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

This prospectus does not constitute an offer to sell or the solicitation of an offer to buy any securities. No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

PRELIMINARY PROSPECTUS

Non Offering Prospectus October 20, 2020

OPTIMI HEALTH CORP.

201 – 1448 Commercial Drive,
Vancouver, British Columbia
Canada V5L 3X9

17,963,005 Common Shares on Exercise of 17,963,005 Outstanding Special Warrants

This prospectus (the "**Prospectus**") qualifies the distribution of units (the "**Units**") of Optimi Health Corp. (the "**Company**"), issuable without additional payment, upon the exercise or deemed exercise of 17,963,005 issued and outstanding special warrants (each, a "**Special Warrant**") of the Company, and the Common Shares of the Company underlying such Units. Each Unit is comprised of one Special Warrant Share and one Underlying Warrant.

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

The Special Warrants were issued by the Company on a private placement basis (the "**Special Warrant Private Placement**") on September 11, 2020 (the "**Closing Date**"). On September 11, 2020, the Company issued an aggregate of 17,963,005 Special Warrants at a price of $0.25 per Special Warrant and received gross proceeds of $4,490,751.25 from the sale of the Special Warrants.

Each Special Warrant entitles the holder to acquire, without further payment, one Unit. Each Unit will be comprised of one common share (a "**Special Warrant Share**") of the Company and one share purchase warrant of the Company (an "**Underlying Warrant**"), with each such Underlying Warrant exercisable into one common share (a "**Warrant Share**") of the Company at an exercise price of $0.40 for two (2) years from the Closing Date. Each Special Warrant will automatically convert at 4:00 p.m. (Vancouver time) on the date that is the earlier of: (a) the fifth business day after the date on which a receipt (the "**Receipt**") for a final prospectus to qualify for distribution the Units is received by the Company from the British Columbia Securities Commission; and (b) four months and a day from the Closing Date. Upon exercise or deemed exercise of the Special Warrants, and without additional payment therefor, the Company will issue 17,963,005 Units which are being qualified under this Prospectus.

As at the date of this Prospectus, the Company does not have any of its securities listed or quoted on any stock exchange or quotation service.

There is currently no market through which any of the securities being qualified by this Prospectus, may be sold, and purchasers may not be able to resell such securities acquired hereunder. This may affect the pricing of such securities in the secondary market, the transparency and availability of trading prices, the liquidity of such securities and the extent of issuer regulation. See "Risk Factors" and "Cautionary Statement Regarding Forward-Looking Statements".

An investment in securities of the Company involves a high degree of risk and must be considered speculative due to the nature of the Company's business. The risks outlined in this Prospectus and in the documents incorporated by reference herein should be carefully reviewed and considered by investors in connection with an investment in the Company's securities. See "Risk Factors".

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

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).

Notwithstanding that this Prospectus is being filed to qualify the distribution of the Units issuable upon the exercise or deemed exercise of the Special Warrants, in the event that a holder of Special Warrants exercises such securities prior to the date that the Receipt is received by the Company, the Special Warrant Shares and Underlying Warrants issued upon exercise of such Special Warrants will be subject to statutory hold periods under applicable securities legislation and shall bear such legends as required by applicable securities laws.

Investors should rely only on the information contained in this Prospectus and the documents incorporated by reference herein. The Company has not authorized anyone to provide investors with information different from that contained in this Prospectus. The information contained in this Prospectus is accurate only as of the date of this Prospectus.

The Company's registered office is located at 400 – 725 Granville Street, Vancouver, British Columbia V7Y 1G5. The Company's head office is located at 201 - 1448 Commercial Drive Vancouver, British Columbia, V5L 3X9.

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GLOSSARY

The following is a glossary of certain terms used in this Prospectus. Terms and abbreviations used in the financial statements of the Company may be defined separately and the terms defined below may not be used therein.

"**Awards**" means collectively Options, RSRs and DSUs;

"**BC Green**" means BC Green Pharmaceuticals Inc.;

"**Board**" means the Board of Directors of the Company;

"**CDSA**" means the *Controlled Drugs and Substances Act* (Canada), as amended

"**Closing Date**" has the meaning set out on page 1 of this Prospectus;

"**Common Shares**" means the common shares in the capital of the Company and "**Common Share**" means any one of them;

"**Company**" means Optimi Health Corp.;

"**DSUs**" means the deferred share units granted pursuant to the Equity Incentive Plan;

"**Equity Incentive Plan**" means the equity incentive plan of the Company dated October 9, 2020;

"**Escrow Agent**" means Endeavor Trust Corporation;

"**Escrow Agreement**" means the NP 46-201 escrow agreement dated [●], 2020 among the Escrow Agent, the Company and various Principals and shareholders of the Company;

"**Exchange**" means the Canadian Securities Exchange;

"**First Private Placement**" means the non-brokered private placement financing by the Company conducted on July 6, 2020, and consisting of an aggregate of 20,000,000 Common Shares at a price of $0.05 per share, and 10,000,000 Common Share purchase warrants exercisable for $0.10 per share for a period of 24 months;

"**Optimi Labs**" means Optimi Labs Inc., a wholly-owned subsidiary of the Company;

"**Options**" means the stock options granted pursuant to the Equity Incentive Plan;

"**Lease Agreement**" means the industrial lease agreement dated as of July 23, 2020 and entered into by B.C. Green Pharmaceuticals Inc., as landlord, and the Company, as tenant, with respect to the lease of the Company's premises in Princeton, British Columbia;

"**Listing Date**" means the date that the Common Shares are listed on the Exchange;

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

"**NI 52-110**" means National Instrument 52-110 *Audit Committees* of the Canadian Securities Administrators;

"**NI 58-101**" means National Instrument 58-101 *Disclosure of Corporate Governance Practices* of the Canadian Securities Administrators;

"**NP 46-201**" means National Policy 46-201 *Escrow for Initial Public Offerings* of the Canadian Securities Administrators;

"**NP 58-201**" means National Policy 58-201 *Corporate Governance Guidelines* of the Canadian Securities Administrators;

“**Principal**” of an issuer means:

(a) a person or company who acted as a promoter of the issuer within two years before the prospectus;

(b) a director or senior officer of the issuer or any of its material operating subsidiaries at the time of the prospectus;

(c) a 20% holder – a person or company that holds securities carrying more than 20% of the voting rights attached to the issuer’s outstanding securities immediately before and immediately after the issuer’s initial public offering; or

(d) a 10% holder – a person or company that:

  (i) holds securities carrying more than 10% of the voting rights attached to the issuer’s outstanding securities immediately before and immediately after the issuer’s initial public offering, and

  (ii) has elected or appointed, or has the right to elect or appoint, one or more directors or senior officers of the issuer or any of its material operating subsidiaries;

“**Private Placements**” means the First Private Placement and the Special Warrant Private Placement, collectively.

“**Prospectus**” means the final prospectus with respect to the qualification of the distribution of Special Warrant Shares and Underlying Warrants;

“**Research Exemption**” means an exemption granted under subsection 56(1) of the CDSA for the use of psilocybin mushrooms for scientific purposes;

“**RSRs**” means the restricted share rights granted pursuant to the Equity Incentive Plan;

“**Special Warrant**” means a special warrant issued by the Company entitling the holder the right to acquire, without additional payment, one Unit for each Special Warrant held;

“**Special Warrant Private Placement**” means the private placement of Special Warrants closed by the Company on September 11, 2020 pursuant to which 17,963,005 Special Warrants were issued at a price of $0.25 per Special Warrant for total gross proceeds of $4,490,751.25;

“**Special Warrant Shares**” means the 17,963,005 Common Shares of the Company to be issued on exercise or deemed exercise of the Special Warrants, which are being qualified under this Prospectus;

“**Schintler Consulting Agreement**” has the meaning set out under “Description of the Business – Employees”.

“**Stier Consulting Agreement**” has the meaning set out under “Description of the Business – Employees”.

“**Units**” means the units to be issued on exercise or deemed exercise of the Special Warrants, which are being qualified under this Prospectus, each comprised of one Special Warrant Share and one Underlying Warrant;

“**Underlying Warrants**” means the Common Share purchase warrants issuable on conversion of the Special Warrants, each exercisable at a price of $0.40 for a period of two years from the date of issuance of the Special Warrants to acquire one Common Share; and

“**Warrant Share**” means a Common Share issuable on exercise if an Underlying Warrant.

CURRENCY

In this Prospectus, unless otherwise indicated, all dollar amounts are expressed in Canadian dollars and references to $ are to Canadian dollars.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Except for statements of historical fact relating to the Company, certain statements in this Prospectus may constitute forward-looking information, future oriented financial information, or financial outlooks (collectively, "forward looking information") within the meaning of Canadian securities laws. Forward-looking information may relate to this Prospectus, the Company's future outlook and anticipated events or results and, in some cases, can be identified by terminology such as "may", "could", "should", "expect", "plan", "anticipate", "believe", "intend", "estimate", "projects", "predict", "potential", "targeted", "possible", "continue" or other similar expressions concerning matters that are not historical facts and include, but are not limited in any manner to, those with respect to any and all timing, development, operational, financial, economic, legal, regulatory and political factors that may influence future events or conditions, as such matters may be applicable. In particular, this Prospectus contains forward-looking statements pertaining to the following:

- proposed progress and expenditures for the construction of its grow facility, and general and administrative expenses (see "Use of Available Funds" for further details); and

- expectations generally about the Company's business plans and its ability to raise further capital for corporate purposes. See "*Risk Factors*".

Such forward-looking statements are based on a number of material factors and assumptions, and include: that consumer buying patterns will increase with specialty and health food merchants, that economic conditions in Canada will continue to show modest improvement in the near to medium future, that the average cost of whole mushroom seed will fluctuate in line with historical trends, that there will be no material change to the competitive environment in the distribution of mushroom-based food additives and supplements, that the Company will be able to access sufficient qualified staff, that the Company will be able to develop distribution channels and a customer base, that there will be no material changes with the Company's larger customers and that there will be no material changes to the tax and other regulatory requirements governing the Company. While the Company considers these assumptions to be reasonable based on information currently available to it, they may prove to be incorrect. Actual results may vary from such forward-looking information for a variety of reasons, including but not limited to risks and uncertainties disclosed in this Prospectus, such as: limited operating history; changes in public tastes, availability of materials, consumer perceptions and preferences, brand awareness and dependency on third party suppliers, distributors and retailers; dependency on key personnel; product liability and recall; intellectual property risks; research and development; product obsolescence; anticipated growth may not materialize; dilution; unissued share capital; liquidity and future financing risk; market risk for securities; and increased costs of being a publicly traded company. See "Risk Factors".

Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. New factors emerge from time to time, and it is not possible for management to predict all of such factors and to assess in advance the impact of each such factor on the Company's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statement. There is no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Forward-looking statements are based upon management's beliefs, estimates and opinions on the date the statements are made and, other than as required by law, the Company does not intend, and undertakes no obligation to update any forward-looking information to reflect, among other things, new information or future events.

Upon becoming a reporting issuer, the Company intends to discuss in its quarterly and annual reports referred to as the Company's Management's Discussion & Analysis documents, any events and circumstances that occurred during the period to which such document relates that are reasonably likely to cause actual events or circumstances to differ materially from those disclosed in the Prospectus. New factors emerge from time to time, and it is not possible for management to predict all of such factors and to assess in advance the impact of each such factor on the Company's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statement.

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

PROSPECTUS SUMMARY

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

Principal Business of the Company:

The Company is developing a vertically integrated Canadian functional mushroom brand that focuses on the health and wellness food markets. The Company also intends to cultivate, extract, process and distribute high quality strains of fungi products in its growth and processing facility located in Princeton, British Columbia.

Finally, the Company applied for a Research Exemption on August 11, 2020 through its wholly owned subsidiary Optimi Labs for use and scientific research relating to psilocybin mushrooms.

Management, Directors & Officers:

Mike Stier	Director, President and Chief Executive Officer
Bryan Safarik	Director and Chief Operating Officer
Jake Safarik	Chief Financial Officer
Dane Stevens	Director and Chief Marketing Officer
JJ Wilson	Director and Chairman of the Board
Jon Schintler	Director

See “Directors and Executive Officers”.

Special Warrants:

This Prospectus is being filed to qualify the distribution in the Province of British Columbia, Alberta and Ontario of 17,963,005 Units, and the securities underlying the Units, issuable to the holders of a total of 17,963,005 Special Warrants, upon the exercise or deemed exercise of those Special Warrants. The Special Warrants will automatically convert at 4:00 p.m. (Vancouver time) on the date that is the earlier of: (a) the fifth business day after the date on which a receipt for a final prospectus to qualify for distribution the Units is received by the Company from the British Columbia Securities Commission; and (b) four months and a day from the Closing Date.

There will be no additional proceeds to the Company from the exercise of the Special Warrants.

Use of Available Funds:

The Company’s estimated working capital as of September 30, 2020, the most recent month end, is approximately $3,870,514. The Company’s cash position as of September 30, 2020, the most recent month end, is $4,471,113.00. The expected principal purposes for which the available funds will be used are described below:

Capital Expenditures for Princeton Grow Facility	$2,972,179
Submission of application for Research Exemption	$55,000
Investment in E-commerce Business and Launch of Online Platform	$150,000
General and Administrative	$1,093,934
Unallocated Working Capital	$200,000

TOTAL: $4,471,113

Summary of Financial Information:

The following selected financial information has been derived from and is qualified in its entirety by the audited financial statements of the Company for the period from incorporation to September 30, 2020 and the notes thereto included in this Prospectus and should be read in conjunction with those financial statements and related notes thereto, along with the Management's Discussion and Analysis included in this Prospectus. All financial statements are prepared in accordance with IFRS. The Company's financial year end is September 30.

	As at and for the period ended September 30, 2020 ($) (audited)
Revenue	$0
Total Expenses	$169,221
Net loss and comprehensive loss for the period	$169,221
Loss per share (basic and diluted)	$0.01
Current Assets	$4,622,289
Total Assets	$6,170,285
Current Liabilities	$751,775
Long Term Liabilities	$130,890
Shareholders' Equity	$5,287,620

See "Management's Discussion and Analysis".

Risk Factors:

An investment in the securities of the Company should be considered highly speculative and investors may incur a loss on their investment. The risks, uncertainties and other factors, many of which are beyond the control of the Company, that could influence actual results include, but are not limited to: limited operating history; changes in public tastes, availability of materials, consumer perceptions and preferences, brand awareness and dependency on third party suppliers, distributors and retailers; dependency on key personnel, product liability and recall; intellectual property risks; research and development; product obsolescence; anticipated growth may not materialize; dilution; unissued share capital; liquidity and future financing risk; market risk for securities; and increased costs of being a publicly traded company

See the section entitled "Risk Factors" for details of these and other risks relating to the Company's business.

