage our corporate and e-commerce website. The Company anticipates these initiatives to cost $10,000. Development of the Company's corporate website began and was completed during the quarter. Development of the e-commerce platform began during the quarter and the anticipated timeline for completing this objective is before the end of Q3 of the 2021 Financial Year, which is based on certain material factors or assumptions including, but not limited to i) the continued availability of qualified personnel to develop and maintain the platform, and ii) the availability of e-commerce solutions, such as Shopify, that can provide the Company the tools to build its online storefront.

2) *Marketing campaigns launch via extensive digital marketing promotions*

This objective includes the cost of hiring an agency to manage our campaigns, and a monthly promotional marketing spend on: Instagram, Facebook, and YouTube. We expect these campaigns to commence in calendar Q3 of 2021 Financial Year with an anticipated cost of $250,000, and will be recurring as we continue our marketing and advertising efforts. Of the $250,000 allocated for this milestone, we anticipate an expenditure of approximately $50,000 in Q3 of the 2021 Financial Year. The Company will allocate funds under this milestone as the Company's business progresses and as it deems appropriate, and as such, the anticipated use of proceeds earmarked for this milestone may be reduced or adjusted accordingly. These statements and the timeline are based on the following material factors and assumptions: i) the commencement of product sales by calendar Q3 of the 2021 Financial Year; ii) social media continues to be a channel through which the Company can acquire customers at a sufficiently low cost; and iii) no changes to the terms of use on these social media platforms that preclude the Company from engaging in such promotional activities.

3) *Hire influencer marketing / business development manager to execute marketing campaigns*

This objective includes the cost of hiring a manager to oversee and execute our influencer marketing campaigns. The Company anticipates that the costs for these campaigns will be approximately $120,000. We expect these costs to commence in Q4 of the 2021 Financial Year, and will be recurring as we continue our marketing and advertising efforts. This statement and timeline is based on the following material factors and assumptions: i) the commencement of product sales before Q4 of the 2021 Financial Year; ii) influencer marketing continues to be a channel through which the Company can acquire customers at a sufficiently low cost; iii) qualified personnel exist and can be identified for the business development manager role, and are willing to enter into arrangements favourable to the Company; and iv) the completion of the Maximum Offering.

4) *Drive marketing campaigns across professional sports teams and college teams and at elite performance centers*

This objective includes the cost of marketing the campaigns via; social media, press and media outlets, partnerships with PR companies, and partnerships with influencer athletes. We expect these costs to commence in Q4 of the 2021 Financial Year with an estimated cost of $1,000,000, and will be recurring as we continue our marketing and advertising efforts. This statement and timeline is based on the following material factors and assumptions: i) the continued availability of personnel to manage these campaigns; and ii) influencer athletes exist and can be identified, and are willing to enter into arrangements favourable to the Company.

Each of the assumptions listed under the heading "Sales and Marketing" involves known and unknown risks, including risks related to regulatory approvals, third party contract risks, product sales/demand risks, ability to contract with third parties, including sports teams, and risks associated with partnering with influencer or third parties, as well as those additional risk factors set out under "Risk Factors" listed within the Prospectus, are also applicable to this milestone.

Factors Affecting the Company's Performance and Future Success

The Company's performance and future success depends on a number of factors. These factors are also subject to a number of inherent risks and challenges, some of which are discussed below. See "Caution Regarding Forward-Looking Statements" and "Risk Factors" in the Prospectus.

COVID-19

Due to the disruption of the COVID-19 crisis, the Company's business activities might be subject to certain level of impact. Management continues to evaluate the impact of the COVID-19 pandemic on the industry and has concluded that while it is reasonably possible that the virus could have a negative effect on the Company's financial position and results of its operations, the specific impact is not readily determinable as of the date of the issuance of the March 31, 2021 financial statements.

Selected Financial Information

Key financial statement items are summarized in the tables below:

	For the quarter Ended March 31, 2021	For the quarter Ended December 31, 2020	For the year ended September 30, 2020	From May 8, 2019 (date of incorporation) to September 30, 2019
	($)	($)	($)	($)
Revenue	-	-	-	-
Net loss and comprehensive loss	(719,097)	(238,096)	(292,464)	(1)
Net loss per share	(0.03)	(0.01)	(0.06)	(0.01)

	As at March 31, 2021	As at December 30, 2020	As at September 30, 2020	As at September 30, 2019
	($)	($)	($)	($)
Total assets	2,091,387	2,620,571	1,969,533	Nil
Working capital	610,695	2,124,809	1,826,541	Nil
Total non-current financial liabilities	Nil	Nil	Nil	Nil
Cash dividends declared	Nil	Nil	Nil	Nil

Since inception, the Company has incurred losses while advancing the research and development of its products. The net loss and comprehensive loss for the quarter ended March 31, 2021 was $719,097 (March 2020: $nil). The loss was primarily due to sales, general and administrative expenses of $709,993 and share based compensation expense of $9,104.

As of the quarter ended March 31, 2021, the Company has not generated any significant revenue from operations. The Company expects to continue to incur costs related to business developments that may generate revenue in the future.

a) The Company has started to capitalize development costs related to the engineering of the mobile application. During the three and six month periods ended March 31, 2021, the Company incurred $420,935 (March 31, 2020: $nil) and $804,120 (March 31, 2020: $nil) respectively, which consisted solely of consulting fees incurred with TribalScale, the Company's application development partner.

b) There have been no deferred development costs to date.

c) Sales, general and administrative expenses in the amount of $709,993 have been incurred during the current financial year to support Company in expanding the scope of operations in developing its business, largely in the form of consulting and professional fees. Please see the *Results of Operations: Sales, general and administrative expenses* section below.

Results of Operations

Expenses

The following table presents selected financial results related to the Company's expenses:

	For the three months ended March 31, 2021	For the three months ended March 31, 2020	Variance
	($)	($)	($)
Sales, general and administrative	709,993	1	709,992
Share based compensation	9,104	-	91,104

Expenses such as sales, general and administration and share based compensation increased significantly during the quarter ended March 31, 2021 from the comparative period in the prior year. The results of the three months are comparable to the results of the previous quarter and the full year ended September 30, 2020 as the level of activity was conducted over comparative period, primarily the latter part of the 2020 fiscal year.

The increase in expenses during the current quarter, when comparing to these prior quarters, was attributable to the commencement of formulation and branding of the two proprietary nutraceutical supplements. The Company increased spending on marketing and promotional costs during the quarter by $256,966 (March 31, 2020: $nil) to a total of $326,589 for the six month period, compared to a total of $69,623 in Q1 and 4,500 in the year ended September 30, 2020. These costs were incurred to build the Company brand and overall awareness through initial campaigns through various platforms. The Company expects to conduct additional campaigns in Q3 with additional focus on each product and platform.

The Company has initiated preliminary campaigns to start creating brand awareness through social media paid campaigns, as well creation of content for future campaigns. These campaigns were launched in Q2 of the 2021 calendar year. We will continue efforts through additional campaigns, please see the *Sales and Marketing* section in the *Business Developments* heading above.

The Company increased spending in consulting fees during to $412,896 (March 31, 2020: $nil) compared to $75,401 in Q1 and $135,613 in the year ended September 30, 2020. This increase was largely due engaging additional consulting personnel.

The anticipated public offering has also given rise to more Sales, general and administrative expenses in the form of legal and professional fees.

Research and development

During the three and six month periods ended March 31, 2021, the Company incurred $420,935 (March 31, 2020: $nil) and $804,120 (March 31, 2020: $nil) respectively, which consisted solely of consulting fees incurred with TribalScale, the Company's application development partner. These costs consist of consulting fees to TribalScale, for engineering, design, project management, quality assurance, and support services. The Company began capitalizing development costs, during the 2021 Financial Year, as they met the capitalization criteria under IAS 38.

Sales, general and administrative expenses

The following table sets out the sales, general and administrative expenses of the Company for the quarter ended March 31, 2021 and 2020:

	For the three months ended March 31, 2021	For the three months ended March 31, 2020	For the six months ended March 31, 2021	For the six months ended March 31, 2020
	($)	($)		
Advertising and promotion	256,966	-	326,589	-
Consulting fees	412,896	-	488,297	-
Professional fees	22,799	-	54,386	-
Office and miscellaneous	17,332	-	26,013	-
Total	709,993	-	895,285	-

Summary of Quarterly Results

The following table sets forth a comparison of the Company's revenues and earnings on a quarterly basis since incorporation:

	31-Mar-20	31-Dec-20	30-Sep-20	30-Jun-20	31-Mar-20
	($)	($)	($)	($)	($)
Revenue	-	-	-	-	-
Net loss	(719,097)	(238,096)	(180,265)	(112,199)	-
Net loss per share, basic and diluted	(0.03)	(0.01)	(0.01)	(0.07)	-

	Dec-31-19	30-Sep-19	30-Jun-19
	($)	($)	($)
Revenue	-	-	-
Net loss	-	-	(1)
Net loss per share, basic and diluted	-	-	(0.10)

The Company has incurred costs related to sales, general and administrative expenses resulting in a net loss in the second quarter of the 2021 financial year. Other significant costs incurred include transaction costs, research and development costs, and share based compensation. The Company became active in June 2020, with no activity or losses being incurred previously.