CORPORATE STRUCTURE

Name and Incorporation

Optimi Health Corp. was incorporated under the *Business Corporations Act* (British Columbia) on May 27, 2020 under the name "1251418 BC Ltd.". The Company changed its name to Optimi Health Corp. on August 17, 2020. The Company's registered office is located at 400 – 725 Granville Street, Vancouver, British Columbia V7Y 1G5. The Company's head office is located at 201 - 1448 Commercial Drive Vancouver, British Columbia, V5L 3X9..

Inter-corporate Relationships

The Company owns all of the issued and outstanding equity securities of Optimi Labs Inc. a company incorporated under the *Business Corporations Act* (British Columbia) ("**Optimi Labs**"). Optimi Labs acts as the Company's operating subsidiary that is in the business of pursuing the Research Exemption.

DESCRIPTION OF THE BUSINESS

History

Description of the Business

The Company is developing a vertically integrated Canadian functional mushroom brand that focuses on the health and wellness food markets. The Company also intends to cultivate, extract, process and distribute high quality strains of fungi products in its facility located in Princeton, British Columbia. The Company intends to grow and process functional mushrooms for its own use to develop its own health food products and to sell its mushrooms and related products directly to consumers, and to other health food brands and distributors.

Finally, the Company applied for a Research Exemption on August 11, 2020 through its wholly owned subsidiary Optimi Labs relating to the use and scientific research on psilocybin mushrooms. The Company will not engage in any business related to psilocybin until it has received all required regulatory approvals.

Activities Since Incorporation

Since incorporation on May 27, 2020, the Company's activities have been focused on: (i) completing the Private Placements, (ii) developing its functional mushroom growth and health food brand's business plan, (iii) securing a lease for its grow facility in Princeton, BC, (iv) developing and protecting its brand intellectual property and (v) building out the functional mushroom grow facility in Princeton, BC.

Following incorporation, the Company was capitalized by completing the following private placements: (i) the First Private Placement, which raised $1,000,000 was completed on July 6, 2020; and (ii) the Special Warrant Private Placement, which raised $4,490,751.25 was completed on September 11, 2020. To date, funds raised from the Private Placements have been used to develop the Company's direct-to-consumer functional mushroom business, lease its Princeton, BC property and commence the construction of mushroom growth facilities suitable for the growth and cultivation of functional mushrooms, and if applicable, for use in connection with the Research Exemption.

The Company has applied for trademark protection for "Optimi" and "Optimi Health" in order to protect the brand being developed by the Company in respect of both its functional mushroom growth business and direct-to-consumer health food business.

Buildout of Princeton Facility

On July 23, 2020, the Company entered into a lease with BC Green for an area of land situated in Princeton, BC. The Company has begun construction of its grow facility on the land which is expected to be completed in Q2 of 2021. A description of the Lease Agreement can be found under the heading "*Interest Of Management And Others In Material Transactions*".

The construction is currently in its first phase with building shells to be fully erected by October 31, 2020. The expected costs for phase 1 is $2,300,000. The second phase interior buildout of the functional mushroom cultivation facility and interior processing facility is expected to commence in November of 2020, with the expected completion by the end of Q1 in 2021. The expected costs for phase 2 is $1,430,000. The Company expects the facility to be fully operational by the end of Q2 in 2021. The image below demonstrates construction progress as-at October 9, 2020.

Description of Principal Products

The Company intends to grow and process functional mushrooms for its own use to develop its own functional mushroom derived products and to sell its mushrooms and related products directly to consumers, and to other natural food brands and distributors. The Company is positioning itself to meet the needs of the rapidly expanding health foods market and consumers looking to prioritize the consumption of natural, plant-based foods.

The Company's expected fungi varieties will include lions mane, reishi, turkey tail, chaga, and cordyceps. These varieties will be used for its own use to develop its own health food products and to sell to other natural food brands and distributors. See below a description of each functional mushroom variety and related health food product.

Mushroom	Proposed Product Offering
Lion's Mane •Commonly used as a nootropic, or "smart drug". •Grown on trees in nature but artificial log	• Limitless Vegan Protein, a proprietary blend of five functional mushroom extracts combined with vegan protein powder • Limitless Mushroom Extract

<table>
<tr><th>Mushroom</th><th>Proposed Product Offering</th></tr>
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substrates provide equal value.

•Growth cycle spans approximately three weeks.


</td><td>


• Mindful Mushroom Extract

</td></tr>
<tr><td>
Reishi

•Known as the “Queen of mushrooms” and “mushroom of immortality”, Reishi has been used for over 2,000 years by eastern societies to help promote longevity and wellbeing.

•Growth cycle spans approximately five to six weeks.


</td><td>
• Limitless Vegan Protein, a proprietary blend of five functional mushroom extracts combined with vegan protein powder

• Limitless Mushroom Extract

• Longevity Mushroom Extract

</td></tr>
<tr><td>
Chaga

•The mushroom is often called the king of medicinal fungi and has been used as a medicinal fungus in Asia for thousands of years.

•Not yet commercially farmed – the Company anticipates purchasing wild-harvested Chaga on
</td><td>
• Limitless Vegan Protein, a proprietary blend of five functional mushroom extracts combined with vegan protein powder

• Limitless Mushroom Extract
</td></tr>
</table>

Mushroom	Proposed Product Offering
an as-needed basis to meet demand. •Grown on birch trees (min 10-year-old) •Harvested every 2 to 3 times over 5 to 8 year period 	 • Defense Mushroom Extract 
Cordyceps (Militaris) •The anamorph and farmable version of the most expensive fungi in the world Cordyceps Sinensis which typically costs $20/kg due to its scarcity. •Growth cycle spans approximately seven to nine weeks. 	• Limitless Vegan Protein, a proprietary blend of five functional mushroom extracts combined with vegan protein powder • Limitless Mushroom Extract  •Perform Mushroom Extract 

Mushroom	**Proposed Product Offering**
Turkey Tail •Commonly used and grown for its health benefits. •Growth cycle spans approximately five weeks. 	• Limitless Vegan Protein, a proprietary blend of five functional mushroom extracts combined with vegan protein powder • Limitless Mushroom Extract  • Immunity Mushroom Extract 

Operations

The production process involves cultivating and extracting dried mushrooms from the Company's 20,000 square-foot grow facility, which is currently under construction and is expected to be fully completed by Q2 of 2021. The production in the Company's facility will focus growth efforts on high demand varieties such as lions mane, reishi, turkey tail, chaga, and cordyceps. The Company's facility will contain high volume grow rooms with leading technology, climate controlled rooms, integrated environmental controls and supervision by established growers. The facility will allow for the production of a variety of strains and will include vertically integrated onsite processing and extraction technologies to capture maximum margin.

Mushrooms are comprised of two primary components, fruiting bodies and mycelium, both of which can be used to make the Company's concentrated health food products. The fruiting body is the spore-producing organ of a fungus, often seen as a mushroom or a toadstool. Mycelium is the vegetative part of the fungus, consisting of a network of fine white filaments. The Company's extraction process involves a combination of boiling the mushrooms or soaking them in alcohol, after which the desired compounds are extracted into the Company's products.

Upon completion of production, the Company's products will be made ready for shipping and distribution directly to consumers, which is expected to constitute 75% of its sales, and to other health food brands and to distributors. The Company intends to distribute its products in Canada through its e-commerce website platform at www.optimiperformance.com, which is expected to launch in Q1 of 2021. The Company's co-packer is responsible for the processing, packaging and bottling of certain products, such as protein powder and supplements. The Company's co-packer also provides warehousing services and facilitates shipping of all online orders. In addition, the Company will seek to contract with other health food brands, and to distribution partners, farmers markets, retailers and restaurants. The Company expects to commence the sale of its third-party sourced health food concentrates and generating revenues by the end of Q1 of 2021. The Company expects to begin sale of its functional mushrooms by the end of Q3 of 2021.

Specialized Skill and Knowledge

The Company has hired contractors that have specialized skill and knowledge in:

- production of functional mushrooms and mushroom derived health foods;
- quality control;
- the formulation and packaging of fungi products; and
- market research, distribution and sales of finalized products to end consumers.

The Company does not believe that there is a shortage of labour or service providers that carry this expertise.

Intellectual Property

The Company applied to register the trademark "Optimi Health" and "Optimi" with the Canadian Intellectual Property Office on September 16, 2020.

Seasonality

The Company's results are subject to fluctuations associated with impact on consumer demand. At this time the Company is unable to specifically determine the manner in which consumer demand will fluctuate for its products.

Employees

The Company has no employees, and 16 independent contractors. In the ordinary course of business, the Company outsources many operational aspects of its business to third party contractors including accounting/bookkeeping service providers, customer services providers, web designers, social media marketers, product development and processing as well as logistics, fulfillment, and inventory storage providers. Employees of these service providers provide the services to the Company as needed.

The Company has entered into a Consulting Agreement dated as of September 1, 2020 with AMBE Holdings Ltd. ("**AMBE Holdings**") pursuant to which Mike Stier shall provide services to the Company as its Chief Executive Officer (the "**Stier Consulting Agreement**"). In consideration for the services to be provided, the Company shall pay AMBE Holdings a monthly fee of $4,000 plus any applicable taxes, which fee shall increase to $5,000, plus any applicable taxes, once the Common Shares begin trading on the Exchange.

The Company has entered into a Consulting Agreement dated as of October 7, 2020 with Jon Schintler, pursuant to which Mr. Schintler will provide services to the Company as a Director of the Company (the "**Schintler Consulting Agreement**"). In consideration for the services to be provided, the Company shall pay Mr. Schintler a monthly fee of $2,500, which fee shall increase to $3,000, once the Common Shares begin trading on the Exchange.

The Company has entered into a Project Development and Consulting Services Agreement with BC Green dated as of July 23, 2020 (the "**Project Development and Consulting Agreement**"). Pursuant to the Project Development and Consulting Agreement, BC Green has agreed to provide certain project consulting services in relation to the construction of the Company's mushroom growth facilities at its Princeton, BC leased premises, and applicable regulatory approvals, licenses and permits required for the Company to conduct its proposed business at such facilities. The Project Development and Consulting Agreement is for a period of five years, unless terminated earlier in accordance with the terms thereof. As remuneration for the services provided, the Company will grant BC Green a total of 3,000,000 Common Shares at an agreed price of $0.05 per share, with half of the Common Shares to be issued upon the receipt of building permits for new building construction on the Company's Princeton, BC facility and half of the Common Shares to be issued upon the Company either (i) being legally recognized as a "licensed dealer" under the *Narcotic Control Regulations* (Canada), or (ii) granted an exemption to conduct commercial production, processing, manufacturing, distribution and sales activities with one or more controlled substances under the *Controlled Drugs and Substances Act* (Canada).

Regulatory Environment

The Company's functional mushroom products are expected to be considered "food" and, as such, are expected to be principally regulated under the *Food and Drugs Act* (Canada) and the *Consumer Packaging and Labelling Act* (Canada).

The *Food and Drug Act* (Canada) ("**FDA**") and Food and Drug Regulations ("**FDR**"). The FDA regulates food and drugs in Canada and provides requirements on composition (including without limitation food additives, fortification, and food standards), packaging, and licensing requirements. Under this regime, the Company is not required to obtain any pre-approvals and/or licenses for its products, but must ensure that the labelling, marketing and selling of any of its products comply with the FDA, including by ensuring that the Company's products are not packaged or marketed in a manner that is misleading or deceptive to a consumer.

The *Consumer Packaging and Labelling Act* ("**CPLA**"). The CPLA provides for a uniform method of labelling and packaging of prepackaged consumer goods in Canada. The relevant provisions include the prevention of fraudulent statements and providing for mandatory label information in which consumers may make informed decisions.

The council of the Town of Princeton has expressed their full support for the Company's development of a large-scale vertically integrated functional mushroom operation as well as (in the event the Company obtains the Research Exemption) a controlled substance research facility, providing the Company with the flexibility to grow and scale operations as opportunities develop in the functional mushroom and psilocybin space. The Town of Princeton has also passed certain tax incentives to further support the long-term growth of the Company. The Company is fortunate to have a collaborative municipal relationship to ensure expedited permitting and minimized risk of regulatory setbacks.

Market for Products

The Company intends to distribute its products in Canada through its e-commerce website platform at www.optimiperformance.com, which is expected to launch in Q1, 2021. The Company's initial marketing focus will be to online customers in Canada.

The Company's focus on its direct to consumer platform will provide it with more flexibility and is expected to build a strong connection with its customers. This connection will provide the Company with greater insight on how to market its products and build loyalty with its customer base.

Consumer demand for mushroom-based products has seen steady growth over the past decade as consumers have become more aware of their nutritional profile. As consumers increasingly look to incorporate "functional foods" in their diets, the mushroom extract market is poised to grow substantially year over year. The global mushroom market is expected to grow by 6.3% and may reach US$50 billion by 2024, according to a research report published by Grand View Research in January of 2018. The functional mushroom market is expected to grow to US$34 billion by 2025 according to a report by ASD Reports published in January of 2020 and the nutraceutical market is to grow to US$15 billion by 2026 according to a report by Market Research Future published in July of 2020.

Market dynamics contributing to the rising demand for mushrooms include societal trends shifting to preventive health care, vegan and vegetarian based diets and increased awareness around the health benefits of functional foods. Accordingly, the Company believes increased demand for mushroom based products will assist it in completing its business objectives over the next twelve months.

Sources:https://www.marketresearchfuture.com/reports/medicinal-mushroom-extract-market-4737;
https://www.bdc.ca/en/documents/analysis_research/Consumer_Trends_Report_EN.pdf.

Market prices for Canadian produced speciality mushrooms have been trending steadily upwards since 2012, with stats Canada recording record sales in 2017 of $527.6 million, based on a stats Canada study released in May 2019. Source: https://www150.statcan.gc.ca/n1/pub/21-004-x/2019001/article/00001-eng.htm.

Marketing

The Company's marketing strategy is to increase market share and sales in Canada by promoting its mushroom-based food products. Currently, the Company's marketing strategy involves targeted social media marketing and advertising campaigns. The Company will focus on speaking directly to today's consumer through strategic marketing and influencer initiatives, such as for example:

- engaging with athletic brand ambassadors and lifestyle influencers, marketing the product as owners and investors;
- sharing emphasis on physical and mental benefits/performance via athletic and lifestyle influencers with a defined presence to enable significant early stage market penetration; and
- strategic digital marketing campaigns targeting health and wellness sector and establish credibility and legitimacy through curate brand messaging.

Competitive Conditions

The Company has a limited number of competitors in the mushroom industry. These competitors offer a similar category of products as the Company, being mushroom extracts and other wellness products. See below a description of the Company's main competitors. The direct-to-consumer nature and capabilities of these competitors mean their operations are not materially limited to any specific geographical area.

Name	Product Offering	Distribution
Mushroom Revival	Processes, formulates and sells the following mushroom products (tinctures): • Cordyceps (grown by company) • Reishi • Tremella • Poria Cocos • Lions Mane • Chaga • Meshima • Maitake • Shiitake • Turkey Tail	• Direct to consumer (online)
Organika	Formulates and sells the following mushroom products (capsules and beauty products): • Reishi • Cordyceps • Tremella (for Beauty Product usage only) • Chaga (for Beauty Product usage only) • Lion's Mane (for Beauty Product	•Direct to consumer (online) •Distributor (Amazon, Vitasave etc.) •Retailers (Whole Foods etc.)

Name	Product Offering	Distribution
	usage only)	
Rainbo	Processes, formulates and sells the following mushroom products (tinctures, and other products such as infused maple syrup): • Lions Mane • Codryceps • Reishi • Chaga	• Online (Direct to Consumer) • Retailers (Online and Brick and mortar)
Moon Juice	Formulates and sells the following mushroom products (protein mix, drinks powders): • Cordyceps • Reishi • Lion's Mane • Tremella	• Direct to consumer (online and brick and mortar) • Distributor (Sephora, Beautylish) • Retailers (apothecaries)

The Company believes that it being in both the functional mushroom growth and health food industry provides it with an advantage over its competitors, which most are either solely involved with farming mushrooms or producing wellness products. The Company has the advantage to grow its own mushrooms for its health food products which eliminates intermediaries. The Company will also be able to control the purity of its products from the growth state, to extraction and finally to sale through its products.

Research and Development - Optimi Labs

The Company created a division focused on agricultural innovation, medicinal research and development. Optimi Labs aims to continuously improve efficiencies in production and product innovation. Through proposed strategic partnerships with education institutions and scientific leaders, Optimi Labs is positioned to add value through intellectual property development, formulations, growth optimization and studies on enhanced physical and mental performance with products. The focus of Optimi Labs is to: optimize the commercial cultivation process, improve quality and yield of various strains, improve extraction efficiencies, continued development of fungi extracts, future product development, innovation in human delivery mechanisms, synthetic and non-synthetic compound exploration, active compounds exploration and pharmaceutical development and new drug formulation testing.

Optimi Labs will initially be focused on the research and development of functional mushrooms (non-psychedelic) cultivation and extraction, however the Company may begin to research mushroom derived psychedelic/psilocybin which is designed to treat mental illness, addiction, and other health conditions if and as permitted by applicable laws and the Research Exemption. Optimi Labs will eventually develop a IP strategy revolving around delivery mechanisms, synthetic compounds, extraction methods, isolation of chemical compounds, new formulations, testing and protocol regimens that are specific to mushroom based products. In order to include psychedelic products in the Company's research activities, the Company has applied for a Research Exemption. See "*Future Developments – Psilocybin*" below.

Future Developments - Psilocybin

Psilocybin is a naturally occurring psychedelic prodrug compound produced by more than 200 species of mushrooms, collectively known as “magic mushrooms”. The most potent are members of the genus Psilocybe, such as P. azurescens, P. semilanceata, and P. cyanescens, but psilocybin has also been isolated from about a dozen other genera. Psilocybin is quickly converted by the body to psilocin, which has mind-altering effects similar, in some respects, to those of LSD.

Scientific interest in classic psychedelics, such as psilocybin, has returned and grown because of several promising studies, validating earlier research. For mood and anxiety disorders, three controlled trials have suggested that psilocybin may decrease symptoms of depression and anxiety in the context of cancer-related psychiatric distress for at least 6 months following a single acute administration. A small, open-label study in patients with treatment resistant depression showed reductions in depression and anxiety symptoms three months after two acute doses. For addiction, small, open-label pilot studies have shown promising success rates for both tobacco and alcohol addiction. Safety data from these various trials, which involve careful screening, preparation, monitoring, and follow-up, indicate the absence of severe drug-related adverse reactions (Source: Johnson & Griffiths, 2017). Based on a recent report by Data Bridge Market Research, the psychedelic drug market is growing with a compound annual growth rate of 16.3% and expected to reach USD 6,859.95 million by 2027.

Beyond the current functional formats within its mushroom offerings, the Company intends to begin a research program on psychedelic/nutraceutical products. It is the Company’s goal to become strategically positioned to become a producer and distributor of medical psilocybin and other psychedelic/nutraceutical products, if and as permitted by applicable laws.

USE OF AVAILABLE FUNDS

The Company is not raising any funds in conjunction with this prospectus. Accordingly, there are no proceeds.

Pursuant to the Private Placements, the Company received gross proceeds of $5,490,751.25.

Funds Available and Principal Purposes

As at September 30, 2020, being the most recent month end, the Company had estimated consolidated working capital of $3,870,514 and total funds of $4,471,113. The available funds of the Company will be used for the purposes described below, which include current liabilities of the Company:

Use of Available Funds	
Capital Expenditures for Princeton Grow Facility	$2,972,179
Submission of application for Research Exemption	$55,000
Investment in E-commerce Business and Launch of Online Platform	$150,000
General and Administrative	$1,093,934
Unallocated Working Capital	$200,000
TOTAL:	**$4,471,113**

Upon the Listing Date, the Company estimates that its working capital will be sufficient to meet its administrative costs for the 12-month period following the Listing Date. Administrative costs for the 12 month period following the Listing Date are comprised of the following:

General and Administrative Costs for 12-Month Period Following the Listing Date	($)
Audit Fees	55,000
Marketing Fees	55,000
Legal Fees	232,084
Consulting Fees	370,000
Offices, Rent and Other	176,850

Regulatory and Filing Fees	150,000
Travel Expenses	55,000
TOTAL:	$1,093,934

Business Objectives and Milestones

In the forthcoming twelve (12) month period, the Company expects to accomplish the following business objectives:

- launch of online platform under www.optimiperformance.com;
- complete product launch of functional mushroom and related health food products;
- fulfill the advertising and marketing campaign as described in "*Description of the Business – Marketing*; and
- launch of research and development program under Optimi Labs as described in "*Description of the Business - Research and Development - Optimi Labs*".

The significant events and milestones that must occur for the aforementioned business objectives to be accomplished are as follows:

- completing the facility buildout in Princeton, British Columbia and launch the facility by end of Q2 in 2021 with an estimated cost of $2,972,179;
- initiate marketing strategy though focus on social medial and influencer initiatives by end of Q4, 2020 with an estimated cost of $55,000; and
- procurement of Research Exemption in the next 12 months with an estimated cost of $55,000.

DIVIDENDS OR DISTRIBUTIONS

Dividends

The Company has neither declared nor paid any dividends on its Common Shares. The Company intends to retain its cash to finance growth and expand its operations and does not anticipate paying any dividends on its Common Shares in the foreseeable future. Any determination to pay dividends in the future will be at the discretion of the Board and will depend on many factors, including, among others, the Company's financial condition, current and anticipated cash requirements, contractual restrictions and financing agreement covenants, solvency tests imposed by applicable corporate law and other factors that the Board may deem relevant.

MANAGEMENT'S DISCUSSION AND ANALYSIS

Overview

The Company's management discussion and analysis ("**MD&A**") in respect of the operations and financial condition of the Company is dated as of October 19, 2020 and describes the operating and financial results of the Company for the period from incorporation on May 27, 2020 to September 30, 2020. The MD&A supplements, but does not form part of, the audited financial statements of the Company, and should be read in conjunction with the Company's audited financial statements and related notes for the period from incorporation on May 27, 2020 to September 30, 2020, included in this Prospectus. The Company prepares and files its financial statements in accordance with IFRS. The currency referred to in this MD&A is in Canadian Dollars.

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

Overall Performance

The Company is developing a vertically integrated Canadian direct-to-consumer functional and nutraceutical mushroom brand that focuses on the health and wellness markets. The Company intends to cultivate, extract, process and distribute the finest strains of fungi products in its growth and processing facilities located in Princeton, British Columbia. The Company's expected fungi varieties will include lions mane, reishi, turkey tail, chaga, and cordyceps. The Company's future performance depends on, among other things, its ability to construct its grow facility, produce, market and sell its products, consumer demand for its products, the Company's ability to secure required financing, and in the event consumer demand is strong for its products, the Company's ability to expand its business to facilitate this demand.

Since incorporation on May 27, 2020, the Company's activities have been focused on: (i) obtaining financing, (ii) developing its functional mushroom growth and direct-to-consumer nutraceutical brand's business plan, (iii) securing a lease for its cultivation and processing facilities (collectively, the "**Facilities**") in Princeton, BC, (iv) constructing the Facilities, and (v) developing and protecting its brand intellectual property.

Results of Operation

During the period from the date of incorporation on May 27, 2020 to September 30, 2020, the Company had no revenues and a net loss of $169,221. The main factors that contributed to the loss in the fiscal period were consulting expenses of $28,825, licensing expenses of $14,442, marketing expenses of $82,019, and professional fees of $35,129.

Consulting expenses relate to services provided by management relating to the initial organization of the Company and the procurement of land for its anticipated grow facility. Licensing expenses relate to building permits and licenses required for Princeton construction of the Facilities. Marketing expenses relate to the design of the website and logo, the e-commerce store logos and brandings, as well as social media marketing services. Professional fees consist of legal fees in connection with the Company's incorporation, financings and lease of its property required for the Facilities.

Selected Financial Information

The following table sets forth selected financial information with respect to the Company's audited financial statements for the period from incorporation on May 27, 2020 to September 30, 2020.

	Period from incorporation on May 27, 2020 to September 30, 2020 (Audited) ($)
Continuing Operations	
Revenue	–
Expenses	169,221
Net loss	(169,221)
Loss per share (basic and diluted)	(0.01)
Statement of Financial Position	
Assets	
Current Assets	4,622,289
Non-Current Assets	1,547,996
Total Assets	6,170,285
Liabilities	
Current Liabilities	751,775
Non-Current Liabilities	130,890
Total Liabilities	882,665
Shareholders' Equity	5,287,620
Total Liabilities and Shareholders' Equity	6,170,285

Additional Disclosure for Venture Issuers Without Significant Revenues

The following table sets out a breakdown of all material components of expenses of the Company for the period from incorporation on May 27, 2020 to September 30, 2020.

	Period from Incorporation on May 27, 2020 to September 30, 2020 (Audited)
Expenses	
Amortization	$5,425
Bank charges and interest	$2,655

Consulting	$28,825
Licensing	$14,442
Marketing	$82,019
Office, rent and administration	$726
Professional fees	$35,129
Total	**$169,221**

Liquidity and Capital Resources

The Company reported working capital surplus of $3,870,514, cash on hand of $4,471,113 and prepaid expenses of $20,000 at September 30, 2020. Prepaid expenses relate to architect and design fees advanced for coordinated professional work relating to the interior building permit tender package being finalized for the Facilities.

The Company estimates that it will incur $2,972,179 in capital expenditures on the Facilities during the twelve months after September 30, 2020. In addition, the Company also anticipates that it will be required to incur approximately $55,000 for its application for research exemption, $150,000 towards its e-commerce platform and $1,093,934 in general and administrative expenses. After giving effect to these allocations, the Company anticipates it will have $200,000 in unallocated working capital. The Company does not anticipate incurring any other material capital expenditures.

The Company's future capital requirements will depend upon many factors including, without limitation, the completion of its grow facility, its ability to produce, market and sell its products, consumer demand for its products, the Company's ability to secure required financing, and in the event consumer demand is strong for its products, the Company's ability to expand its business to facilitate this demand. The Company has limited capital resources and has historically relied upon the sale of equity securities for cash required for research and development purposes, for acquisitions and to fund the administration of the Company. Since the Company does not expect to generate substantial revenues from operations in the near future, it must continue to rely upon the sales of its equity and debt securities to raise capital, which would result in further dilution to the shareholders. There is no assurance that financing, whether debt or equity, will be available to the Company in the amount required by the Company at any particular time or for any period and that such financing can be obtained on terms satisfactory to the Company or at all.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Financial Instruments

The Company's financial instruments consist of cash, cash held in trust, accounts payable and accrued liabilities, and lease liability. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments. The fair values of these financial instruments approximate their carrying values unless otherwise stated.

Summary of Quarterly Results

Since incorporation, the Company has not prepared quarterly interim financial statements. As a result, the Company is unable to provide a summary or the quarterly results from the date of incorporation on May 27, 2019 to September 30, 2020.

Changes in Accounting Policies

There have been no changes to accounting policies during the period ended September 30, 2020.

Disclosure of Outstanding Security Data

The Company has one class of shares outstanding, being Common Shares. As of the date of this MD&A, 20,000,001 Common Shares were issued and outstanding. The Company also has 10,000,000 share purchase warrants and 17,963,005 Special Warrants outstanding.

DESCRIPTION OF SECURITIES DISTRIBUTED

Common Shares

The Company's authorized capital consists of an unlimited number of Common Shares, of which 20,000,001 are issued and outstanding as at the date of this Prospectus as fully paid and non-assessable. Following the exercise or deemed exercise of all the Special Warrants, there will be 37,963,006 Common Shares issued and outstanding. Holders of the Common Shares are entitled to vote at all meetings of the holders of the Common Shares and, subject to the rights of holders of any shares ranking in priority to or on a parity with the Common Shares, to participate rateably in any distribution of the Company's property or assets upon liquidation or wind-up.

The Board is authorized to issue additional Common Shares on such terms and conditions and for such consideration as the Board may deem appropriate without further security holder action.

Special Warrants

The Company closed the Special Warrant Private Placement on September 11, 2020, and issued an aggregate of 17,963,005 Special Warrants. Each Special Warrant entitles the holder to acquire, without further payment, one Unit. Each Special Warrant will automatically convert at 4:00 p.m. (Vancouver time) on the date that is the earlier of: (a) the fifth business day after the Receipt; and (b) four months and a day from the Closing Date. This Prospectus qualifies the distribution of 17,963,005 Special Warrant Shares.

Upon conversion of the Special Warrants into Units, holders of the Special Warrant Shares underlying the Units shall be entitled to all of the same rights as holders of Common Shares.

CONSOLIDATED CAPITALIZATION

The following table sets out the share capitalization of the Company as at the dates specified below.

Description	Authorized	Outstanding as at September 30, 2020	Outstanding as at the date of this Prospectus(1)(2)	Outstanding following the exercise of all the Special Warrants(2)
Common Shares	Unlimited	20,000,001	20,000,001	37,963,006

Notes:
(1) See "Prior Sales".
(2) On an undiluted basis.

Fully Diluted Share Capitalization

Common Shares	Number	Percentage of Total
Issued and outstanding as at the date of this Prospectus	20,000,001	41%
Common Shares reserved for issuance upon the exercise or deemed exercise of the Special Warrants	17,963,005	37%
Common Shares reserved for issuance upon exercise of all warrants (comprised of the Warrants)	10,000,000	20%
Common Shares reserved for issuance upon exercise of options	500,000	1%
Common Shares subject to RSRs	500,000	1%
Total Fully Diluted Share Capitalization after the Listing Date	48,963,006	100%

OPTIONS TO PURCHASE SECURITIES

Outstanding Options

The Company has granted an aggregate of 500,000 Options to certain directors and officers on October 9, 2020 with an exercise price of $0.50 per share expiring on October 9, 2025.