The loss incurred by the Company for the 3 months ended June 30, 2020 are attributable to general and administrative costs related to Company set-up and consulting fees to initiate business processes.

The Company's net loss increased during the 3 months ended September 30, 2020 from the 3 months ended June 30, 2020 due to increased expenses largely due to an increase in non-recurring transaction costs of $55,755

consisting of professional fees, as the Company pursued a reverse take-over transaction that has since been terminated.

The increase in net loss in the 3 months ended December 31, 2020 is largely due to an increase in consulting fees of $51,901 from the 3 months ended September 30, 2020 as the Company continued to develop its internal infrastructure and administrative functions.

The increase in net loss in the 3 months ended March 31, 2021 is largely due to an increase in marketing Costs of $187,343 of consulting fees of $337,494 from the 3 months ended December 31, 2020. Company focused efforts on building its brand and engaging consultants to facilitate pursuit of the Company's business objectives.

Liquidity and Capital Resources

The Company's total cash balance as at March 31, 2021 was $922,263 (March 31, 2020: $nil). For the quarter ended March 31, 2021 cash flows used in operating activities were $1,035,749 (March 31, 2020: $nil) due to the Company's focus on formulation and branding of our first two product lines, development of the Mobile Application, and other working capital items. The Company expects improvements to operating cash flow as the Company commences the sales of its supplements in 2021.

As at March 31, 2021, the Company's total working capital was $610,695 (March 31, 2020: $nil). The Company expects to be able to meet its on-going obligations primarily through capital raises and the issuance of equity until such time that revenue can be generated through product sales. The Company has no long-term debt obligations with working capital liabilities limited to trade payables.

The Company intends to continue funding business developments including product development, mobile application development and development of the website and E-commerce platform (see *Business Development* section) through cash that is available and on hand.

Subsequent to the period, the Company began developing the formulations for 3 new products, and as of the date of this MD&A, we estimate the remaining costs to complete product development on these three products to be approximately $100,000, and include development of formulation, bottles and labels design, and on-going stability testing (see *Business Developments – Product Development*).

Development of the ecommerce platform began fiscal Q2 2021, as of the date of this MD&A, with respect to web developer and software costs, and expects to incur an additional $10,000 in web development costs to complete the platform (see *Business Developments – Website and E-Commerce Platform*).

The Company incurred an additional $254,237 during fiscal Q2 2021 to complete the development of v1. As at the date of this MD&A, the Company is working on the development of V2 (see Business *Developments – Mobile Application Development*). The Company anticipates V2 will cost approximately $450,000 in consulting fees to Tribal Scale, and will be launched Q4 of the 2021 Financial Year.

The Company's objective when managing capital are to safeguard the Company's ability to continue as a going concern and ensure sufficient liquidity in order to provide adequate returns for shareholders. The Company does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company manages its capital structure and makes adjustments in light of the changes in its economic environment and the risk characteristics of the Company's assets.

Management believes that current available funds, as well as the option to raise funds through the issuance of shares, will allow the Company to satisfy its requirements for investment and working capital management.

Outstanding share data

The Company's authorized share capital consists of an unlimited number of common shares without par value. For information regarding outstanding share capital of the Company, please see the table presented below as at May 15, 2021.

Common shares	22,425,475
Options	300,000
Warrants	185,788
Fully diluted share capital	**22,911,263**

The objective of the Company is to generate a return on investment to shareholders through capital appreciation. The Company intends to reinvest future earnings, if any, into operations to finance expansion of the business and does not intend to pay dividends in the foreseeable future.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements from the date of its incorporation to the date of this MD&A.

Related Party Transactions

Parties are considered related if the party has the ability, either directly or indirectly, to control the other party or exercise significant influence over the other party in making operating and financial decisions. This would include the Company's senior management. Parties are also related if they are subject to common control or common significant influence. Related parties may be individuals or corporate entities. A transaction is a related party transaction when there is a transfer of resources or obligations between related parties. Unless otherwise stated, none of the transactions incorporated special terms and conditions and no guarantees were given or received.
During the quarter ended March 31, 2021, a total of nil common shares were issued to key management (March 2020: nil).

Significant Accounting Policies and Judgements

See *note 3* of the Financial Statements for the year ended September 30, 2020 and the period from May 8, 2019 (date of incorporation) to September 30, 2019 for more information.

Changes in Accounting Policies Including Initial Adoption

See *note 3* of the Financial Statements for the year ended September 30, 2020 and the period from May 8, 2019 (date of incorporation) to September 30, 2019 for more information.

Financial Instruments

See *note 8* of the Financial Statements for the year ended September 30, 2020 and the period from May 8, 2019 (date of incorporation) to September 30, 2019 for more information.

Subsequent Events

There were no disclosable events subsequent to the reporting period.

Risk Factors

There are various risk factors that could cause the Company's future results to differ materially from those described in this MD&A. The risks and uncertainties described below are those the Company currently believes to be material, but they are not the only ones the Company faces. If any of the following risks, or any other risks and uncertainties that the Company has not yet identified or that it currently considers not to be material, actually occur or become material risks, the Company's business, financial condition, results of operations and cash flows, and consequently the price of the Shares, could be materially and adversely affected. The risks discussed below also include forward-looking statements and the Company's actual results may differ substantially from those discussed in the forward-looking statements. See "Risk Factors" elsewhere in the Prospectus.

MANAGEMENT'S DISCUSSION AND ANALYSIS

General

The following Management's Discussion and Analysis (the "**MD&A**") of the consolidated financial position and results of operations for Nurosene Health Inc. (formerly Nurosene Inc.) ("Nurosene", the "Company", "we" or "us") is prepared as at the date of the Prospectus, and is for the for the year ended September 30, 2020 and for the period from May 8, 2019 (date of incorporation) to September 30, 2019. It is supplemental to, and should be read in conjunction with the Company's consolidated financial statements and the accompanying notes for the year ended September 30, 2020 and the period from May 8, 2019 (date of incorporation) to September 30, 2019 (the "**Financial Statements**"). This section may contain forward-looking information that involve numerous risks and uncertainties. The forward-looking information is not historical fact, but rather is based on the Company's current plans, objectives, goals, strategies, estimates, assumptions and projections about its industry, business and future financial results. Actual results could differ materially from those discussed in such forward-looking information. See "Forward-Looking Statements". All dollar figures included therein and in the following MD&A are expressed in Canadian dollars unless stated otherwise. Capitalized terms contained in this MD&A are as defined in the Prospectus.

The Company's consolidated financial statements and the financial information contained in this MD&A are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee.

Forward-Looking Statements

Certain statements in this MD&A constitute forward-looking statements or information (collectively, "**Forward-Looking Information**"), which means disclosure regarding possible events, conditions, acquisitions, or results of operations that is based on assumptions about future conditions and courses of action and include future-oriented financial information with respect to prospective results of operations, financial position or cash flows that is presented either as a forecast or a projection, and also includes, but is not limited to, statements with respect to the future financial and operating performance of the Company. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "proposes", "expects", "is expected", "budget", "scheduled", "estimates", "potential", "strategies", "forecasts", "intends", "anticipates", or "believes" or variations (including negative variations) of such words or phrases, or statements that certain actions, events or results "could", "would", "might" or "will" be taken, occur or be achieved.

Forward-looking statements included or incorporated by reference in this MD&A include, but are not limited to, statements with respect to: continued development of Company's business; the Company's growth strategy; regulatory and related approvals; the Company's planned milestones and timing of same; product launch and expansion activities; research activities; and liquidity, working capital, and capital expenditures.

Forward-Looking Information involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the Forward-Looking Information. As a result, actual actions, events or results may differ materially from those described in Forward-Looking Information, and there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended including, without limitation, those referred to elsewhere in the Prospectus under the heading "Risk Factors" and elsewhere. Although Forward-Looking Information contained in this MD&A is based upon what management of the Company believes are reasonable assumptions, the Company cannot assure investors that actual results will be consistent with the Forward-Looking Information.

Forward-Looking Information contained herein is as of the date of this MD&A, and the Company disclaims any obligation to update any Forward-Looking Information, whether as a result of new information, future events or results or otherwise, except as required by law. There can be no assurance that Forward-Looking Information will prove to be accurate, as actual results and future events could differ materially from those anticipated. Accordingly, readers should not place undue reliance on Forward-Looking Information due to the inherent uncertainty therein. Material risk factors that could cause actual results to differ materially from the Forward-Looking Information are contained under the heading "Risk Factors".

The discussion and analysis in this MD&A is based on information available to management as of May 13, 2021.

Description of Business

Nurosene is a mental wellness company that currently offers two distinct solutions: a line of nutraceuticals that target sleep quality, stress and energy levels, as well as a mobile application that helps users develop habits that are conducive to brain health through its content, that include a variety of activities designed to improve mental function, and allows them to track their progress over time. Our goal is to help users by offering actionable and adaptable strategies to improve daily mental health and overall brain performance.