Equity Incentive Plan

Overview

The following summary of certain provisions of the Equity Incentive Plan does not purport to be complete and is subject in its entirety to the detailed provisions of the Equity Incentive Plan, a copy of which has been filed on SEDAR and will be available without charge from the Corporation after such time.

The Equity Incentive Plan provides for the grant to eligible directors and employees (including officers) of Options and RSRs. The Equity Incentive Plan also provides for the grant to eligible directors of DSU which the directors are entitled to redeem for 90 days following retirement or termination from the Board.

Stock Options

Option Grants

The Equity Incentive Plan authorizes the Board to grant Options. The number of Common Shares, the exercise price per Common Share, the vesting period and any other terms and conditions of Options granted from time to time pursuant to the Equity Incentive Plan, are determined by the Board at the time of the grant, subject to the defined parameters of the Equity Incentive Plan. The date of grant for the Options shall be the date such grant was approved by the Board.

Exercise Price

The exercise price of any Option cannot be less than the closing market price of the Common Shares on (a) the trading day prior to the date of grant of the Award; and (b) the date of grant of the Award (the "**Fair Market Value**").

Exercise Period, Blackout Periods and Vesting

Options are exercisable for a period of five years from the date the Option is granted or such greater or lesser period as determined by the Board. Options may be earlier terminated in the event of death or termination of employment or appointment. Vesting of Options is determined by the Board. Failing a specific vesting determination by the Board, Options automatically become exercisable incrementally over a period of eighteen months from the date of grant, as to: (i) 25% of the total number of shares under Option immediately upon the date of grant; and (ii) at each six-month interval thereafter, an additional 25% of the total number of shares under Option such that after the 18th month of the Option period, 100% of the Option will be exercisable. The right to exercise an Option may be accelerated in the event a takeover bid in respect of the Common Shares is made.

When the expiry date of an Option occurs during, or within ten (10) days following, a "blackout period", the expiry date of such Option is deemed to be the date that is ten (10) days following the expiry of such blackout period. Blackout periods are imposed by the Company to restrict trading of the Company's securities by directors, officers, and certain others who hold Options to purchase Common Shares, in accordance with any similar policies in effect from time to time, in circumstances where material nonpublic information exists, including where financial statements are being prepared but results have not yet been publicly disclosed.

Cashless Exercise Rights

Provided the Common Shares are listed on an Exchange (as defined in the Equity Incentive Plan), an optionee has the right to exercise an Option on a "cashless" basis by electing to relinquish, in whole or in part, the right to exercise such Option and receive, in lieu thereof, a number of fully paid Common Shares. The number of Common Shares issuable on the cashless exercise right is equal to the quotient obtained by dividing the difference between the aggregate Fair Market Value and the aggregate Option price of all Common Shares subject to such Option by the Fair Market Value of one (1) Common Share.

Termination or Death

If an optionee dies while employed by the Company, any Option held by him or her will be exercisable for a period of 12 months or prior to the expiration of the Options (whichever is sooner) by the person to whom the rights of the optionee shall pass by will or applicable laws of descent and distribution. If an optionee is terminated for cause, no Option will be exercisable unless the Board determines otherwise. If an optionee ceases to be employed or engaged by the Company for any reason other than cause, then the Options will be exercisable for a period of 12 months or prior to the expiration of the Option (whichever is sooner).

RSRs

RSR Grant

The Equity Incentive Plan authorizes the Board to grant RSRs, in its sole and absolute discretion, to any eligible employee or director. Each RSR provides the recipient with the right to receive Common Shares as a discretionary payment in consideration of past services or as an incentive for future services, subject to the Equity Incentive Plan and with such additional provisions and restrictions as the Board may determine. Each RSR grant shall be evidenced by a restricted share right grant letter which shall be subject to the terms of the Equity Incentive Plan and any other terms and conditions which the Board deems appropriate.

Vesting of RSRs

Concurrent with the granting of the RSR, the Board shall determine the period of time during which the RSR is not vested and the holder of such RSR remains ineligible to receive Common Shares. Such period of time may be reduced or eliminated from time to time for any reason as determined by the Board. Once the RSR vests, the RSR is automatically settled through the issuance of an equivalent number of underlying Common Shares as RSRs held. Participants who are resident in Canada for the purposes of the *Income Tax Act* (Canada) may elect to defer some or all of any part of the Common Share grant until one or more later dates.

Retirement or Termination

In the event the participant retires or is terminated during the vesting period, any RSR held by the participant shall be terminated immediately provided however that the Board shall have the absolute discretion to accelerate the vesting date. In the event of death or total disability, the vesting period shall accelerate and the Common Shares underlying the RSRs shall be issued.

DSUs

DSU Grant

The Equity Incentive Plan authorizes the Board to grant DSUs, in its sole and absolute discretion in a lump sum amount or on regular intervals to eligible directors. Each DSU grant shall be evidenced by a DSU grant letter which shall be subject to the terms of the Equity Incentive Plan and any other terms and conditions which the Board deems appropriate.

Vesting of DSUs

Each eligible director shall be entitled to redeem their DSUs during the period commencing on the business day immediately following the date such director ceases to hold any directorship and ending on the 90th day following such date by providing written notice of redemption to the Company. Upon redemption, the director shall be entitled to receive (subject to any share issuance limits in the Equity Incentive Plan), the number of Common Shares equal to the number of DSUs in the director's account. If the director ceases to hold office during a year where DSUs have been granted in advance of being earned and they have not held office for the entire year, the director will only be entitled to a pro-rated issuance of shares.

Provisions applicable to all grants of Awards

Transferability

Pursuant to the Equity Incentive Plan, any Awards granted to a participant shall not be transferable except by will or by the laws of descent and distribution. During the lifetime of a participant, Awards may only be exercised by the Participant.

Amendments to the Plan

The Board may amend, suspend or terminate the Equity Incentive Plan or any Award granted under the Equity Incentive Plan without shareholder approval, including, without limiting the generality of the foregoing: (i) changes of a clerical or grammatical nature; (ii) changes regarding the persons eligible to participate in the Plan; (iii) changes to the exercise price; (iv) vesting, term and termination provisions of Awards; (v) changes to the cashless exercise right provisions; (vi) changes to the authority and role of the Board under the Plan; and (vii) any other matter relating to the Equity Incentive Plan and the Awards granted thereunder, provided however that:

(a) such amendment, suspension or termination is in accordance with applicable laws and the rules of any stock exchange on which the Company's shares are listed;

(b) no amendment to the Equity Incentive Plan or to an Award granted thereunder will have the effect of impairing, derogating from or otherwise adversely affecting the terms of an Award which is outstanding at the time of such amendment without the written consent of the holder of such Award;

(c) the terms of an Option will not be amended once issued; and

(d) the expiry date of an Option shall not be more than ten (10) years from the date of grant of such Option, provided, however, that at any time the expiry date should be determined to occur either during a blackout period or within ten business days following the expiry of a blackout period, the expiry date of such Option shall be deemed to be the date that is the tenth business day following the expiry of the blackout period.

If the Equity Incentive Plan is terminated, the provisions of the Equity Incentive Plan and any administrative guidelines and other rules and regulations adopted by the Board and in force on the date of termination will continue in effect as long as any Award pursuant thereto remain outstanding.

Share Issuance Limits

The aggregate number of Common Shares that may be subject to issuance under the Equity Incentive Plan, together with any other securities-based compensation arrangements of the Corporation, shall not exceed 15% of the Corporation's issued and outstanding share capital from time to time.

PRIOR SALES

The following table summarizes all sales of securities of the Company since the date of incorporation:

Date of Issue	Price per Security(1)	Number of Securities
May 27, 2020	$0.01	1 Incorporator's Common Share
July 6, 2020	$0.05	20,000,000 Common Shares
July 6, 2020	-(2)	10,000,000 Warrants
September 11, 2020	$0.25	17,963,005 Special Warrants

Notes:
1) All prior sales have been for cash.
2) Included in unit with July 6, 2020 Common Shares issued

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

Pursuant to the Escrow Agreement, the Common Shares subject to contractual restriction and escrow are as shown in the following table:

Designation of class	Number of securities held in escrow or that are subject to a contractual restriction on transfer	Percentage of class
Common Shares	6,400,001 (1)	16.86%(2)

Notes:
(1) These Common Shares are held under the Escrow Agreement in accordance with NP 46-201. The Escrow Agent is Endeavor Trust Company.
(2) Based on 37,963,006 Common Shares issued and outstanding following the exercise or deemed exercise of all the Special Warrants.

Escrow Agreement

NP 46-201 provides that all shares of an issuer owned or controlled by its Principals will be escrowed at the time of the issuer's initial public offering.

At the time of its initial public offering, an issuer will be classified for the purposes of escrow as either an "exempt issuer", an "established issuer" or an "emerging issuer" as those terms are defined in NP 46-201.

Uniform terms of automatic timed release escrow apply to Principals of exchange listed issuers, differing only according to the classification of the issuer. As the Company anticipates that its Common Shares will be listed on the Exchange, it will be classified as an "emerging issuer". As such, the following automatic timed releases will apply to the securities held by its Principals:

Date of Automatic Timed Release	Amount of Escrowed Securities Released
On the Listing Date	1/10 of the escrowed securities
6 months after the Listing Date	1/6 of the remaining escrowed securities
12 months after the Listing Date	1/5 of the remaining escrowed securities
18 months after the Listing Date	1/4 of the remaining escrowed securities
24 months after the Listing Date	1/3 of the remaining escrowed securities
30 months after the Listing Date	1/2 of the remaining escrowed securities
36 months after the Listing Date	The remaining escrowed securities

Assuming there are no changes to the escrowed securities initially deposited and no additional escrowed securities are deposited, automatic timed release escrow applicable to the Company will result in a 10% release on the Listing Date, with the remaining escrowed securities being released in 15% tranches every six months thereafter.

The automatic timed release provisions under NP 46-201 pertaining to "established issuers" provide that 25% of each Principal's and shareholder's escrowed securities are released on the Listing Date, with an additional 25% being released in equal tranches at six month intervals over eighteen months. If, within eighteen months of the Listing Date, the Company meets the "established issuer" criteria as set out in NP 46-201, the escrowed securities will be eligible for accelerated release available for established issuers. In such a scenario, that number of escrowed securities that would have been eligible for release from escrow if the Company had been an "established issuer" on the Listing Date will be immediately released from escrow. The remaining escrowed securities would be released in accordance with the timed release provisions for established issuers, with all escrowed securities being released eighteen months from the Listing Date.

Pursuant to the terms of the Escrow Agreement, 6,400,001 Common Shares will be held in escrow on the Listing Date.

PRINCIPAL SECURITYHOLDERS

To the knowledge of the directors and officers of the Company, as of the date of this Prospectus, and following the exercise or deemed exercise of all the Special Warrants, 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 EXECUTIVE OFFICERS

Name, Occupation and Security Holdings

The following table provides the names, municipalities of residence, position, principal occupations and the number of voting securities of the Company that each of the directors and executive officers beneficially owns, directly or indirectly, or exercises control over, as of the date hereof:

Name and Municipality of Residence and Position with the Company	**Director/Officer Since**	**Principal Occupation**	**Number and Percentage of Common Shares Beneficially Owned or Controlled, Directly or Indirectly**	
			As at the Date of this Prospectus[(1)]	Following the exercise of the Special Warrants[(2)]
Mike Stier[(3)] President, CEO, Director Delta, BC	May 27, 2020	See detailed biography below	1 0%	1 0%
Bryan Safarik COO and Director Vancouver, BC	July 6, 2020	See detailed biography below	0 0%	40,000 0.11%

Name and Municipality of Residence and Position with the Company	Director/Officer Since	Principal Occupation	Number and Percentage of Common Shares Beneficially Owned or Controlled, Directly or Indirectly	
			As at the Date of this Prospectus[(1)]	Following the exercise of the Special Warrants[(2)]
Jacob Safarik CFO Vancouver, BC	July 6, 2020	See detailed biography below	0 0%	0 0%
Dane Stevens Chief Marketing Officer and Director Vancouver, BC	July 6, 2020	See detailed biography below	3,000,000 15%	3,400,000 8.96%
JJ Wilson[(3,4)] Director and Chairman Vancouver, BC	July 6, 2020	See detailed biography below	3,000,000 15%	3,000,000 7.90%
Jon Schintler[(3,4)] Director Vancouver, BC	October 7, 2020	See detailed biography below	0 0%	0 0%

Notes:

(1) Percentage is based on 20,000,001 Common Shares issued and outstanding as of the date of this Prospectus.

(2) Percentage is based on 37,963,006 Common Shares issued and outstanding following the exercise or deemed exercise of all the Special Warrants.

(3) Denotes a member of the Audit Committee of the Company.

(4) Denotes an independent director.

The term of office of the directors expires annually at the time of the Company's annual general meeting. The term of office of the executive officers expires at the discretion of the Company's directors. Pursuant to the Stier Consulting Agreement, Mike Stier has provided the Company with non-disclosure, non-competition and non-solicitation covenants. Pursuant to the Schintler Consulting Agreement, Jon Schintler has provided the Company with non-disclosure, non-competition and non-solicitation covenants. None of the Company's other directors or executive officers have entered into non-competition or non-disclosure agreements with the Company.

As at the date of this Prospectus, the directors and executive officers of the Company as a group beneficially own, directly or indirectly, or exercised control or discretion over an aggregate of 6,000,001 Common Shares, which is equal to 30% of the Common Shares issued and outstanding as at the date hereof. In addition, Mike Stier holds 500,000 RSRs. See "Disclosure of Outstanding Security Data – Restricted Share Rights" for more information.

Following the exercise or deemed exercise of all the Special Warrants, the directors and executive officers of the Company as a group beneficially own, directly or indirectly, or exercised control or discretion over an aggregate of 6,440,001 Common Shares of the Company, which is equal to 16.96% of the Common Shares issued and outstanding following the exercise or deemed exercise of all the Special Warrants.

Background

The following is a brief description of each of the directors and executive officers of the Company, including their names, ages, positions and responsibilities with the Company, relevant educational background, principal occupations or employment during the five years preceding the date hereof, experience in the Company's industry and the amount of time intended to be devoted to the affairs of the Company:

Mike Stier – President, CEO, Director – Age 33

Michael Stier studied business management at Kwantlen Polytechnic University and Okanagan College, specializing in finance. While in University, he worked for Skyline Investor Relations managing several campaigns on companies in industries such as oil & gas, precious metals and technology. Following his graduation from University, Mr. Stier joined CIBC's Imperial Service Division, where he worked as an IIROC licensed Senior Financial Advisor for six years. At CIBC, he ran his own book of business with assets under management over $100 million. Leaving CIBC gave Mr. Stier the opportunity to join a private equity firm as a head trader. During this time, Mr. Stier managed a portfolio of $20 million in private funds, analyzing and executing several trades daily. Mr. Stier has also obtained experience and expertise of corporate finance and structure, M&A and operational business development through his years with LinkPoint Consulting. Currently, Mr. Stier is President & CEO of New Leaf Ventures Inc. a company dedicated to evaluating and accelerating advanced stage operations in the North American Cannabis sector and which recently completed an IPO on the Canadian Securities Exchange. Mr. Stier expects to provide services on a part time (50%) basis to the Company, or such greater or lesser amount of time as may be required.

Bryan Safarik – Chief Operating Officer – Age 36

Over fifteen years of experience in Senior Management roles as well as Founder and President of a number of profitable private companies. Bryan's experience highlights includes developing operational efficiencies in Ocean Fisheries Ltd.'s ("**Ocean's**") fresh packing and canning facilities before most notably serving as Director of Marine Operations prior to the company's sale to the Jim Pattison group where he oversaw fishing operations, logistics and quota management. After assisting with the successful sale of Ocean's, Bryan co-founded a private federally licensed cannabis production company in 2016, BC Green, where he currently serves as President. Bryan received a Bachelors of Science degree from Wingate University. Mr. Safarik expects to provide services on a part time (50%) basis to the Company, or such greater or lesser amount of time as may be required.

Jake Safarik - Chief Financial Officer – Age 33

Over twelve years of experience in accounting, project finance, business development and quality assurance. Jacob graduated from McGill University with a Bachelor of Commerce degree and is a Chartered Professional Accountant. Jacob's experience highlights include playing a pivotal advisory role in the sale of a $6 billion business in the San Francisco Bay Area and a work secondment in Vienna, Austria where he managed the completion of various consulting and assurance engagements for the European Union. Jacob is also a co-founder of BC Green and currently serves as their Chief Financial Officer. Mr. Safarik expects to provide services on a part time (50%) basis to the Company, or such greater or lesser amount of time as may be required.

Dane Stevens - Chief Marketing Officer and Director – Age 31

An entrepreneur with 12 years of experience in product sourcing, development, management, manufacturing, and quality control, Dane is the founder of multiple successful wholesale and DTC jewellery businesses, as well as Cavalier Jewellers. He developed an integral understanding of effective sourcing and reliable distribution by vertically integrating all areas of the jewellery supply chain. To ensure product quality and viability, Dane guided the growth of operations internationally throughout South America and Asia, setting up partnership offices to source gemstones and diamonds directly. Dane's experience in digitalizing, modernizing, and operating in today's retail landscape allowed Cavalier to achieve year-over-year double digit growth, both online and in-person, in a highly competitive business arena. Mr. Stevens expects to provide services on a part time (50%) basis to the Company, or such greater or lesser amount of time as may be required.

JJ Wilson – Chairman of the Board of Directors – Age 31

Mr. Wilson is the current Chief Executive Officer and Co-Founder of Ride Cycle Club, an indoor cycling studio with locations in Toronto and Vancouver, and a Partner at Very Polite Agency, an international integrated communications and creative agency, headquartered in Vancouver, BC. Mr. Wilson's previous experience includes leading the international expansion of the apparel brand Kit and Ace, in addition to developing the businesses' brand, and e-commerce and retail platforms. A recent graduate from Harvard Business School, Mr. Wilson now focuses on strategic growth initiatives and development for his operating companies, in addition to independent strategic investments and philanthropy. Mr. Wilson expects to provide services on a part time (50%) basis to the Company, or such greater or lesser amount of time as may be required.

Jon Schintler – Director – Age 42

Mr. Shintler began working in clean energy at the Chicago-based headquarters of Invenergy in 2007. In 2013, he joined Alterra Power Corp as VP of Project Finance & Development in Vancouver, BC. At Alterra he led the project financing and origination on over 800 MW of new wind, solar and hydro assets, including the successful acquisition of Alterra's first US-based wind project, the 204 MW Shannon Wind project. Mr. Shintler is currently the Director of Finance at Elemental Energy Inc., a developer, investor and operator of renewable energy projects, with interests in operating and development stage wind, solar, and hydro projects throughout North America. Mr. Schintler has a business degree from the University of Iowa and was awarded the CFA designation in 2007. Mr. Schintler expects to provide services on a part time (15%) basis to the Company, or such greater or lesser amount of time as may be required.

Corporate Cease Trade Orders or Bankruptcies

No director or executive officer of the Company is, as at the date of this Prospectus, or was within ten years before the date hereof, a director, Chief Executive Officer or Chief Financial Officer of any company, including the Company, that:

(i) was subject to a cease trade order, an order similar to cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period for more than 30 consecutive days, that was issued while the director or executive officer was acting in the capacity as director, Chief Executive Officer or Chief Financial Officer; or

(ii) was subject to an a cease trade order, an order similar to cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period for more than 30 consecutive days, 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.

Penalties or Sanctions

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

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

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

Bankruptcies

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

(i) is, as at the date of this Prospectus, or has been within the ten years before the date hereof, a director or executive officer of any company, including the Company, that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted

any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

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

Conflicts of Interest

The directors of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interests, which they may have in any project or opportunity of the Company. If a conflict of interest arises at a meeting of the Board, any director in a conflict will disclose his interest and abstain from voting on such matter.

Other than as otherwise disclosed herein, to the best of the Company's knowledge there are no known existing or potential 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.

EXECUTIVE COMPENSATION

Prior to obtaining the Receipt, the Company was not a reporting issuer in any jurisdiction. Accordingly, and in accordance with Form 51-102F6 *Statement of Executive Compensation* ("**Form 51-102F6**"), the following is a discussion of all significant elements of compensation to be awarded to, earned by, paid to or payable to Named Executive Officers of the Company, once the Company becomes a reporting issuer, to the extent this compensation has been determined.

For the purposes hereof, the term Named Executive Officer, or NEO, means each Chief Executive Officer, each Chief Financial Officer and the Company's most highly compensated executive officer, other than the Chief Executive Officer and the Chief Financial Officer, who was serving as an executive officer as at the end of the Corporation's most recently completed financial year and whose total compensation 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 Company's most recently completed financial year. The Company expects that for the fiscal year ended September 30, 2021, its NEOs will be Mike Stier and Jacob Safarik.

Compensation Discussion and Analysis

At its present stage of development, the Company does not have any formal objectives, criteria and analysis for determining the compensation of its Named Executive Officers and primarily relies on the discussions and determinations of the board of directors.

The Company expects to grant Awards to the Named Executive Officers and its non-executive directors, under the Equity Incentive Plan in the type, amounts and on terms to be determined by the Board at that time.

Equity Based Awards

The Board believes that encouraging its executives and employees to become shareholders is the best way of aligning their interests with those of its shareholders. Equity participation is accomplished through the Equity Incentive Plan. Awards under the Equity Incentive Plan may be granted to executives and employees taking into account a number of factors, including the amount and term of Awards previously granted, base salary, bonus and competition factors. The type, amount and terms of the Awards granted will be determined by the Board.

Defined Benefit Plans

The Company does not have any defined benefit or actuarial plan.

Termination and Change of Control Benefits

Other than as set out below, the Company does not have any contracts, agreements, plans or arrangements in place with any NEOs that provides for payment following or in connection with any termination (whether voluntary, involuntary or constructive) resignation, retirement, a change of control of the Company or a change in an NEOs responsibilities.

Under the terms of the Stier Consulting Agreement, in the event the Company or Mr. Stier terminates the agreement within 6 months following a change of control of the Company, Mr. Stier shall be entitled to receive remuneration representing six (6) months of the monthly fees under the Stier Consulting Agreement, with one additional (1) month’s fee payable for every completed year of service with the Company starting after the date of the agreement and prior to the change of control. Mr. Stier shall not be entitled to the foregoing benefits in the event the Stier Consulting Agreement is terminated by the Company for just cause, as defined in the Stier Consulting Agreement.

Director Compensation

Other than as set out below, the Company does not have any arrangements, standard or otherwise, pursuant to which directors are compensated by the Company for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as consultants or experts. As with the Named Executive Officers, the Board intends to compensate directors primarily through the grant of Awards under the Equity Incentive Plan, and reimbursement of expenses incurred by such persons acting as directors of the Company.

Jon Schintler is entitled to compensation for his services as a Director of the Company pursuant to the Schintler Consulting Agreement. Please see “Description of the Business – Employees” for additional information regarding the compensation payable to Jon Schintler under the Schintler Consulting Agreement.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Aggregate Indebtedness

Other than routine indebtedness, as that term is defined in paragraph 10.3(c) of Form 51-102F5 *Information Circular* (“Form 51-102F5”), no directors, executive officers and employees and no former directors, executive officers and employees of the Company are or were indebted to the Company in connection with a purchase of securities and all other indebtedness as at the date of this Prospectus.

Indebtedness of Directors and Executive Officers under Securities Purchase and Other Programs

Other than routine indebtedness, as that term is defined in paragraph 10.3(c) of Form 51-102F5, no directors or executive officers of the Company, and associates of such directors or executive officers are or were indebted to the Company as at the date of this Prospectus.

AUDIT COMMITTEE AND CORPORATE GOVERNANCE

Audit Committee

The Audit Committee’s role is to act in an objective, independent capacity as a liaison between the auditors, management and the Board and to ensure the auditors have a facility to consider and discuss governance and audit issues with parties not directly responsible for operations. NI 52-110, NI 41-101 and Form 52-110F2 require the Company, as an IPO venture issuer, to disclose certain information relating to the Company's audit committee and its relationship with the Company's independent auditors.

Audit Committee Charter

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

Composition of Audit Committee

The members of the Company's Audit Committee are:

JJ Wilson	Independent(1)	Financially literate(2)
Mike Stier	Not Independent(1)	Financially literate(2)
Jon Schintler	Independent(1)	Financially literate(2)

Notes:

(1) A member of an audit committee is independent if the member has no direct or indirect material relationship with the Company, which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment.

(2) An individual is financially literate if he has the ability to read and understand a set of financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

Relevant Education and Experience

Each member of the Company's present Audit Committee has adequate education and experience that is relevant to his performance as an Audit Committee member and, in particular, the requisite education and experience that have provided the member with:

(e) an understanding of the accounting principles used by the Company to prepare its financial statements and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;

(f) experience preparing, auditing, analyzing or evaluating 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 or experience actively supervising individuals engaged in such activities; and

(g) an understanding of internal controls and procedures for financial reporting.

See "Directors and Executive Officers" for further details of each audit committee member's relevant education and experience.

Audit Committee Oversight

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

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 exemption in Section 2.4, 6.1(4), (5), or (6) of NI 52-110, or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee is authorized by the Board to review the performance of the Company's external auditors and approve in advance provision of services other than auditing and to consider the independence of the external auditors, including a review of the range of services provided in the context of all consulting services bought by the

Company. The Audit Committee is authorized to approve in writing any non-audit services or additional work which the Chairman of the Audit Committee deems is necessary, and the Chairman will notify the other members of the Audit Committee of such non-audit or additional work and the reasons for such non-audit work for the Committee's consideration, and if thought fit, approval in writing.

External Auditor Service Fees

The fees billed by the Company's external auditors in each of the last two fiscal years for audit and non-audit related services provided to the Company and its subsidiaries are as follows:

Financial Year End	Audit Fees(4)	Audit Related Fees(1)	Tax Fees(2)	All other Fees(3)
2020	$10,000	-	-	-

Notes:
(1) Fees charged for assurance and related services that are reasonably related to the performance of an audit, and not included under Audit Fees.
(2) Fees charged for tax compliance, tax advice and tax planning services.
(3) Fees for services other than disclosed in any other column.
(4) Fees for audit services.

Exemption

The Company has relied upon the exemption provided by section 6.1 of NI 52-110, which states that the Company, as an IPO Venture Issuer, is not required to comply with Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations).

CORPORATE GOVERNANCE

General

The Board believes that good corporate governance improves corporate performance and benefits all shareholders. NP 58-201 provides non-prescriptive guidelines on corporate governance practices for reporting issuers such as the Company. In addition, NI 58-101 prescribes certain disclosure by the Company of its corporate governance practices. This disclosure is presented below.

Board of Directors

The Board facilitates its exercise of independent supervision over the Company's management through frequent meetings of the Board. The Board is comprised of five directors. As the size of the Board is small, the Board has no formal procedures designed to facilitate the exercise of independent supervision over management, relying instead on the integrity of the individual members of its management team to act in the best interests of the Company.

Mike Stier, Bryan Safarik and Dane Stevens are not independent, as they are senior officers of the Company. JJ Wilson and Jon Schintler are independent.

Directorships

Currently, none of the directors of the Company are directors of other reporting issuers.

Orientation and Continuing Education

New Board members receive an orientation package which includes reports on operations and results, and any public disclosure filings by the Company, as may be applicable. Board meetings 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 Board members.

Ethical Business Conduct

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

Nomination of Directors

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

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Company, this policy will be reviewed.

Compensation

The Board is responsible for determining compensation for the directors and the chief executive officer of the Company to ensure it reflects the responsibilities and risks of being a director and chief executive officer of a public company. The Board will determine compensation for the directors and the chief executive officer taking into account the Company's business ventures and the Company's financial position.

Other Board Committees

The Board has no committees, other than the Audit Committee.

Assessments

Due to the minimal size of the Board, no formal policy has been established to monitor the effectiveness of the directors, the Board and its committees.

PLAN OF DISTRIBUTION

This Prospectus qualifies the distribution 17,963,005 Special Warrant Shares and 17,963,005 Underlying Warrants to be issued, without additional payment, upon the exercise or deemed exercise of 17,963,005 Special Warrants.

No securities are being offered or sold pursuant to this Prospectus. This Prospectus is being filed by the Company with its overseeing regulators. Since no securities are being offered pursuant to this Prospectus, no proceeds will be raised and no agent or underwriter is involved.

IPO Venture Issuer

As at the date of the 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). See "Risk Factors".

RISK FACTORS

General

A purchase of any securities of the Company involves a high degree of risk and should be undertaken only by purchasers whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. An investment in securities of the Company should not constitute a significant portion of an individual's investment portfolio and should only be made by persons who can afford a total loss of their investment. Prospective subscribers should evaluate carefully the following risk factors associated with an investment in the Company's securities prior to purchasing securities of the Company.

Limited Operating History

The Company has no history of earnings. If the Company does not generate revenue or is unable to raise further funds, it may be unable to sustain its operations in which case it may become insolvent and investors may lose their investment.

Financing Risks

The Company has no history of earnings and, due to the nature of its business, there can be no assurance that the Company will be profitable. The Company has paid no dividends on its shares since incorporation and does not anticipate doing so in the foreseeable future.

While the Company may generate additional working capital through further equity offerings, there is no assurance that any such funds will be available. If available, future equity financing may result in substantial dilution to purchasers under the Special Warrant Private Placement. At present it is impossible to determine what amounts of additional funds, if any, may be required.