Nurosene has developed an ecosystem of integrated solutions which is the cornerstone of our mental health strategy. Within the ecosystem we have 3 primary facets:

Our products: We have developed a Mobile Application (as defined below) that gives our users access to practical, habit forming activities. The Mobile Application can be used in conjunction with our line of proprietary nutraceutical supplements (Nuro Drive and Nuro Restore), to be launched in Q2 of the calendar year 2021.

Predictive Healthcare: We are working to leverage machine learning and artificial intelligence to collect trends and patterns to help better predict outcomes for our Mobile Application users. We plan to analyze trends and patterns in user behavioural data to generate insights to guide the development roadmap of our Mobile Application.

Alternative Therapies and Research: The Company plans to identify and partner with third party research institutions to conduct studies with respect to how novel treatments and alternative therapies could affect mental wellness, cognition and performance over time. Through these partnerships, the Company hopes to discover novel methods, treatments or molecules that it can incorporate into future features in its Mobile Application or its line of nutraceutical products.[1]

The Company was incorporated under the *Business Corporations Act* (Ontario) on May 8, 2019 under the name "2695174 Ontario Inc." On June 19, 2020, the Company changed its name from "2695174 Ontario Inc." to "Nurosene Inc.". On March 26, 2021, the Company completed a continuance from the *Business Corporations Act* (Ontario) to the *Business Corporations Act* (British Columbia). In connection with the continuance, the Company changed its name to “Nurosene Health Inc.”.

The Company's head office is located at 1655 Dupont Street, Suite 101, Toronto, Ontario M6P 3S9 and its registered office is located at 2800 Park Place, 666 Burrard Street, Vancouver, BC V6C 2Z7.

COVID-19

The COVID-19 global pandemic has resulted in government-imposed restrictions on non-essential business and travel. The Company has been able to navigate these challenges, implementing work from home policies for all individuals associated with the Company. Individuals are able to work effectively on a remote basis and orchestrate business proceedings through conference calls and online.

The restrictions have not halted the operations of Prime Nutrisource, the Company’s third-party contract manufacturer, in any manner that has impacted manufacturing supply of inventory to the Company. During the pandemic, Prime Nutrisource has been able to manufacture finished products for the Company and is responsible for meeting all government imposed operating protocols to continue production during the pandemic.

[1] Execution of the Company’s research plans and ultimate product and service generation as a result of such research are based on certain assumptions, including the ability to identify and partner with third party institutions to conduct research, successful outcomes from such research, ability to generate useful products and services from such research, among others. Each of these assumptions involves known and unknown risks, including risks inherent in research and product development, as well as those additional risk factors set out under “Risk Factors” in the Prospectus.

Development of the Mobile Application is largely unaffected by the COVID-19 pandemic, with developers able to work online from home. The Mobile Application, in development through the Company's partnership with TribalScale, continues to progress as individuals from both groups are able work from home and meet online. Both companies have ensured that the tools and resources required to maintain productivity have been provided to individuals on the project.

Nutraceutical research and development initiatives continue to be explored. The Company seeks potential research partners that conduct testing and laboratory research in controlled environments. This includes having sanitary environments that control for foreign pathogens. Research and development opportunities, including participation in clinical trials, continue to be explored to support the ongoing objectives of the Company despite the COVID-19 pandemic.

Marketing and promotional strategies have been built around online platforms such as social media and influencer platforms. The pandemic has not had a negative impact on this strategy as the market is reached via digital devices.

The Company continues to make progress on all business objectives despite the restrictions and limitations of the COVID-19 pandemic. The Company continues to progress in an environment where appropriate measures and protocols are in place to address and overcome the challenges imposed by the pandemic. The Company has not been significantly impacted by the pandemic with progress towards milestones and objectives continuing to be met. The Company believes the plans for the use of proceeds will not be materially impacted by the pandemic, as the Company has been successful in continuing the business and pursuit of business objectives with all personnel working remotely.

The Company continues to monitor the current operating environment imposed by the pandemic and will take a proactive approach to addressing challenges and restrictions.

Operational Highlights

Since incorporation, the Company has focused its efforts on:

- Formulating and branding of 2 initial proprietary nutraceutical blends and establishing relationships with contract manufacturers and distributors;
- Developing its online e-commerce platform and online marketing strategy;
- Designing and developing its Mobile Application; and
- Identifying and evaluating research partners for the development of future formulations and improvements to the Mobile Application.

In August, September and October, 2020, the Company completed a non-brokered private placement of 5,658,250 Common Shares at a price of $0.40 per Common Share for aggregate gross proceeds of approximately $2,263,300 (the "$0.40 Private Placement") which closed in four tranches between August and October 2020 (August 20, 2020, September 8, 2020, September 23, 2020, and October 1, 2020). In connection with the $0.40 Private Placement, the Company issued 185,788 finder's warrants entitling the holders thereof to purchase an aggregate of 185,788 Company Shares at a price of $0.40 for a period of two years from the date of issuance.

Business Developments

During the year ended September 30, 2020, the Company has made the following progress with regards to key operational projects and milestones that have not generated revenue as at September 30, 2020. Please see below for a description of the Company's plans and status of each project, including expenditures made and how these relate to anticipated timing and costs to achieve the next milestone of the project plan:

Nutraceutical Product Development

1) Launch of first two nutraceutical supplements: Nuro Drive and Nuro Restore

As of September 30, 2020, the Company substantially finalized the formulations of two initial products, "Drive" and "Restore". These products are manufactured by a third-party contract manufacturer.

Product development costs incurred during the year ended September 30, 2020 include non-recurring costs related to labeling and regulatory compliance fees in the form of consulting fees of $4,775. The Company also submitted a purchase order for procurement of the raw materials to a supplier and made a prepayment in the amount of $96,368.

As at September 30, 2020, the Company has yet to finalize to packaging design for the Drive and Restore, but does not anticipate those costs to be material. The Company also had not yet completed its first manufacturing run, which would include the cost of raw materials, labels and packaging. In March 2021, the Company's contract manufacturer produced 1,000 bottles of Drive and 1,000 bottles of Restore, for a total cost of approximately $26,500, with approximately $25,000 incurred for raw materials and manufacturing of finished products and $1,500 related to printing labels.

2) Finalise formulations and bring 3 further nutraceutical products to market

The activities to accomplish this objective are:

- *Development of formulations:* As an initial step, the Company will select the most appropriate mix of active ingredients based on availability of supply, cost of production and regulatory constraints. The Company is in the process of developing these formulations and estimates that it will incur further costs of approximately $50,000 in connection with this activity, primarily for consulting fees to the Chief Innovation Officer and other personnel pursuant to their respective service agreements.

- *Bottles and labels design:* Design of the product bottles and labels involves graphic design, printing, and quality assurance. Costs include consulting fees to ensure label compliance with FDA and Health Canada. The Company is in initial stages of bottle and label design, and anticipates this to be completed in calendar Q3 2021. The Company estimates the costs associated with completion of this activity to be approximately $30,000, based on costs incurred to develop Nuro Drive and Nuro Restore.

- *On-going stability testing:* the Company uses a third-party laboratory to perform stability tests to determine product shelf life and stability of the ingredients over time, within the formulated products. The Company intends to perform these tests for each product at least once annually, and expects this to cost $20,000 on aggregate.

Once the product formulations are complete, the Company provides them to the Contract Manufacturer to begin production.

As of September 30, 2020, three additional products, currently branded as "Brain & Biome", "Regen" and "Defend", have been scheduled for development. As at September 30, 2020, the Company has not yet commenced development of formulation. We estimate the costs to complete product development on these three products to be approximately $100,000, and include development of formulation, bottles and labels design, and on-going stability testing. Development of these formulations by the Company began in calendar Q2 2021, and management expects product development to be complete by calendar Q3 2021. The Company

will design the new product bottles and labels, and be responsible for on-going stability testing. There are no agreements with a Contract Manufacturer for the development of these products.

Material factors and assumptions underlying this timeline include but are not limited to i) the continued availability of raw materials for product development and testing, and ii) a continued relationship with our contract manufacturer to ensure quality assurance protocols are met prior to launching any future formulations.

Each of these assumptions involves known and unknown risks, including risks related to sourcing materials, third party contractor risk, risks associated with product development, as well as those additional risk factors set out under "Risk Factors".

Completion of this milestone within the timeframe set out above is not predicated on the closing of the Offering.

Mobile Application Development

During the year ended September 30, 2020, the Company began discovery and feasibility assessment for its mobile application. Research and Development costs related to these activities during the year were $32,000, and were expensed as incurred. As at September 30, 2020, the Company had not yet commenced any engineering efforts with respect to the mobile application.

As at September 30, 2020 the Company had identified a software development partner, TribalScale, to design and build the mobile application. On October 21, 2020 the Company entered into an agreement with TribalScale for development services. The initial scope of work included the development required to produce a minimum viable product ("MVP") and the initial release version ("v1") of the mobile application. An estimated total cash expenditure of $600,180 was quoted. Pursuant to the terms of the agreement, the Company will issue to TribalScale a total of 493,827 common shares on the closing date of the IPO at a deemed price of $0.81 per common share (10% discount to IPO). 123,456 of the 493,827 common shares to be issued to TribalScale on the closing date will be subject to a 12 month contractual lock up from the closing date. Such common shares may not be sold, transferred, assigned, pledged or otherwise disposed of, except in limited circumstances, before the date that is 12 months from the closing date.