Management

The success of the Company is currently largely dependent on the performance of its directors and officers. The loss of the services of any of these persons could have a materially adverse effect on the Company's business and prospects. There is no assurance the Company can maintain the services of its directors, officers or other qualified personnel required to operate its business. In addition, the Company's ability to keep on personnel may be challenged as a result of potential COVID-19 outbreaks or quarantines.

Key Person Insurance

The Company does not maintain key person insurance on any of its directors or officers, and as result the Company would bear the full loss and expense of hiring and replacing any director or officer in the event the loss of any such persons by their resignation, retirement, incapacity, or death, as well as any loss of business opportunity or other costs suffered by the Company from such loss of any director or officer.

Resale of Common Shares

The continued operation of the Company will be dependent upon its ability to generate operating revenues and to procure additional financing. There can be no assurance that any such revenues can be generated or that other financing can be obtained. If the Company is unable to generate such revenues or obtain such additional financing, any investment in the Company may be lost. In such event, the probability of resale of the Common Shares by any investor of the Company would be diminished.

Price Volatility of Publicly Traded Securities

In recent years, the securities markets in Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any quoted market for the Common Shares will be subject to market trends generally, notwithstanding any potential success of the Company in executing on its business plan, creating revenues, cash flows or earnings. The value of the Common Shares will be affected by such volatility. There is currently no public market for the Common Shares. An active public market for the Common Shares might not develop or be sustained after the Listing Date. If an active public market for the Common Shares does not develop, the liquidity of a shareholder's investment may be limited and the share price may decline below the price at which the Special Warrant were issued.

Conflicts of Interest

Some of the directors and officers are engaged and will continue to be engaged in the search for additional business opportunities on behalf of other corporations, and situations may arise where these directors and officers will be in direct competition with the Company. Conflicts, if any, will be dealt with in accordance with the relevant provisions of the British Columbia *Business Corporations Act*. Some of the directors and officers of the Company are or may become directors or officers of other companies engaged in other business ventures.

Uncertainty and Adverse Changes in the Global Economy

Adverse changes in the global economy could negatively impact the Company's business. Future economic distress may result in a decrease in demand for the Company's products, which could have a material adverse impact on the Company's operating results and financial condition. Uncertainty and adverse changes in the economy could also increase costs associated with developing and publishing products, increase the cost and decrease the availability of sources of financing, and increase the Company's exposure to material losses from bad debts, any of which could have a material adverse impact on the financial condition and operating results of the Company.

Tax Issues

Income tax consequences in relation to the Common Shares will vary according to circumstances of each investor. Prospective investors should seek independent advice from their own tax and legal advisers prior to investing in Common Shares of the Company.

Dividends

The Company does not anticipate paying any dividends on its Common Shares in the foreseeable future.

Success of Products is Dependent on Public Taste

The Company's revenues are substantially dependent on the success of its products, 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 products 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. Additionally, there is a growing movement among some consumers to buy local food products in an attempt to reduce the carbon footprint associated with transporting food products from longer distances, and this could result in a decrease in the demand for food products. 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.

Raw Materials

The Company's products are derived from mushrooms. Accordingly, the Company and/or its manufacturers must acquire and grow enough mushrooms so that the products can be produced to meet the demand of its customers. A mushroom shortage or a poor harvest could result in loss of sales and damage to the Company. If the Company and/or its manufacturers become unable to acquire commercial quality mushrooms on a timely basis and at commercially reasonable prices, and are unable to find one or more replacement suppliers with the regulatory approvals to produce mushrooms at a 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 mushroom and related products. If they do not achieve sufficient market acceptance, it will be difficult for the Company to achieve profitability. The Company's revenue is derived almost exclusively from sales of mushroom based products, and the Company expects that its mushroom based products will account for substantially all of its revenue for the foreseeable future. If the mushroom market declines or mushroom fails to achieve substantially greater market acceptance than it currently enjoys, the Company will not be able to grow its revenues sufficiently for it to achieve consistent profitability. Even if products to be distributed by the Company conform to international safety and quality standards, sales could be adversely affected if consumers in target markets lose confidence in the safety, efficacy, and quality of mushrooms. Adverse publicity about mushroom based products that the Company sells may discourage consumers from buying products distributed by the Company.

Consumer Perception of Mushrooms

The Company is highly dependent upon consumer perception of mushrooms and mushroom based products. The public may associate its mushrooms with illegal psychoactive mushrooms, which are prohibited substances. The Company's revenues may be negatively impacted due to the fact the market does not fully accept the mushrooms as a food product.

Brand Awareness

Brand awareness has not been achieved by the Company. There is no assurance that the Company will be able to achieve brand awareness in any of its target regions. In addition, the Company must develop successful marketing, promotional and sales programs in order to sell its products. If the Company is not able to develop successful marketing, promotional and sales programs, then such failure will have a material adverse effect on the business, financial condition and operating results.

Development of New Products

The Company's success will depend, in part, on its ability to develop, introduce and market new and innovative products. If there is a shift in consumer demand, the Company must meet such demand through new and innovative products or else its business will fail. The Company's ability to develop, market and produce new products is subject to it having substantial capital. There is no assurance that the Company will be able to develop new and innovative products or have the capital necessary to develop such products.

Reliance on Third Party Manufacturers

The Company relies on outside sources to manufacture its products. The failure of such third party packagers to deliver either components or finished goods on a timely basis could have a material adverse effect on the business. The Company does not intend to develop its own packaging capacity in the short term. As these are third parties over which the Company will have little or no control, the failure of such third parties to provide components or finished goods on a timely basis could have a material adverse effect on the business, financial condition and operating results.

Product Liability Insurance

The Company currently does not carry any product liability insurance coverage. Even though the Company is not aware of any product liability claims at this time, its business exposes itself to potential product liability, recalls and other liability risks that are inherent in the sale of food products. The Company can provide no assurance that such potential claims will not be asserted against it. A successful liability claim or series of claims brought against the Company could have a material adverse effect on its business, financial condition and results of operations. Although the Company intends to obtain adequate product liability insurance, it cannot provide any assurances that it will be able to obtain or maintain adequate product liability insurance on acceptable terms, if at all, or that such insurance will provide adequate coverage against potential liabilities. Claims or losses in excess of any product liability cover that may be obtained by the Company could have a material adverse effect on its business, financial conditional and results of operations.

Product Recall

The sale of products for human consumption involves inherent risks. The Company could decide to, or be required to, recall products due to suspected or confirmed contamination or product tampering. A product recall could adversely affect product sales financial condition and results of operation as well as the Company's general reputation in the industry.

Trademark Protection

The Company currently has not obtained any trademarks. 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.

Government Regulation

The processing, manufacturing, packaging, labeling, advertising and distribution of the Company's products is subject to regulation by one or more federal agencies, and various agencies of the provinces and localities in which our products are sold. These government regulatory agencies may attempt to regulate any of our products that fall within their jurisdiction. Such regulatory agencies may not accept the evidence of safety for any new ingredients that the Company may want to market, 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 we want to use is an unacceptable claim. Such a determination would prevent the Company from marketing particular products or using certain statements of nutritional support on its products. The Company also may be unable to disseminate third-party literature that supports its products if the third-party literature fails to satisfy certain requirements. In addition, a government regulatory agency could require the Company to remove a particular product from the market. Any future recall or removal 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 removals could lead to liability, substantial costs and reduced growth prospects.

Competition

The Company faces competition in the markets in which it operates. Some of the Company's competitors may also be better positioned to develop superior product features and technological innovations and able to better adapt to market trends than the Company. The Company's ability to compete depends on, among other things, high product quality, short lead-time, timely delivery, competitive pricing, range of product offerings and superior customer service and support. Increased competition may require the Company to reduce prices or increase costs and may have a material adverse effect on its financial condition and results of operations. Any decrease in the quality of the Company's products or level of service to customers or any occurrence of a price war among the Company's competitors and the Company may adversely affect the business and results of operations.

Product Liability Claims

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.

Commodity Prices

The price of the Common Shares and the Company's financial results may be significantly adversely affected by a decline in the price of mineral commodities. Metal prices fluctuate widely and are affected by numerous factors beyond the Company's control. The level of interest rates, the rate of inflation, world supply of mineral commodities, global and regional consumption patterns, speculative trading activities, the value of the Canadian or United States dollar and stability of exchange rates can all cause significant fluctuations in prices. Such external economic factors are in turn influenced by changes in international investment patterns and monetary systems, political systems and political and economic developments. The price of mineral commodities has fluctuated widely in recent years and future serious price declines could cause potential commercial production to be uneconomic. A severe decline in the price of minerals would have a material adverse effect on the Company.

Public Health Crises

The Company's business, operations and financial condition could be materially and adversely affected by the outbreak of epidemics or pandemics or other health crises, including the recent outbreak of COVID-19. On January 30, 2020, the World Health Organization declared the outbreak a global health emergency, on March 12, 2020, the World Health Organization declared the outbreak a pandemic and on March 13, 2020 the U.S. declared that the COVID-19 outbreak in the United States constitutes a national emergency. On March 11, 2020, the federal government of Canada announced a $1 billion package to help Canadians through the health crisis.

To date, there have been a large number of temporary business closures, quarantines and a general reduction in consumer activity in Canada, the United States, Europe, China and South America. The outbreak has caused companies and various international jurisdictions to impose travel, gathering and other public health restrictions. While these effects are expected to be temporary, the duration of the various disruptions to businesses locally and internationally and the related financial impact cannot be reasonably estimated at this time. Similarly, the Company cannot estimate whether or to what extent this outbreak and the potential financial impact may extend to countries outside of those currently impacted.

Company will continue to evaluate the situation with respect to the COVID-19 pandemic as it develops and will implement any such changes to its business as may deemed appropriate to mitigate any potential impacts to its business. Such public health crises can result in volatility and disruptions in the supply and demand for minerals, global supply chains and financial markets, as well as declining trade and market sentiment and reduced mobility of people, all of which could affect consumer good prices, interest rates, credit ratings, credit risk and inflation. The risks to the Company of such public health crises also include risks to employee health and safety, a slowdown or temporary suspension of operations impacted by an outbreak, increased labour and fuel costs, regulatory changes, political or economic instabilities or civil unrest. At this point, the extent to which COVID-19 will impact the Company is uncertain and these factors are beyond the Company's control; however, it is possible that COVID-19 may have a material adverse effect on the Company's business, results of operations and financial condition.

PROMOTER

No person has acted as a Promoter of the Company.

LEGAL PROCEEDINGS

Legal Proceedings

The Company is not currently a party to any legal proceedings, nor is the Company currently contemplating any legal proceedings, which are material to its business. Management of the Company is not currently aware of any legal proceedings contemplated against the Company.

Regulatory Actions

From incorporation to the date of this Prospectus, management knows of no:

(i) penalties or sanctions imposed against the Company by a court relating to provincial and territorial securities legislation or by a securities regulatory authority;

(ii) other penalties or sanctions imposed by a court or regulatory body against the Company necessary for the Prospectus to contain full, true and plain disclosure of all material facts relating to the securities being distributed; and

(iii) settlement agreements the Company entered into before a court relating to provincial and territorial securities legislation or with a securities regulatory authority.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Pursuant to the Lease Agreement, the Company is leasing from BC Green the Princeton, BC facility on a triple net basis. Each of Jacob and Bryan Safarik, who are directors and/or officers of the Company, are also directors, officers and/or principals of BC Green, and accordingly have a material interest in the Lease Agreement. The Lease Agreement is for a term of five (5) years, less 22 days, and commenced on July 23, 2020. Pursuant to the Lease Agreement, the Company shall pay annual basic rent of 2,500 per month until the building to be erected by the Company on the leased premises is completed. Following such completion date, the annual basic rent shall increase to $3,500 per month until the term of the lease has expired. In addition to annual basic rent, the Company shall pay BC Green additional rent in monthly instalments, which is comprised of operating costs, insurance, utilities security, repairs and maintenance, cleaning and taxes relating to the leased premises.

The Company has entered into a Project Development and Consulting Services Agreement with BC Green dated as of July 23, 2020 (the "**Project Development and Consulting Agreement**"). Each of Jacob and Bryan Safarik, who are directors and/or officers of the Company, are also directors, officers and/or principals of BC Green, and accordingly have a material interest in the Project Development and Consulting Agreement. Pursuant to the Project Development and Consulting Agreement, BC Green has agreed to provide certain project consulting services in relation to the construction of the Company's mushroom growth facilities at its Princeton, BC leased premises, and applicable regulatory approvals, licenses and permits required for the Company to conduct its proposed business at such facilities. The Project Development and Consulting Agreement is for a period of five years, unless terminated earlier in accordance with the terms thereof. As remuneration for the services provided, the Company will grant BC Green a total of 3,000,000 Common Shares at an agreed price of $0.05 per share, with half of the Common Shares to be issued upon the receipt of building permits for new building construction on the Company's Princeton, BC facility and half of the Common Shares to be issued upon the Company either (i) being legally recognized as a "licensed dealer" under the *Narcotic Control Regulations* (Canada), or (ii) granted an exemption to conduct commercial production, processing, manufacturing, distribution and sales activities with one or more controlled substances under the *Controlled Drugs and Substances Act* (Canada).

Except as noted in this Prospectus, from incorporation to the date of this Prospectus, none of the following persons or companies has had any material interest, direct or indirect, in any transaction which has materially affected or is reasonably expected to materially affect the Company:

(a) any director or executive officer of the Company;

(b) any person or company that is the direct or indirect beneficial owner of, or who exercises control or direction over, more than 10% of any class or series of the Company's outstanding voting securities; and

(c) any associate or affiliate of any of the persons or companies referred to in paragraphs (a) or (b).

AUDITORS

The auditor of the Company is Smythe LLP.

REGISTRAR AND TRANSFER AGENT

The registrar and transfer agent of the Company is Endeavor Trust Corporation.

MATERIAL CONTRACTS

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

1. The Lease Agreement.

Copies of the material contracts will be available under the Company's profile at www.sedar.com upon the issuance of the final receipt for this Prospectus.

EXPERTS

Names of Experts

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

Smythe LLP

Interests of Experts

None of the persons set out under the heading "Experts – Names of Experts" have held, received or is to receive any registered or beneficial interests, direct or indirect, in any securities or other property of the Company or of its associates or affiliates when such person prepared the report, valuation, statement or opinion aforementioned or thereafter.

OTHER MATERIAL FACTS

There are no other material facts about the securities being distributed pursuant to the Special Warrant Private Placement that are not disclosed under any other items and are necessary in order for this Prospectus to contain full, true and plain disclosure of all material facts relating to the Common Shares to be distributed.

RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in the Province of British Columbia 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 some provinces, the securities legislation further provides a purchaser with remedies for rescission, revisions of the price, or damages if this Prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revisions of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

FINANCIAL STATEMENTS

Audited annual financial statements of the Company for the period ended September 30, 2020 are included in this Prospectus as Schedule "B".

Schedule "A"

Audit Committee Charter

(please see attached)

OPTIMI HEALTH CORP.
(the "Company")

AUDIT COMMITTEE CHARTER

The Audit Committee is governed by the following charter:

1. PURPOSE OF THE COMMITTEE

1.1 The purpose of the Audit Committee is to assist the Board of Directors in its oversight of the integrity of the Company's financial statements and other relevant public disclosures, the Company's compliance with legal and regulatory requirements relating to financial reporting, the external auditors' qualifications and independence and the performance of the internal audit function and the external auditors.

2. MEMBERS OF THE AUDIT COMMITTEE

2.1 At least two members must be "financially literate" as defined under NI 52-110, having sufficient accounting or related financial management expertise to read and understand a set of financial statements, including the related notes, that present a breadth and level of complexity of the accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

2.2 The Audit Committee shall consist of no less than three Directors.

2.3 At least two members of the Audit Committee shall be "independent" as defined under NI 52-110, while the Company is in the developmental stage of its business.

3.0 RELATIONSHIP WITH EXTERNAL AUDITORS

3.1 The external auditors are the independent representatives of the shareholders, but the external auditors are also accountable to the Board of Directors and the Audit Committee.

3.2 The external auditors must be able to complete their audit procedures and reviews with professional independence, free from any undue interference from the management or directors.

3.3 The Audit Committee must direct and ensure that the management fully co-operates with the external auditors in the course of carrying out their professional duties.

3.4 The Audit Committee will have direct communications access at all times with the external auditors.

4.0 NON-AUDIT SERVICES

4.1 The external auditors are prohibited from providing any non-audit services to the Company, without the express written consent of the Audit Committee. In determining whether the external auditors will be granted permission to provide non-audit services to the Company, the Audit Committee must consider that the benefits to the Company from the provision of such services, outweighs the risk of any compromise to or loss of the independence of the external auditors in carrying out their auditing mandate.

4.2 Notwithstanding section 4.1, the external auditors are prohibited at all times from carrying out any of the following services, while they are appointed the external auditors of the Company:

(a) acting as an agent of the Company for the sale of all or substantially all of the undertaking of the Company; and

(b) performing any non-audit consulting work for any director or senior officer of the Company in their personal capacity, but not as a director, officer or insider of any other entity not associated or related to the Company.

5.0 APPOINTMENT OF AUDITORS

5.1 The external auditors will be appointed each year by the shareholders of the Company at the annual general meeting of the shareholders.

5.2 The Audit Committee will nominate the external auditors for appointment, such nomination to be approved by the Board of Directors.

6.0 EVALUATION OF AUDITORS

6.1 The Audit Committee will review the performance of the external auditors on at least an annual basis, and notify the Board and the external auditors in writing of any concerns in regards to the performance of the external auditors, or the accounting or auditing methods, procedures, standards, or principles applied by the external auditors, or any other accounting or auditing issues which come to the attention of the Audit Committee.

7.0 REMUNERATION OF THE AUDITORS

7.1 The remuneration of the external auditors will be determined by the Board of Directors, upon the annual authorization of the shareholders at each general meeting of the shareholders.

7.2 The remuneration of the external auditors will be determined based on the time required to complete the audit and preparation of the audited financial statements, and the difficulty of the audit and performance of the standard auditing procedures under generally accepted auditing standards and generally accepted accounting principles of Canada.

8.0 TERMINATION OF THE AUDITORS

8.1 The Audit Committee has the power to terminate the services of the external auditors, with or without the approval of the Board of Directors, acting reasonably.

9.0 FUNDING OF AUDITING AND CONSULTING SERVICES

9.1 Auditing expenses will be funded by the Company. The auditors must not perform any other consulting services for the Company, which could impair or interfere with their role as the independent auditors of the Company.

10.0 ROLE AND RESPONSIBILITIES OF THE INTERNAL AUDITOR

10.1 At this time, due to the Company's size and limited financial resources, the Chief Financial Officer of the Company shall be responsible for implementing internal controls and performing the role as the internal auditor to ensure that such controls are adequate.

11.0 OVERSIGHT OF INTERNAL CONTROLS

11.1 The Audit Committee will have the oversight responsibility for ensuring that the internal controls are implemented and monitored, and that such internal controls are effective.

12.0 CONTINUOUS DISCLOSURE REQUIREMENTS

12.1 At this time, due to the Company's size and limited financial resources, the Chief Financial Officer of the Company is responsible for ensuring that the Company's continuous reporting requirements are met and in compliance with applicable regulatory requirements.

13.0 OTHER AUDITING MATTERS

13.1 The Audit Committee may meet with the external auditors independently of the management of the Company at any time, acting reasonably.

13.2 The Auditors are authorized and directed to respond to all enquiries from the Audit Committee in a thorough and timely fashion, without reporting these enquiries or actions to the Board of Directors or the management of the Company.

14.0 ANNUAL REVIEW

14.1 The Audit Committee Charter will be reviewed annually by the Board of Directors and the Audit Committee to assess the adequacy of this Charter.

15.0 INDEPENDENT ADVISERS

15.1 The Audit Committee shall have the power to retain legal, accounting or other or other advisors at the expense of the Company without approval of management.

15.2 The external auditor will report directly to the Audit Committee.

Schedule “B”

Financial Statements

(please see attached)

Optimi Health Corp.

Consolidated Financial Statements

Period Ended September 30, 2020

(Expressed in Canadian Dollars)

Smythe CPA

INDEPENDENT AUDITORS' REPORT

TO THE SHAREHOLDERS OF OPTIMI HEALTH CORP.

Opinion
We have audited the consolidated financial statements Optimi Health Corp. (the "Company"), which comprise:

- the consolidated statement of financial position as at September 30, 2020;
- the consolidated statement of comprehensive loss for the 126-day period ended September 30, 2020;
- the consolidated statement of changes in shareholders’ equity for the 126-day period ended September 30, 2020;
- the consolidated statement of cash flows for the 126-day period ended September 30, 2020; and
- the notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at September 30, 2020, and its consolidated financial performance and its consolidated cash flows for the 126-day period ended September 30, 2020 in accordance with International Financial Reporting Standards (“IFRS”).

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

Material Uncertainty Related to Going Concern
We draw attention to Note 1 in the consolidated financial statements, which indicates that the Company incurred a net loss of $169,221 during the 126-day period ended September 30, 2020. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company’s ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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

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

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

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

Smythe LLP | **smythecpa.com**

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1700 – 475 Howe St
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F: 604 688 4675

Langley
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Langley, BC V1M 4A6
T: 604 282 3600
F: 604 357 1376

Nanaimo
201 – 1825 Bowen Rd
Nanaimo, BC V9S 1H1
T: 250 755 2111
F: 250 984 0886

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

The engagement partner on the audit resulting in this independent auditors' report is Kevin Yokichi Nishi.

Smythe LLP

Chartered Professional Accountants

Vancouver, British Columbia
October 9, 2020

Optimi Health Corp.

Consolidated Statement of Financial Position
As at September 30, 2020
(Expressed in Canadian Dollars)

		September 30, 2020
ASSETS		
Current		
Cash	$	4,471,113
Cash held in trust		47,953
Accounts receivable (Note 8)		83,223
Prepaids and advances		20,000
Total current assets		4,622,289
Deferred financing costs		29,110
Plants under construction (Note 4, 6)		1,365,627
Right-of-Use assets (Note 5)		153,259
Total Assets	$	6,170,285
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current		
Accounts payable and accrued liabilities (Note 6)	$	651,346
Obligation to issue shares (Note 6)		75,000
Lease obligations (Note 5)		25,429
Total current liabilities		751,775
Lease Obligations (Note 5)		130,890
Total Liabilities		882,665
Shareholders' equity		
Share capital (Note 8)		966,090
Reserves (Note 8)		4,490,751
Accumulated deficit		(169,221)
Total shareholders' equity		5,287,620
Total Liabilities and Shareholders' Equity	$	6,170,285

Approved on behalf of the Board:

"Michael Stier"	*"John James Wilson"*
Director	Director

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

Optimi Health Corp.

Consolidated Statement Comprehensive Loss
126-Day Period Ended September 30, 2020
(Expressed in Canadian Dollars)

		September 30, 2020
Expenses		
Marketing	$	82,019
Professional fees		35,129
Consulting		28,825
Licensing		14,442
Bank charges and interest		2,655
Office, rent and administration		726
Amortization		5,425
		169,221
Net loss and comprehensive loss for the period	$	(169,221)
Loss per share		
Basic and diluted	$	(0.01)
Weighted average number of common shares outstanding		
Basic and diluted		13,650,795

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

Optimi Health Corp.

Consolidated Statement of Cash Flows
126-Day Period Ended September 30, 2020
(Expressed in Canadian Dollars)

		September 30, 2020
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss for the period	$	(169,221)
Items not involving cash:		
Amortization		5,425
Changes in non-cash working capital items:		
Accounts receivable		(64,002)
Prepaids and advances		(20,000)
Accounts payable and accrued liabilities		29,352
Obligation to issue shares		75,000
Cash used in operating activities		(143,446)
CASH FLOWS FROM INVESTING ACTIVITIES		
Plants under construction expenditures		(754,827)
Net cash used in investing activities		(754,827)
CASH FLOWS FROM FINANCING ACTIVITIES		
Private placements and special warrants, net of issuance costs		5,437,620
Deferred financing costs		(17,916)
Repayment of lease obligations		(2,365)
Cash held in trust		(47,953)
Net cash provided by financing activities		5,369,386
Change in cash during the period		4,471,113
Cash, beginning of period		-
Cash, end of period	$	4,471,113
SUPPLEMENTAL INFORMATION		
Subscription of special warrants included in accounts receivable	$	19,221
Plants under construction costs included in accounts payable	$	610,800
Obligation to issue shares included in Plants under construction	$	75,000
Deferred financing costs included in accounts payable	$	11,194

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

Optimi Health Corp.
Consolidated Statement of Changes in Shareholders' Equity
126-Day Period Ended September 30, 2020
(Expressed in Canadian Dollars)

	Number of Shares	Share Capital	Reserves	Deficit	Total Equity
		$	$	$	$
Balance, May 27, 2020 (Date of incorporation)	1	-	-	-	-
Private placements	20,000,000	1,000,000	-	-	1,000,000
Special warrants	-	-	4,490,751	-	4,490,751
Share issuance costs	-	(33,910)	-	-	(33,910)
Net loss for the period	-	-	-	(169,221)	(169,221)
Balance, September 30, 2020	20,000,001	966,090	4,490,751	(169,221)	5,287,620

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

1. Nature of Operations and Going Concern

Optimi Health Corp. ("Optimi" or the "Company") was incorporated under the British Columbia *Business Corporations Act* on May 27, 2020. The Company changed its name from 1251418 B.C. Ltd. to Optimi Health Corp. on August 17, 2020.

The Company's current business plan is to farm and process various agrifood crops for use in nutraceutical formulations that aim to support immunity, cognitive response, muscle recovery, and detoxification.

The head office and registered and records office is located at 201-1448 Commercial Drive, Vancouver, British Columbia, V5L 3X9.

These consolidated financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. As at September 30, 2020, the Company had not yet achieved profitable operations and had an accumulated deficit of $169,221 since its inception. Without additional financing, the Company may not be able to fund its ongoing operations and complete plant construction activities. The Company intends to finance its future requirements through a combination of debt and/or equity issuances. There is no assurance that the Company will be able to obtain such financings or obtain them on favorable terms. These uncertainties cast significant doubt on the Company's ability to continue as a going concern. The Company will need to raise sufficient working capital to maintain operations.

In addition, in March 2020, the World Health Organization recognized the outbreak of COVID-19 as a global pandemic. Government measures to limit the spread of COVID-19, including the closure of non-essential businesses, did not materially impact the Company's operations during the 126-Day period ended September 30, 2020. Despite the pandemic, development activities relating to the plants under construction remain on schedule. Furthermore, the production, processing and sale of agrifood crops have been recognized as essential services in Canada and across Europe. Due to the rapid developments and uncertainty surrounding COVID-19, it is not possible to predict the impact that COVID-19 will have on the Company's business, financial position and operating results in the future. Additionally, it is possible that estimates in the Company's consolidated financial statements will change in the near term as a result of COVID-19. The Company is closely monitoring the impact of the pandemic on all aspects of its business. These consolidated financial statements do not include any adjustments related to the recoverability of assets and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

2. Basis of Presentation

a) Statement of compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB").

The consolidated financial statements were authorized for issue by the Board of Directors on October 9, 2020.

b) Basis of presentation

These consolidated financial statements have been prepared on the historical cost basis, except for certain financial instruments, which are measured at fair value . These consolidated financial statements are presented in Canadian dollars, which is the Company's functional currency.

c) Basis of consolidation

These consolidated financial statements include the accounts of the Company and its subsidiary with intercompany balances and transactions eliminated on consolidation. Subsidiaries are those entities over which the Company has the power over the investee, is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to use its power to affect its returns. As of September 30, 2020, the Company has 100% ownership interest in Optimi Labs Inc.

d) Significant accounting judgments and estimates

The preparation of consolidated financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported revenues and expenses during the year. Actual results may differ from these estimates.

Significant estimates and judgments are evaluations and assumptions about the future and other sources of estimation uncertainty that management has made, which could result in a material adjustment to the carrying amounts of assets and liabilities. Significant estimates and judgments used in the preparation of these consolidated financial statements include, but are not limited to, the following:

Going concern

The assessment of whether the concern assumption is appropriate requires management to take into account all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period. The Company is aware that material uncertainties exist related to events or conditions that may cause significant doubt upon the Company's ability to continue as a going concern.

Provisions and contingencies

The amount recognized as a provision, including legal, contractual, constructive and other exposures or obligations, is the best estimate of the consideration required to settle the related liability, including any related interest charges, taking into account the risks and uncertainties surrounding the obligation. In addition, contingencies will only be resolved when one or more future events occur or fail to occur. Therefore, assessment of contingencies inherently involves the exercise of significant judgment and estimates of the outcome of future events. The Company assesses its liabilities and contingencies based upon the best information available.

Impairment of plant under construction

Management considers both external and internal sources of information in determining if there are any indications that the Company's plant under construction are impaired. Management considers the market, economic and legal environment in which the Company operates that are not within its control and affect the recoverable amount of its plant under construction. Management considers the manner in which the plant under construction are being used or are expected to be used an indication of economic performance of the assets.