Subsequent to the year ended September 30, 2020, the Company's development costs with respect to its mobile application met the capitalization criteria under IAS 38, as discovery and feasibility had been completed during the year ended September 30, 2020.

As at the date of this MD&A, the Company has begun development of a subsequent release ("V2"), with TribalScale, which will include refinements and additional features to the Mobile Application. Development of V2 commenced in calendar Q1 2021 and the Company plans to accomplish the following:

- simplifying and streamlining various screens on the application, including intake forms, activities, and visualizations;
- establish a dashboard for users to review their weekly and monthly completion of activities;
- develop a recommendation engine to suggest activities to users;
- integrate and pilot data collection tools that leverage existing hardware features that exist on many smartphones in the market, such as facial capture and gyroscope data. We intend to use this data to gain a better understanding of user behaviour and how they interact with the Mobile Application; and
- further development of content, including additional activities.

The cost of this milestone will be dependent on engineering time spent pursuant to the TribalScale SOW 2. The Company estimates the total cost to complete this objective to be $450,000 and expects to incur the cost evenly over the duration of development until the launch of V2 in calendar Q3 2021.

The Company has allocated $450,000 to this project if the Minimum Offering is completed and $500,000 if the Maximum Offering is completed. Project costs consist primarily of consulting fees to Tribal Scale including any potential overages, and will be launched calendar Q3 2021.

This timeline is based on certain material factors and assumptions, including: i) the Company's continued relationship with TribalScale as its development team; ii) there are no unforeseen technological challenges in implementing features planned for release; iii) no adverse changes to mobile operating systems that would prevent the Company from accessing certain hardware modules (i.e. camera, gyroscope, etc.); and iv) the completion of the Maximum Offering. In the event that the Offering is not completed in Q2 2021 or at all, or the Minimum Offering is completed, the Company may decide to scale back or delay the release of new features in V2 of the Mobile Application, and instead focus on releasing new content on V1 of the Mobile Application. Each of these assumptions involves known and unknown risks, including risks inherent in third party contracts and technology changes, as well as those additional risk factors set out under "Risk Factors" listed within the Prospectus.

Development of further functionality of the Mobile Application

The Company plans to further expand the features of the Mobile Application and hire in-house developers. Following the completion of V2 of the Mobile Application, the Company will consider user behaviour and plans to expand the functionality and features of the Mobile Application on an on-going basis going forward. If the Maximum Offering is completed, the Company will allocate $1,440,000 towards this objective. If the Minimum Offering is completed, the Company will not allocate any proceeds to this objective. The timeline for such development is expected to commence in calendar Q4 of 2021 and the Company anticipates this milestone to continue for at least 12 months.

The Company plans to accomplish the following:

- Hire in-house developers consisting of two (2) front-end developers at cost of $120,000 per year each, and two (2) back-end developers at a cost of $150,000 per year each;
- Hire two additional data scientists to develop a natural language processing algorithm to analyze user inputs through the Mobile Application's journal feature, at a cost of $200,000 each;
- Engage a data analytics firm to process and organize the raw data generated from the Mobile Application into a format that can be used for further analysis by research partners. The Company expects such a process to be ongoing as data is continuously generated over time, and as such, the Company expects to incur costs of approximately $30,000 per month for a period of 12 months to accomplish this. As of the date of this Prospectus, the Company has not yet engaged a firm to complete this work, but the Company has had preliminary negotiations and interviews with external parties regarding this work; and
- Produce additional content in-house for the Mobile Application in the form of additional activities, videos, podcasts, and blogs. Costs of production would include graphic design, content shooting, post-production, publishing, travel and administrative costs. These costs are estimated to be approximately $140,000 over a period of 12 months, to ensure the Mobile Application has up-to-date content. These cost estimates are based on costs incurred to date to produce the existing activities, videos and blogs on the Mobile Application.

During the course of that 12 months, the Company will continually review the Mobile Application functionality against user trends and feedback, with further Mobile Application design based off of real-use data. The full scope of the project relating to further development of functionality of the Mobile Application is presently unknown, as the Company plans to review and analyze user trends and feedback in real time following launch of V2 of the Mobile Application. In addition, the Company plans to review and consider the results of its research projects in further development of functionality of the Mobile Application. The Company does not expect to incur any costs with

respect to this objective until V2 of the Mobile Application is launched.

Completion of this milestone in the timeline indicated is based on certain material factors and assumptions, including: i) the Company's engagement of a developer or ability to hire in-house developers and data scientists; ii) there are no unforeseen technological challenges in implementing Mobile Application features and functionality; iii) no adverse changes to mobile operating systems that would prevent the Company from accessing certain hardware modules (i.e. camera, gyroscope, etc.); iv) the Company's engagement of a suitable data analytics firm and v) the completion of the Maximum Offering. Each of these assumptions involves known and unknown risks, including risks inherent in third party contracts and technology changes, as well as those additional risk factors set out under "Risk Factors".

The Company completed the MVP in fiscal Q2 2021 and v1 was publicly released on iOS and Android in April 2021. The total cash cost to complete the project of $669,422 consist solely of consulting fees paid to TribalScale, consistent with original expectations.

Website and E-Commerce Platform

As of September 30, 2020, the Company had not incurred any costs related to a website or e-commerce platform.

Development of the Company's corporate website began in fiscal calendar Q1 2021 and was completed at the end of calendar Q1 2021 for US$22,000, which consisted of consulting fees for web design, development and software costs.

Development of the ecommerce platform began calendar Q1 2021, and the Company has incurred costs of $4,000 as of the date of this MD&A, with respect to web developer and software costs, and expects to incur an additional $10,000 in web development costs to complete the platform.

The anticipated timeline for completing this objective is before the end of calendar Q2 2021, which is based on certain material factors or assumptions including, but not limited to the continued availability of qualified personnel to develop and maintain the platform, and the availability of e-commerce solutions, such as Shopify, that can provide the Company the tools to build its online storefront. The Company expects costs to be incurred in the second quarter of the 2021 fiscal year with regards to building a website that includes a sales platform. The website and the sales platform are separate components.

As of the date of this MD&A, the next significant milestone for the Company is the launch of the e-commerce platform and the simultaneous launch of Nuro Drive and Nuro Restore. The e-commerce platform is expected to be launched by the end of May 2021. The launch will introduce the Company's initial product offering of Nuro Drive and Nuro Restore to the direct-to-consumer market.

No additional development costs are required for product readiness of Nuro Drive and Nuro Restore. Costs already incurred to finalize product readiness include: label design, label information in accordance with regulations, formulation, ingredients, raw materials and manufacturing. The total finished goods inventory on hand as of March 31, 2021 is measured at cost with a value of $22,640.

The Company anticipates that further costs of $10,000 may be required to begin sales of Nuro Drive and Nuro Restore on the Company's e-commerce platform. These costs are related to logistics costs to transport the finished goods to a third party warehouse.

The Company is currently working to establish and develop retail distribution agreements with select retailers in the United States and will establish retail distribution networks in Canada, once the products have been issued Natural Product Numbers from Health Canada. The Company applied for Canadian Health Product Authorizations for each of its initial products in February 2021. See "Canada Regulation – Nutraceuticals" in the Prospectus. The Company expects to receive the Natural Product Numbers for both Drive and Restore from Health Canada by Q3 2021 of the

calendar year. The timing of receipt of a Natural Produce Number is dependent on the classification of natural health product under which Nuro Drive and Nuro Restore belong (see "Regulatory Environment - Canadian Regulation - Nutraceuticals" in the Prospectus), and is subject to screening and approval by Health Canada. Based on correspondence with Health Canada, the Company expects to receive an NPN number between May and September 2021 for both existing nutraceutical products.

Manufacturing and Distribution

The Company's key milestones and objectives with respect to manufacturing and distribution are as follow. The estimated launch of these milestones assume the completion of the Maximum Offering as contemplated in the Prospectus. If the Minimum Offering, or less than the Maximum Offering, is completed, the Company may adjust some of the milestones accordingly, as product rollout and planned expenditures will be re-evaluated to reflect the working capital received from the completion of the Offering.

1) Secure distribution through United States partner for first United States retail distribution of product

This objective includes any costs associated with hiring a brokerage to represent our product portfolio in the United States and to manufacture inventory to support the supply chain. The selected broker will provide the Company with marketing, warehousing, and shipping services to distribute our Products in the United States. As of September 30, no inventory had yet been manufactured by the Company's contract manufacturer. As of March 31, 2021, inventory for sales of Nuro Drive and Nuro Restore inventory on hand, produced by a contract manufacturer, is measured at cost with a value of $22,640, but additional manufacturing will be required to support the United States supply chain.

The Company began a process to identify a third-party distribution partner in calendar Q1 2021, and is currently in discussions to secure a relationship. The partnership is expected to commence by the end of calendar Q2 2021, and will cost approximately $300,000. The material assumptions underlying this forward-looking statement include, but are not limited to: i) that the Company's existing product line can be manufactured in sufficiently high volumes to fulfill demand, ii) that third party distributors exist at sufficient scale in the key regions targeted by the Company, iii) that distributors will offer appropriate supply chain services including warehousing and logistics, and iv) that distributors are willing to enter into arrangements favourable to the Company. Each of these assumptions involves known and unknown risks, including risks related to manufacturing, including supply chain and third party contractor risk, and product sales/demand risks, as well as those additional risk factors set out under "Risk Factors".

2) Expand distribution across additional United States retailers

The Company is in the process of securing partnerships with large retailers in the United States, and the costs associated with this milestone include costs associated with retailer-fixtures and marketing materials and inventory to supply such retailers. The third-party distribution partner is expected to provide such opportunities. If the Maximum Offering is completed, the Company will allocate $1,000,000 towards this objective. If the Minimum Offering is completed, the Company will allocate $700,000 to this objective. The Company plans to launch this initiative in calendar Q4 2021. This milestone assumes that such partners can be identified and are willing to enter into arrangements favourable to the Company, which includes risks including third party contract risks and risks associated with product supply and demand. Completion of the Maximum Offering will allow the Company to expand to a greater number of retailers than in the event of the Minimum Offering.

3) Secure first Canada based retail distribution

The Company is in the process of securing a retail distribution partner including any costs associated with hiring a brokerage to represent our product portfolio in Canada, manufacturing the initial quantities for sale and logistics costs to a third-party warehouse. The selected broker will provide the Company with marketing, warehousing, and shipping services to distribute our Products in Canada. We expect to commence searching for

a Canadian broker in calendar Q3 2021, to enter into a partnership by calendar Q4 2021. This statement is based on the following material factors and assumptions: i) the Company assumes that it will have received all the necessary regulatory clearances from Health Canada prior to engaging the broker, and ii) ability to secure appropriate retail distribution on terms satisfactory to the Company. Each of these assumptions involves known and unknown risks, including risks related to regulatory approvals, third party contract risks, and product sales/demand risks, as well as those additional risk factors set out under "Risk Factors" listed within the Prospectus.

Research Projects and Partnerships

The Company plans to commence an initial research study with a research partner in Q3 2021. The Company plans to commence two additional research studies in Q1 2022, as discussed further below under "Identify and begin two further research studies". The Company's main objectives in conducting these research studies includes: (i) validation of the Company's product formulations for Nuro Drive and Nuro Restore, (ii) utilizing user data gathered through the Mobile Application to improve functionality and aid in further development of the Mobile Application, and (iii) validating the actionable strategies provided to users through the Mobile Application, for example, the efficacy of suggested activities.

The Company does not expect any nutraceutical products to be created or commercialized directly as the result of any research and development partnerships, however the Company plans to undertake research projects that may provide insights and information to further refine actionable strategies that can be used by Mobile Application users, to aid in further development of the Mobile Application, and to validate the Company's product formulations.

The Company's key milestones and objectives with respect to research projects and partnerships are as follow.

1) Initiate first clinical research study with accredited partner institution

This objective includes the cost of setting up a study with an accredited partner institution and any costs associated with the execution of the study including; materials, licenses, key personnel, facility rental as well as legal and administrative costs. The Company has estimated the cost of onboarding an initial research partner based on initial negotiations including prospective costs of the initial research study. To, date the Company has not incurred any costs related to this objective. The Company expects such an arrangement with a partner will require the Company to fund, in part or in full, the costs incurred to perform the study. The nature and economics of research studies may vary on a study- by -study basis.

The Company began searching for a research partner in calendar Q1 2021 and expects to commence our first study by calendar Q3 2021. The Company expects the duration of the initial study to be approximately eight months. The Company anticipates a cost of approximately $200,000 for this initial study. The Company is evaluating various potential initiatives, for example exploring whether data gathered from passive smartphone sensors can be used to predict disorders such as social anxiety. At the end of the eight-month period, the Company expects to obtain evidence through the completion of this initial study, as to whether a correlation exists between user metrics being tracked on the Mobile Application (through the nutraceutical intake form and periodic surveys) and mental wellness outcomes. The Company anticipates that the results of this initial study will help validate both the product formulations of Nuro Drive and Nuro Restore, as well as whether the actionable strategies suggested by the Mobile Application are effective in improving mental wellness outcomes.

We are dedicating efforts into creating partnerships focused on conducting studies to validate and refine our product offering, including our supplements and Mobile Application. Research and development shall be conducted through partnerships between the Company and potential research partners, such as data analytics firms or researchers (either in academia or a private institution). Research partnerships will involve leveraging internal data gathered through the Mobile Application to improve future functionality and development of the Mobile Application, as well as to validate the actionable strategies provided to users through the supplements and Mobile Application. The Company will need to secure an agreement with a research partner in order for its potential research projects to commence. The Company anticipates providing the research partner with data

gathered through the Mobile Application, or partnering with a research partner that will utilize or gather its own data, to be used in research studies over the course of months or years, with the results of such research being utilized for further development of the Mobile Application and/or validation of the Company's products.

The steps to initiate a research partnership include:

1) identifying a qualified partner with expertise in the area of focus;

2) developing and approving a budget, and defining the scope of research;

3) commencing the study, and supplying the partner with data collected from our Mobile Application and defining the parameters through which the partner would be producing findings, or establishing the methodology through which the partner would be gathering novel data;

4) receiving quarterly updates and communication from the partner until the study is complete.

Once a research partner has been engaged the Company expects to fund the project evenly over the duration, amounting to approximately $25,000 per month. The Company does not expect to incur significant costs until a study is commenced.

The Company does not expect any nutraceutical products to be created or commercialized directly as the result of any research and development partnerships, however the Company plans to undertake research projects that may provide insights and information to further refine actionable strategies that can be used by Mobile Application users, to aid in further development of the Mobile Application, and to validate the Company's product formulations. The Company began its search in Q2 of the 2021 Financial Year and expects to secure a partnership by Q4 of the 2021 Financial Year. The Company has had initial discussions with several potential research partners as part of this process but has incurred no costs related to this milestone to date

These statements and timeline is based on the following material factors and assumptions: i) a sufficiently in-depth study can be developed within the Company's budget; ii) continued interest exists in academia and the research community to further explore such topics; and iii) candidates for research subjects can be identified and iv) efficacy of the research conducted. Each of these assumptions involves known and unknown risks, including risks related to research efficacy, development and interest in the areas in which the Company plans to conduct research, and engaging appropriate research partners, as well as those additional risk factors set out under "Risk Factors" listed within the Prospectus.

2) Identify and begin 2 further research studies

The Company plans to begin searching for additional research partners in calendar Q4 2021 and expects to commence the additional two research studies by calendar Q1 2022. The steps to complete these follow-on research studies are consistent with the initial study. Each of these follow-on studies are expected to cost $500,000, and the Company expects to pay the research partner evenly over the duration of the study once commenced. Management anticipates that these studies will take an estimated six to twelve months to complete.

Costs are expected to consist of costs to set up a study with an accredited partner institution and any costs associated with the execution of the study including; materials, licenses, key personnel, facility rental as well as legal and administrative costs. The Company has estimated the costs associated with conducting the research studies based on initial negotiations with potential research partners, which have included discussions regarding costs of onboarding the research partner and projected costs associated with conducting the additional research studies.

The Company expects to expand the scope of its research conducted through the second and third research projects, and as a result, expects the second and third research projects to cost more than its initial study. The

Company expects that the expanded scope will involve larger data sets (as a result of further user information gathered through the Mobile Application) and more complex hypothesis being tested (as a result of further development of the functionality of the Mobile Applications and the complexity of activities conducted therein by users). The Company plans to focus these additional studies on research into how data generated from new collection methods developed in V2 of the Mobile Application (such as facial capture and gyroscope data) can be used to suggest actionable strategies (including the use of nutraceutical supplements) to users of the Mobile Application, and expects at the conclusion of the studies to. obtain evidence as to whether a correlation exists between data gathered through these new collection methods and mental wellness outcomes.

This objective is predicated on and assumes the successful commencement of our initial study and the completion of V2 of the Mobile Application. The timeline for completion of this objective is also predicated on and assumes completion of the Maximum Offering as per the Company's planned Initial Public Offering. If the Maximum Offering is not completed, the timeline for completion of this milestone will be extended and the Company will utilize profits from product sales and/or other sources of financing to complete this milestone. Each of these risk factors, as well as those additional risk factors set out under "Risk Factors" listed within the Prospectus, are also applicable to this milestone.

Sales and Marketing

The Company's key milestones and objectives with respect to Sales and Marketing are as follow. The estimated launch of these milestones assume the completion of the Maximum Offering as contemplated in the Prospectus. If the Minimum Offering, or less than the Maximum Offering, is completed, the Company may adjust some of the milestones accordingly, as product rollout and planned expenditures will be re-evaluated to reflect the working capital received from the completion of the Offering.