3. Significant Accounting Policies

a) Plant under construction

Expenditures for plant under construction are capitalized to the consolidated statement of financial position and will be amortized over the life of the asset commencing at the time the asset is ready for its intended use.

b) Share-based payments

Share-based payments to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of the goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The amount recognized as an expense is adjusted to reflect the number of awards expected to vest. The offset to the recorded cost is to option reserve. Consideration received on the exercise of stock options is recorded as share capital and the related amount originally recorded in option reserve is transferred to share capital. For those unexercised options that expire, the recorded value is transferred to deficit. For those unexercised options that are cancelled or forfeited, the recorded value remains in option reserve.

c) Unit issuance

Proceeds from the issuance of units are allocated between common shares and common share purchase warrants based on the residual value method. Under this method, the proceeds are allocated to common shares based on the fair value of a common share at the announcement date of the unit offering and any residual remaining is allocated to common share purchase warrants.

d) Loss per share

Loss per share is calculated using the weighted average number of common shares outstanding. The Company uses the treasury stock method to compute the dilutive effect of options, warrants and similar instruments. The calculation of diluted earnings per share assumes that outstanding options and warrants are exercised and the proceeds are used to repurchase shares of the Company at the average market price of the shares for the period. Diluted loss per share is not presented if the effects are anti-dilutive.

e) Income taxes

Income tax expense consisting of current and deferred tax expense is recognized in the consolidated statement of comprehensive loss. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period-end, adjusted for amendments to tax payable with regard to previous years.

Deferred tax is calculated using the financial position method on all temporary differences at the consolidated statement of financial position date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on the tax rates that have been enacted or substantively enacted at the reporting date.

Deferred income tax assets and deferred income tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

f) Impairment of non-financial assets

The carrying amount of the Company's assets is reviewed for an indication of impairment at the end of each reporting period. If an indication of impairment exists, the Company makes an estimate of the asset's recoverable amount. Individual assets are grouped for impairment assessment purposes at the lowest level at which there are identifiable cash flows that are largely independent of the cash flows of other groups of assets. The recoverable amount of an asset group is the higher of its fair value less costs to sell and its value in use. In assessing value in use, the estimated future cash flows are adjusted for the risks specific to the asset group and are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money.

Where the carrying amount of an asset group exceeds its recoverable amount, the asset group is considered impaired and is written down to its recoverable amount. Impairment losses are recognized in profit or loss.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of amortization, if no impairment loss had been recognized.

g) Financial instruments

Financial assets

(a) Recognition and measurement of financial assets

The Company recognizes a financial asset when it becomes a party to the contractual provisions of the instrument.

(b) Classification of financial assets

The Company classifies financial assets at initial recognition as financial assets: measured at amortized cost, measured at fair value through other comprehensive income or measured at fair value through profit or loss.

Financial assets measured at amortized cost

A financial asset that meets both of the following conditions is classified as a financial asset measured at amortized cost.

- The Company's business model for the such financial assets, is to hold the assets in order to collect contractual cash flows.
- The contractual terms of the financial asset gives rise on specified dates to cash flows that are solely payments of principal and interest on the amount outstanding.

A financial asset measured at amortized cost is initially recognized at fair value plus transaction costs directly attributable to the asset. After initial recognition, the carrying amount of the financial asset measured at amortized cost is determined using the effective interest method, net of impairment loss, if necessary. The Company's accounts receivable excluding goods and services taxes are classified as amortized cost.

Financial assets measured at fair value through other comprehensive income ("FVTOCI")

A financial asset measured at fair value through other comprehensive income is recognized initially at fair value plus transaction costs directly attributable to the asset. After initial recognition, the asset is measured at fair value with changes in fair value in other comprehensive income.

Financial assets measured at fair value through profit or loss ("FVTPL")

A financial asset measured at fair value through profit or loss is recognized initially at fair value with any associated transaction costs being recognized in profit or loss when incurred. Subsequently, the financial asset is re-measured at fair value, and a gain or loss is recognized in profit or loss in the reporting period in which it arises.

(c) Derecognition of financial assets

The Company derecognizes a financial asset if the contractual rights to the cash flows from the asset expire, or the Company transfers substantially all the risks and rewards of ownership of the financial asset. Any interest in transferred financial assets that are created or retained by the Company are recognized as a separate asset or liability. Gains and losses on derecognition are generally recognized in profit or loss. However, gains and losses on derecognition of financial assets classified as FVTOCI remain within accumulated other comprehensive income.

Financial liabilities

(a) Recognition and measurement of financial liabilities

The Company recognizes financial liabilities when it becomes a party to the contractual provisions of the instruments.

(b) Classification of financial liabilities

The Company classifies financial liabilities at initial recognition as financial liabilities: measured at amortized cost or measured at fair value through profit or loss.

Financial liabilities measured at amortized cost

A financial liability at amortized cost is initially measured at fair value less transaction costs directly attributable to the issuance of the financial liability. Subsequently, the financial liability is measured at amortized cost based on the effective interest rate method.

Financial liabilities measured at fair value through profit or loss

A financial liability measured at fair value through profit or loss is initially measured at fair value with any associated transaction costs being recognized in profit or loss when incurred. Subsequently, the financial liability is re-measured at fair value, and a gain or loss is recognized in profit or loss in the reporting period in which it arises.

(c) Derecognition of financial liabilities

The Company derecognizes a financial liability when the financial liability is discharged, cancelled or expired. Generally, the difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in the consolidated statement of loss.

Offsetting financial assets and liabilities

Financial assets and liabilities are offset and the net amount is presented in the consolidated statement of financial position only when the Company has a legally enforceable right to set off the recognized amounts and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Impairment of financial assets at amortized cost

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 if 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 profit or loss an impairment gain or loss equal to 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.

Fair value hierarchy

Fair value measurements of financial instruments are required to be classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The levels of the fair value hierarchy are defined as follows:

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

h) IFRS 16 Leases

At inception, the Company assesses whether a contract contains an embedded lease. A contract contains a lease when the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration.

The Company, as lessee, is required to recognize a right-of-use asset ("ROU asset"), representing its right to use the underlying asset, and a lease liability, representing its obligation to make lease payments.

The Company may elect to not apply IFRS 16 to leases with a term of less than 12 months or to low value assets, which is made on an asset by asset basis.

The Company recognizes a ROU asset and a lease liability at the commencement of the lease. The ROU asset is initially measured based on the present value of lease payments, plus initial direct cost, less any incentives received. It is subsequently measured at cost less accumulated amortization, impairment losses and adjusted for certain remeasurements of the lease liability. The ROU asset is amortized from the commencement date over the shorter of the lease term or the useful life of the underlying as set. The ROU asset is subject to testing for impairment if there is an indicator of impairment.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by the interest rate implicit in the lease, or if that rate cannot be readily determined, the incremental borrowing rate. The incremental borrowing rate is the rate which the operation would have to pay to borrow over a similar term and with similar security, the funds necessary to obtain an asset of similar value to the ROU asset in a similar economic environment.

Lease payments included in the measurement of the lease liability are comprised of:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee;
- the exercise price under a purchase option that the Company is reasonably certain to exercise;
- lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option; and
- penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.

The lease liability is subsequently increased by the interest cost on the lease liability and decreased by lease payments made. It is remeasured when there is a change in future lease payments arising from a change in an index or a rate, a change in the estimate of the amount expected to be payable under a residual value guarantee, or as appropriate, changes in the assessment of whether a purchase or extension option is reasonably certain to be exercised or a termination option is reasonably certain not to be exercised.

Variable lease payments that do not depend on an index or a rate not included in the initial measurement of the ROU asset and lease liability are recognized as an expense in profit or loss the in the period in which they are incurred.

The ROU assets are presented within "Right-of-use assets" and the lease liabilities are presented in "Lease liability" on the consolidated statements of financial position.

4. Plant under construction

During the period ended September 30, 2020, construction began on the Company's new self-constructed cultivation and processing facilities located in Princeton, British Columbia ("Princeton Facilities"). As at September 30, 2020, $1,365,627 of expenditures were capitalized. Construction of the growing facility is expected to continue throughout calendar 2020. At the time the asset is ready for its intended use, amortization will commence.

(Expressed in Canadian Dollars)

5. Right-of-Use Asset and Lease liability

The Company has a lease agreement for its facility in Princeton, British Columbia. Upon signing of the agreement, the Company recognized $158,683 for a ROU asset and $158,683 for a lease liability.

The continuity of the ROU asset and Lease liability for the period ended September 30, 2020 is as follows:

Right-of-use asset		
Value of right-of-use asset as at July 23, 2020	$	158,683
Depreciation		(5,424)
Value of right-of-use asset as at September 30, 2020	**$**	**153,259**

Lease liability		
Lease liability recognized as at July 23, 2020	$	158,683
Lease payments		(5,000)
Lease interest		2,636
Lease liability recognized as of September 30, 2020	**$**	**156,319**
Current portion	$	25,429
Long-term portion		130,890
	$	**156,319**

6. Key Management Compensation and Related Party Transactions

During the period ended September 30, 2020, the Company signed a consulting agreement with a related party controlled by common directors for 1,500,000 shares at a deemed price of $0.05 for consulting services related to the Princeton Facilities under development. The consulting services were fulfilled by the period end and as such Optimi is obligated to issue 1,500,000 shares for a total of $75,000 which was capitalized to plant under construction.

As at September 30, 2020, there was $4,000 owing to key management which is included in accounts payable and accrued liabilities. The amounts are unsecured, without interest and due on demand.

7. Financial Instruments

a) Categories of financial instruments

The classification of the financial instruments as well as their carrying values is shown below:

b) Fair value

The fair value recorded on initial recognition of financial assets and financial liabilities at amortized cost is determined in accordance with generally accepted pricing models based on discounted cash flow analysis or using prices from observable current market transactions. The Company considers the carrying amounts of all its financial assets and financial liabilities recognized at amortized cost in these consolidated financial statements to approximate their fair values due to the short-term maturity of these instruments.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
Level 3 – Inputs that are not based on observable market data.

The Company's financial instruments consist of cash, cash held in trust, accounts payable and accrued liabilities and lease obligations. The fair value of these financial instruments approximates their carrying values due to the short-term nature of these instruments.

c) Management of financial risks

The Company examines the various financial instrument risks to which it is exposed and assesses the impact and likelihood of these risks. These risks arise from the normal course of operations and all transactions undertaken are to support the Company's ability to continue as a going concern. Management manages and monitors these exposures to ensure appropriate measures are implemented in a timely and effective manner. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below.

Interest rate risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. Interest rate risk is limited to potential decreases on the interest rate offered on cash held with chartered Canadian financial institutions. The Company considers this risk to be limited as it holds no assets or liabilities subject to variable rates of interest.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The financial instruments that potentially subjects the Company to credit risk consists of cash, and cash held in trust. The Company limits exposure by maintaining its cash with major Canadian commercial banks.

Liquidity risk

Liquidity risk is the risk that the Company will be unable to meet its financial obligations as they become due. The Company is reliant upon equity issuances and loans as its main sources of cash. The Company manages liquidity risk by maintaining an adequate level of cash to meet its ongoing obligations. The Company continuously reviews its actual expenditures, forecasts cash flows, and matches the maturity dates of its cash to capital and operating needs. All of the Company's existing commitments are budgeted and funded as at the date of the financial statements. All financial liabilities have contractual maturities of less than one year and are subject to normal trade terms with the exception of the Company's lease liability which matures based on the lease agreement.

Currency risk

The Company is not exposed to financial risk related to the fluctuation of foreign exchange rates.

Other risk

Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest or other risk. The Company does not hold or issue financial instruments for trading purposes, nor does it utilize derivative instruments in the management of foreign currency, commodity price or interest rate market risks.

(Expressed in Canadian Dollars)

8. Share Capital

a) Authorized

Unlimited number of common shares without par value.

b) Issued and outstanding

The total issued and outstanding share capital consists of 20,000,001 common shares without par value.
During the period ended September 30, 2020, the Company completed the following transaction:

- 1 founders' common share at $0.01 each for $0.01
- In July 2020, 20,000,000 units were issued at $0.05 each for gross proceeds of $1,000,000 through private placements. Each unit consists of one common share and one half of one share purchase warrant. Each warrant is exercisable into one additional common share at a price of $0.10 per share for a period of 2 years. The Company incurred $33,910 in share issuance costs for this placement.

c) Special warrants

- During the period ended September 30, 2020, the Company issued 17,963,005 special warrants at a price of $0.25 per special warrant for gross proceeds of $4,490,751 ("Special Warrants"). Each Special Warrant entitles the holder to automatically receive, without additional payment, one unit in the capital of the Company upon the earlier of (i) January 12, 2020, and (ii) the second business day after the Company receives a receipt for a final long form prospectus qualifying the distribution of the units. Each unit consists of one common share and one common share purchase warrant. Each warrant entitles the holder to acquire one common share at a price of $0.40 for a period of two years from the date the special warrants are converted to units. $19,221 subscription receivable was included in accounts receivable and was collected subsequent to September 30, 2020.

d) Warrants

The following is a summary of warrants as at September 30, 2020.

Expiry Date	Exercise Price	Number of Warrants	Weighted Average Remaining Contractual Life (Years)	Weighted Average Fair Value of Agents' Warrants
July 6, 2022	$0.10	10,000,000	1.75	$0.10

9. Capital Disclosure

The capital structure of the Company consists of equity attributable to common shareholders comprising issued share capital, subscriptions received, reserves and deficit. The Company's objectives when managing capital are to: (i) preserve capital; (ii) obtain the best available net return; and (iii) maintain liquidity. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue new debt, or acquire or dispose of assets. The Company is not subject to externally imposed capital restrictions.

10. Segment Reporting

For the period ended September 30, 2020, the Company has one reportable operating segment being that of the farming, processing and distribution of agrifoods. The Company's non-current assets at September 30, 2020 are all in Canada.

(Expressed in Canadian Dollars)

11. Income taxes

The following table reconciles the amount of income tax expense on application of the combined statutory Canadian federal and provincial income tax rates:

	2020
Net loss for the period	$ (169,221)
Statutory rate	27.00%
Income tax recovery at statutory rate	(45,690)
Benefit of tax losses not recognized	56,827
Other	(11,137)
Income tax expense	$ -

The Company recognizes tax benefits on losses or other deductible amounts generated where it is probable the Company will generate future taxable income to be able to utilize those tax assets. The Company's unused tax losses for which no deferred tax asset is recognized is $56,827.

The Company has non-capital losses for Canadian tax purposes of approximately $180,859 available for carry-forward to reduce future years' taxable income and will expire in 2040.

12. Commitments

The Company has an operating lease commitment for the industrial land where the Princeton Facilities are being constructed expiring in June 2025. Cash commitments for minimum lease payments in relation to the facility leases as at September 30, 2020, are payable as follows:

Not later than 1 year	$	40,000
Later than 1 year and not later than 5 years		157,500
	$	197,500

CERTIFICATE OF THE COMPANY

Dated: October 20, 2020

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

(Signed) *Mike Stier* Mike Stier President, Chief Executive Officer, Director	(Signed) *Jacob Safarik* Jacob Safarik Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS OF THE COMPANY

(Signed) *Dane Stevens* Dane Stevens Director	(Signed) *Bryan Safarik* Bryan Safarik Director