1) Development and launch of new corporate and e-commerce website

This objective includes the cost of hiring a design agency, web developers, any software costs, and the cost of hiring a firm to enhance and manage our corporate and e-commerce website. The Company anticipates these initiatives to cost $10,000. Development of the Company's corporate website began in early calendar Q1 2021 and was completed at the end of calendar Q1 2021. Development of the e-commerce platform began calendar Q1 2021 and the anticipated timeline for completing this objective is before the end of calendar Q2 2021, which is based on certain material factors or assumptions including, but not limited to i) the continued availability of qualified personnel to develop and maintain the platform, and ii) the availability of e-commerce solutions, such as Shopify, that can provide the Company the tools to build its online storefront.

2) Marketing campaigns launch via extensive digital marketing promotions

This objective includes the cost of hiring an agency to manage our campaigns, and a monthly promotional marketing spend on: Instagram, Facebook, and YouTube. We expect these campaigns to commence in calendar Q2 2021 with an anticipated cost of $250,000, and will be recurring as we continue our marketing and advertising efforts. Of the $250,000 allocated for this milestone, we anticipate an expenditure of approximately $50,000 in calendar Q2 2021. The Company will allocate funds under this milestone as the Company's business progresses and as it deems appropriate, and as such, the anticipated use of proceeds earmarked for this milestone may be reduced or adjusted accordingly. These statements and the timeline are based on the following material factors and assumptions: i) the commencement of product sales by calendar Q2 2021; ii) social media continues to be a channel through which the Company can acquire customers at a sufficiently low cost; and iii) no changes to the terms of use on these social media platforms that preclude the Company from engaging in such promotional activities.

3) *Hire influencer marketing / business development manager to execute marketing campaigns*

This objective includes the cost of hiring a manager to oversee and execute our influencer marketing campaigns. The Company anticipates that the costs for these campaigns will be approximately $120,000. We expect these costs to commence in calendar Q3 2021, and will be recurring as we continue our marketing and advertising efforts. This statement and timeline is based on the following material factors and assumptions: i) the commencement of product sales before calendar Q3 2021; ii) influencer marketing continues to be a channel through which the Company can acquire customers at a sufficiently low cost; iii) qualified personnel exist and can be identified for the business development manager role, and are willing to enter into arrangements favourable to the Company; and iv) the completion of the Maximum Offering.

4) *Drive marketing campaigns across professional sports teams and college teams and at elite performance centers*

This objective includes the cost of marketing the campaigns via; social media, press and media outlets, partnerships with PR companies, and partnerships with influencer athletes. We expect these costs to commence in calendar Q3 2021 with an estimated cost of $1,000,000, and will be recurring as we continue our marketing and advertising efforts. This statement and timeline is based on the following material factors and assumptions: i) the continued availability of personnel to manage these campaigns; and ii) influencer athletes exist and can be identified, and are willing to enter into arrangements favourable to the Company.

Each of the assumptions listed under the heading "Sales and Marketing" involves known and unknown risks, including risks related to regulatory approvals, third party contract risks, product sales/demand risks, ability to contract with third parties, including sports teams, and risks associated with partnering with influencer or third parties, as well as those additional risk factors set out under "Risk Factors" listed within the Prospectus, are also applicable to this milestone.

Factors Affecting the Company's Performance

The Company's performance and future success depends on a number of factors. These factors are also subject to a number of inherent risks and challenges, some of which are discussed below. See "Caution Regarding Forward-Looking Statements" and "Risk Factors" in the Prospectus.

COVID-19

Due to the disruption of the COVID-19 crisis, the Company's business activities might be subject to certain level of impact. Management continues to evaluate the impact of the COVID-19 pandemic on the industry and has concluded that while it is reasonably possible that the virus could have a negative effect on the Company's financial position and results of its operations, the specific impact is not readily determinable as of the date of the issuance of these financial statements.

Selected Financial Information

Key financial statement items are summarized in the tables below:

	For the year ended September 30, 2020	From May 8, 2019 (date of incorporation) to September 30, 2019
	($)	($)
Revenue	-	-
Net loss and comprehensive loss	(292,464)	(1)
Net loss per share	$ (0.06)	$ (0.01)

	As at September 30, 2020	As at September 30, 2019
	($)	($)
Total assets	1,969,533	Nil
Working capital	1,826,541	Nil
Total non-current financial liabilities	Nil	Nil
Cash dividends declared	Nil	Nil

Since inception, the Company has incurred losses while advancing the research and development of its products. The net loss and comprehensive loss for the year ended September 30, 2020 was $292,464. The loss was primarily due to sales, general and administrative expenses of $196,372 and transaction costs of $55,755.

As of the year ended September 30, 2020, the Company has not generated any significant revenue from operations. The Company expects to continue to incur costs related to business developments that may generate revenue in the future.

a) The Company has not capitalized any development costs. Research costs have been expensed during the year in the amount of $32,000. Further costs are expected in the 2021 financial year, and when the capitalization criteria are met, costs can be capitalized as the guidance permits.

b) Research and development costs incurred have been expensed in the 2020 Financial year in the amount of $32,000 that are directly incurred in development of the mobile application. These costs related to initial project management and design that did not meet the IFRS capitalization criteria and were expensed.

c) There have been no deferred development costs as at September 30, 2020.

d) Sales, general and administrative expenses in the amount of $80,287 have been incurred during the current financial year to support Company set up, largely in the form of consulting and professional fees. Please see the *Results of Operations: Sales, general and administrative expenses* section below.

Results of Operations

Expenses

The following table presents selected financial results related to the Company's expenses:

	For the year ended September 30, 2020	From May 8, 2019 (date of incorporation) to September 30, 2019	Variance
	($)	($)	($)
Sales, general and administrative	80,287	1	196,371
Research and development	32,000	-	32,000
Share based compensation	125,435	-	9,350
Transaction costs	55,755	-	55,755
Foreign exchange gain	(1,013)	-	(1,013)

Expenses such as sales, general and administration, share based compensation, research and development, and transaction costs increased significantly during the year ended September 30, 2020 over the comparative period. The increase was attributable to the commencement of formulation and branding of two initial products and the Company's focus on research and development for future supplements in the current year.

During the year ended September 30, 2020, the Company incurred $32,000 (2019 – nil) in Research and Development costs related to developing software. These costs consist of accrued consulting costs related to

TribalScale, for discovery and feasibility assessment with respect to our mobile application. These costs have not yet generated revenue as the software is still in the research stage. The Company plans to continue software development beyond the research stage in 2021.

Transaction costs for the year consist of legal fees incurred with respect to a contemplated RTO transaction, and were $55,735 during the year ended September 30, 2020 (2019 – Nil). The RTO has since been terminated.

Sales, general and administrative expenses

The following table sets out the sales, general and administrative expenses of the Company for the year ended September 30, 2020 and the period from May 8, 2019 (date of incorporation) to September 30, 2019:

	For the year ended September 30, 2020	From May 8, 2019 (date of incorporation) to September 30, 2019
	($)	($)
Advertising and promotion	4,500	-
Consulting fees	19,528	-
Professional fees	54,775	-
Office and miscellaneous	1,484	1
Total	80,287	1

Summary of Quarterly Results

The following table sets forth a comparison of the Company's revenues and earnings on a quarterly basis since incorporation:

	30-Sep-20	30-Jun-20	31-Mar-20	Dec-31-19
	($)	($)	($)	($)
Revenue	-	-	-	-
Net loss	(180,265)	(112,199)	-	-
Net loss per share, basic and diluted	(0.01)	(0.07)	-	-

	30-Sep-19	30-Jun-19
	($)	($)
Revenue	-	-
Net loss	-	(1)
Net loss per share, basic and diluted	-	(0.10)

The Company has incurred costs related to sales, general and administrative expenses resulting in a net loss in the 2020 financial year. Other significant costs incurred include transaction costs, research and development costs, and share based compensation. The Company became active in June 2020, with no activity or losses being incurred previously.

The loss incurred by the Company for the 3 months ended June 30, 2020 are attributable to general and administrative costs related to Company set-up and consulting fees to initiate business processes.

The Company's net loss increased during the 3 months ended September 30, 2020 from the 3 months ended June 30, 2020 due to increased expenses largely due to an increase in non-recurring transaction costs of $55,755 consisting of professional fees, as the Company pursued a reverse take-over transaction that has since been terminated.

Liquidity and Capital Resources

The Company's total cash balance as at September 30, 2020 was $1,843,187. For the year ended September 30, 2020 cash flows used in operating activities were $150,383 due to the Company's focus on formulation and branding of our first two products, commencement of research and development for future supplements, and other working capital items.

As at December 31, 2020, the Company's total working capital was $1,826,541. The company expects to be able to meet its on-going obligations primarily through capital raises and the issuance of equity until such time that revenue can be generated through product sales. The Company has no long-term debt obligations with working capital liabilities limited to trade payables.

The Company intends to continue funding business developments including product development, mobile application development and development of the website and E-commerce platform (see *Business Development* section) through cash that is available and on hand.

Subsequent to the period, the Company began developing the formulations for 3 new products, and as of the date of this MD&A, we estimate the remaining costs to complete product development on these three products to be approximately $100,000, and include development of formulation, bottles and labels design, and on-going stability testing (see *Business Developments – Product Development*).

Development of the ecommerce platform began fiscal Q2 2021, as of the date of this MD&A, with respect to web developer and software costs, and expects to incur an additional $10,000 in web development costs to complete the platform (see *Business Developments – Website and E-Commerce Platform*).

The Company incurred an additional $254,237 during fiscal Q2 2021 to complete the development of v1. As at the date of this MD&A, the Company is working on the development of v2 (see Business *Developments – Mobile Application Development*). The Company anticipates v2 will cost approximately $450,000 in consulting fees to Tribal Scale and other technology costs, and will be launched calendar Q3 2021.

As of September 30, 2020, the Company has been able to raise capital through private placements that will fund the Company's planned growth and development activities. The Company has no long-term debt obligations with working capital liabilities limited to trade payables.

The Company's objective when managing capital are to safeguard the Company's ability to continue as a going concern and ensure sufficient liquidity in order to provide adequate returns for shareholders. The Company does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company manages its capital structure and makes adjustments in light of the changes in its economic environment and the risk characteristics of the Company's assets.

Management believes that current available funds, as well as the option to raise funds through the issuance of shares, will allow the Company to satisfy its requirements for investment and working capital management.

Outstanding share data

The Company's authorized share capital consists of an unlimited number of common shares without par value. For information regarding outstanding share capital of the Company, please see the table presented below as at May 13, 2021.

Common shares	22,425,475
Options	300,000
Warrants	185,788
Fully diluted share capital	**22,911,263**

The objective of the Company is to generate a return on investment to shareholders through capital appreciation. The Company intends to reinvest future earnings, if any, into operations to finance expansion of the business and does not intend to pay dividends in the foreseeable future.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements from the date of its incorporation to the date of this MD&A.

Related Party Transactions

Parties are considered related if the party has the ability, either directly or indirectly, to control the other party or exercise significant influence over the other party in making operating and financial decisions. This would include the Company's senior management. Parties are also related if they are subject to common control or common significant influence. Related parties may be individuals or corporate entities. A transaction is a related party transaction when there is a transfer of resources or obligations between related parties. Unless otherwise stated, none of the transactions incorporated special terms and conditions and no guarantees were given or received. During the year ended September 30, 2020, a total of 2,332,500 common shares valued at $0.04 per share were issued to key management for a total compensation of $93,300 (2019 - Nil).

Significant Accounting Policies and Judgements

See *note 3* of the Financial Statements for the year ended September 30, 2020 and the period from May 8, 2019 (date of incorporation) to September 30, 2019 for more information.

Changes in Accounting Policies Including Initial Adoption

See *note 3* of the Financial Statements for the year ended September 30, 2020 and the period from May 8, 2019 (date of incorporation) to September 30, 2019 for more information.

Financial Instruments

See *note 8* of the Financial Statements for the year ended September 30, 2020 and the period from May 8, 2019 (date of incorporation) to September 30, 2019 for more information.

Subsequent Events

On October 1, 2020, the Company completed non-brokered private placement through the issuance of 1,587,500 common shares valued at $0.40 per share for gross proceeds of $635,000. The Company incurred share issuance cost of $30,440. The Company also issued 76,100 units of finders' share purchase warrants in connection to this

private placement. The Company also issued an additional 35,000 common shares valued at $0.4 per share to a consultant of the for services performed.

On October 7, 2020, the Company engaged TribalScale Inc. ("TribalScale"), a Toronto-based software development firm, to provide design, engineering, quality assurance and product management support for its Mobile Application pursuant to the terms of a statement of work dated October 7, 2020, as amended pursuant to the amending agreement dated February 17, 2021 (the "TribalScale SOW") and a master services agreement dated October 21, 2020. Pursuant to the terms of the TribalScale SOW, the Company will issue to TribalScale a total of 493,827 Common Shares on the closing date of the Company's anticipated Initial Public Offering at a deemed price of $0.81 per Common Share. 123,456 of the 493,827 Common Shares to be issued to TribalScale on the closing date of the Company's anticipated Initial Public Offering will be subject to a 12 month contractual lock up from the closing date of the Company's anticipated Initial Public Offering. Such Common Shares may not be sold, transferred, assigned, pledged or otherwise disposed of, except in limited circumstances, before the date that is 12 months from the closing date of the Company's anticipated Initial Public Offering.

On December 4, 2020, the Company issued 200,000 options to a consultant. The options have an exercise price of $0.40 and expire on December 4, 2022. The options vest immediately upon issuance.

On February 22, 2021 the Company filed a preliminary prospectus as part of an Initial Public Offering (the "Offering"). The Company expects to conclude the Offering in calendar Q2 2021, with the Company filing its final prospectus with the securities regulatory authorities. The Company intends to commence trading on the Canadian Securities Exchange under the symbol "MEND".

Risk Factors

There are various risk factors that could cause the Company's future results to differ materially from those described in this MD&A. The risks and uncertainties described below are those the Company currently believes to be material, but they are not the only ones the Company faces. If any of the following risks, or any other risks and uncertainties that the Company has not yet identified or that it currently considers not to be material, actually occur or become material risks, the Company's business, financial condition, results of operations and cash flows, and consequently the price of the Shares, could be materially and adversely affected. See "Risk Factors" in the Prospectus.

SCHEDULE C - AUDIT COMMITTEE CHARTER

1. Role and Objective

The Audit Committee (the "**Committee**") is a committee of the board of directors (the "**Board**") of Nurosene Inc. (the "**Company**") to which the Board has delegated its responsibility for the oversight of the following:

- nature and scope of the annual audit;
- management's reporting on internal accounting standards and practices;
- the review of financial information, accounting systems and procedures;
- financial reporting and financial statements,

and has charged the Committee with the responsibility of recommending, for approval of the Board, the audited financial statements, interim financial statements and other mandatory disclosure releases containing financial information.

The primary objectives of the Committee, with respect to the Company and its subsidiaries, are as follows:

- to assist the directors of the Company (the "**Directors**") in meeting their responsibilities in respect of the preparation and disclosure of the financial statements of the Company and related matters;
- to provide an open avenue of communication among the Company's auditors, financial and senior management and the Board;
- to ensure the external auditors' independence and review and appraise their performance;
- to increase the credibility and objectivity of financial reports; and
- to strengthen the role of the outside Directors by facilitating in depth discussions between Directors on the Committee, management and external auditors.

2. Composition

The Committee will be comprised of at least three Directors or such greater number as the Board may determine from time to time and all members of the Committee shall be "independent" (as such term is used in National Instrument 52-110 – *Audit Committees* ("**NI 52-110**")) unless the Board determines that an exemption contained in NI 52-110 is available and determines to rely thereon. "Independent" generally means free from any business or other direct or indirect material relationship with the Company that could, in the view of the Board, reasonably interfere with the exercise of the member's independent judgment.

All of the members of the Committee must be "financially literate" (as defined in NI 52-110) unless the Board determines that an exemption under NI 52-110 from such requirement in respect of any particular member is available and determines to rely thereon in accordance with the provisions of NI 52-110. Being "**financially literate**" means members have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements.

The Board shall from time to time designate one of the members of the Committee to be the chairperson of the Committee (the "**Chair**").

3. Meetings and Administrative Matters

(a) The Committee shall meet at least four times per year and/or as deemed appropriate by the Committee Chair. As part of its job to foster open communication, the Committee will meet at least annually with management and the external auditors in separate sessions, and at such other times as the external auditor and/or the Committee consider appropriate. The Chief Financial Officer of the Company shall attend meetings of the Committee, unless otherwise excused from all or part of any such meeting by the Chair.

(b) Agendas, with input from management and approved by the Chair, shall be circulated to Committee members and relevant management personnel along with background information on a timely basis prior to the Committee meetings.

(c) A quorum for meetings of the Committee will be a majority of its members, and the rules for calling, holding, conducting and adjourning meetings of the Committee will be the same as those governing the Board unless otherwise determined by the Committee or the Board.

(d) The Chair will preside at all meetings of the Committee, unless the Chair is not present, in which case the members of the Committee that are present will designate from among such members the Chair for purposes of the meeting.

(e) At all meetings of the Committee, every resolution shall be decided by a majority of the votes cast. In case of an equality of votes, the Chair of the meeting shall be entitled to a second or casting vote.

(f) The minutes of the Committee meetings shall accurately record the decisions reached and shall be distributed to the Committee members with copies to the Board, the Chief Financial Officer or such other officer acting in that capacity, and the external auditor.

(g) The Committee may invite such officers, directors and employees of the Company and its subsidiaries, if any, as it sees fit from time to time to attend at meetings of the Committee and assist in the discussion and consideration of the matters being considered by the Committee.

(h) The Committee may retain persons having special expertise and/or obtain independent professional advice to assist in fulfilling its responsibilities at the expense of the Company as determined by the Committee without any further approval of the Board.

(i) Any members of the Committee may be removed or replaced at any time by the Board and will cease to be a member of the Committee as soon as such member ceases to be a Director. The Board may fill vacancies on the Committee by appointment from among its members. If and whenever a vacancy exists on the Committee, the remaining members may exercise all its powers so long as a quorum remains. Subject to the foregoing, following appointment as a member of the Committee each member will hold such office until the Committee is reconstituted.

(j) Any issues arising from these meetings that bear on the relationship between the Board and management should be communicated to the Chairman of the Board by the Committee Chair.

4. Mandate and Responsibilities

To fulfill its responsibilities and duties, the Committee shall:

(a) undertake annually a review of this mandate and make recommendations to the Corporate Governance and Nominating Committee as to proposed changes;

(b) satisfy itself on behalf of the Board with respect to the Company's internal control systems, including, where applicable, relating to derivative instruments:

(i) identifying, monitoring and mitigating business risks; and

(ii) ensuring compliance with legal, ethical and regulatory requirements;

(c) review the Company's financial statements and reports and any related management's discussion and analysis ("**MD&A**"), any annual earnings, interim earnings and press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial reports), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors; the process should include but not be limited to:

(i) reviewing changes in accounting principles and policies, or in their application, which may have a material impact on the current or future years' financial statements;

(ii) reviewing significant accruals, reserves or other estimates such as the ceiling test calculation;

(iii) reviewing accounting treatment of unusual or non-recurring transactions;

(iv) ascertaining compliance with covenants under loan agreements;

(v) reviewing financial reporting relating to asset retirement obligations;

(vi) reviewing disclosure requirements for commitments and contingencies;

(vii) reviewing adjustments raised by the external auditors, whether or not included in the financial statements;

(viii) reviewing unresolved differences between management and the external auditors;

(ix) obtain explanations of significant variances with comparative reporting periods; and

(x) determine through inquiry if there are any related party transactions and ensure the nature and extent of such transactions are properly disclosed;

(d) review the financial reports and related information included in prospectuses, MD&A, information circular-proxy statements and annual information forms and all public disclosure containing audited or unaudited financial information (including, without limitation, annual and interim press releases and any other press releases disclosing earnings or financial results) before release and prior to Board approval. The Committee must be satisfied that adequate procedures are in place for the review of the Company's disclosure of all other financial information and will periodically assess the adequacy of those procedures;

(e) with respect to the appointment of external auditors by the Board:

(i) require the external auditors to report directly to the Committee;

(ii) review annually the performance of the external auditors who shall be ultimately accountable to the Board and the Committee as representatives of the shareholders of the Company;

(iii) obtain annually, a formal written statement of external auditors setting forth all relationships between the external auditors and the Company and confirming their independence from the Company;

(iv) review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors;

(v) be directly responsible for overseeing the work of the external auditors engaged for the purpose of issuing an auditors' report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditor regarding financial reporting;

(vi) review management's recommendation for the appointment of external auditors and recommend to the Board appointment of external auditors and the compensation of the external auditors;

(vii) review the terms of engagement of the external auditors, including the appropriateness and reasonableness of the auditors' fees;

(viii) when there is to be a change in auditors, review the issues related to the change and the information to be included in the required notice to securities regulators of such change;

(ix) take, or recommend that the full Board take, appropriate action to oversee the independence of the external auditors;

(x) at each meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial reports;

(f) review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company;

(g) review annually with the external auditors their plan for their audit and, upon completion of the audit, their reports upon the financial reports of the Company and its subsidiaries;

(h) review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors and consider the impact on the independence of the auditors; The pre-approval requirement is waived with respect to the provision of non-audit services if:

(i) the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent (5%) of the total amount of fees paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided;

(ii) such services were not recognized by the Company at the time of the engagement to be non-audit services; and

(iii) such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board to whom authority to grant such approvals has been delegated by the Committee;

provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval, such authority may be delegated by the Committee to one or more independent members of the Committee;

(i) review any other matters that the Audit Committee feels are important to its mandate or that the Board chooses to delegate to it;

(j) with respect to the financial reporting process:

(i) in consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external;

(ii) consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting;

(iii) consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management;

(iv) review significant judgments made by management in the preparation of the financial reports and the view of the external auditors as to appropriateness of such judgments;

(v) following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information;

(vi) review any significant disagreement among management and the external auditors regarding financial reporting;

(vii) review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented; and

(viii) review the certification process,

(k) review financial reporting relating to risk exposure and risk management policies and procedures of the Company (i.e., hedging, litigation and insurance),

(l) establish a procedure for:

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

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

5. Authority

Following each meeting, in addition to a verbal report, the Committee will report to the Board by way of providing copies of the minutes of such Committee meeting at the next Board meeting after a meeting is held (these may still be in draft form).

Supporting schedules and information reviewed by the Committee shall be available for examination by any director.

The Committee shall have the authority to investigate any financial activity of the Company and to communicate directly with the internal and external auditors. All employees are to cooperate as requested by the Committee.

The Committee may retain, and set and pay the compensation for, persons having special expertise and/or obtain independent professional advice to assist in fulfilling its duties and responsibilities at the expense of the Company.

CERTIFICATE OF THE COMPANY

Dated: May 20, 2021

This Prospectus (which includes the marketing materials included or incorporated by reference) constitutes a full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by the securities legislation of British Columbia, Alberta, Saskatchewan, Ontario and the Yukon.

(s) "*Ranjit Bath*"
Ranjit Bath
CEO

(s) "*Blake Sing*"
Blake Sing
CFO and Corporate Secretary

ON BEHALF OF THE BOARD OF DIRECTORS

(s) "*Mark Smithyes*"
Mark Smithyes
Director

(s) "*Andrew Parks*"
Andrew Parks
Director

CERTIFICATE OF PROMOTER

Dated: May 20, 2021

This Prospectus (which includes the marketing materials included or incorporated by reference) constitutes a full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by the securities legislation of British Columbia, Alberta, Saskatchewan, Ontario and the Yukon.

(s) "*Daniel Gallucc*i"
Daniel Gallucci

CERTIFICATE OF THE AGENTS

Dated: May 20, 2021

To the best of our knowledge, information and belief, this Prospectus (which includes the marketing materials included or incorporated by reference) constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by the securities legislations of British Columbia, Alberta, Saskatchewan, Ontario and the Yukon.

CANACCORD GENUITY CORP.

Per: (s) "*Jeff German*"
By: Jeff German
Director, Retail Corporate Finance

BEACON SECURITIES LIMITED

Per: (s) "*Justin Gilman*"
By: Justin Gilman
Director, Investment Banking

APPENDIX B

Capitalization Table

Listing Statement Disclosure – Additional Information regarding Item 14 - Capitalization

14.1 Prepare and file the following chart for each class of securities to be listed:

Issued Capital

	Number of Securities (non-diluted)	Number of Securities (fully-diluted)	% of Issued (non-diluted)	% of Issued (fully diluted)
Public Float				
Total outstanding (A)	33,141,523	34,836,523	100%	100%
Held by Related Persons or employees of the Issuer or Related Person of the Issuer, or by persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer (or who would beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer upon exercise or conversion of other securities held) (B)	1,717,000	1,917,000	5.18%	5.20%
Total Public Float (A-B)	31,424,523	32,919,523	94.82%	94.50%
Freely-Tradeable Float				
Number of outstanding securities subject to resale restrictions, including restrictions imposed by pooling or other arrangements or in a shareholder agreement and securities held by control block holders (C)	16,855,681	17,725,681	50.86%	50.88%
Total Tradeable Float (A-C)	16,285,842	17,110,842	49.14%	49.12%

Public Securityholders (Registered)

Instruction: For the purposes of this report, "public securityholders" are persons other than persons enumerated in section (B) of the previous chart. List registered holders only.

Size of Holding	**Number of holders**	**Total number of securities**
1 – 99 securities		
100 – 499 securities		
500 – 999 securities		
1,000 – 1,999 securities		
2,000 – 2,999 securities		
3,000 – 3,999 securities		
4,000 – 4,999 securities		
5,000 or more securities	60	33,141,523
	60	33,141,523

Public Securityholders (Beneficial)

Instruction: Include (i) beneficial holders holding securities in their own name as registered shareholders; and (ii) beneficial holders holding securities through an intermediary where the Issuer has been given written confirmation of shareholdings. For the purposes of this section, it is sufficient if the intermediary provides a breakdown by number of beneficial holders for each line item below; names and holdings of specific beneficial holders do not have to be disclosed. If an intermediary or intermediaries will not provide details of beneficial holders, give the aggregate position of all such intermediaries in the last line.

Size of Holding	**Number of holders**	**Total number of securities**
1 – 99 securities		
100 – 499 securities		
500 – 999 securities		
1,000 – 1,999 securities		
2,000 – 2,999 securities		
3,000 – 3,999 securities		
4,000 – 4,999 securities		
5,000 or more securities	222	33,141,523
Unable to confirm		

APPENDIX C

Certificate of the Issuer

The foregoing contains full, true and plain disclosure of all material information relating to Nurosene Health, Inc. It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated June 3, 2021.

(s) "*Ranjit Bath*"
Ranjit Bath
Chief Executive Officer

(s) "*Blake Sing*"
Blake Sing
Chief Financial Officer

(s) "*Mark Smithyes*"
Mark Smithyes
Director

(s) "*Andrew Parks*"
Andrew Parks
Director