

**OPTIMI HEALTH CORP.**  
**INITIAL PUBLIC OFFERING OF UNITS**  
**TERM SHEET**

*The following is a summary of the basic terms and conditions of a proposed offering of securities by Optimi Health Corp. A final long-form prospectus containing important information relating to the securities described in this document has been filed with the securities regulatory authorities in each of the provinces of Canada, other than Québec. Copies of the final long-form prospectus may be obtained from Mackie Research Capital Corporation. A copy of the final long-form prospectus is required to be delivered to any investor that received this document and expressed an interest in acquiring the securities. There will not be any sale or any acceptance of an offer to buy the securities until a receipt for the final long-form prospectus has been issued. This document does not provide full disclosure of all material facts relating to the securities offered. Investors should read the final long-form prospectus and any amendment, for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision.*

*The securities described in this document have not been and will not be registered under the United States Securities Act of 1933, as amended ("U.S. Securities Act") or any state securities laws. Accordingly, the securities may not be offered or sold in the United States (as such term is defined in Regulation S under the U.S. Securities Act) or to, or for the account or benefit of, a U.S. person (as such term is defined in Regulation S under the U.S. Securities Act) except pursuant to transactions exempt from registration under the U.S. Securities Act and under the securities laws of any applicable state. This document does not constitute an offer to sell or a solicitation of an offer to buy any of these securities in the United States.*

<b>Issuer:</b>	Optimi Health Corp. (" <b>Optimi</b> " or, the " <b>Company</b> ").
<b>Offered Securities</b>	Best-efforts, initial public offering (the " <b>Offering</b> ") of units of the Company (the " <b>Units</b> ").
<b>Amount:</b>	A minimum of \$15,000,000 and up to a maximum of \$18,000,000.
<b>Pricing:</b>	C\$0.75 per Unit (the " <b>Offering Price</b> ")
<b>Units:</b>	Each Unit shall consist of one common share of the Company (" <b>Common Share</b> ") and one-half of one Common Share purchase warrant (each whole warrant, a " <b>Warrant</b> ").
<b>Warrant:</b>	Each Warrant will be exercisable to acquire one Common Share (each, a " <b>Warrant Share</b> ") at an exercise price equal to C\$1.25 at any time up to 24 months from the closing of the Offering, provided that if the volume weighted average closing price of the Common Shares on the Canadian Securities Exchange (the " <b>Exchange</b> ") is equal to or greater than C\$2.50 for a period of 20 consecutive trading days, the Company may at its option elect to accelerate the expiry of the Warrants by providing notice to the holders thereof (by news release) within 10 calendar days following the end of such 20 consecutive trading day period, in which case the Warrants will expire on the date specified in such notice, which shall be not less than 30 calendar days following delivery of such notice.
<b>Over-Allotment Option:</b>	The Agents shall also have the option (the " <b>Over-Allotment Option</b> ") to increase the size of the Offering by up to an additional 15% in Units, and/or the components thereof, to be qualified by the final long-form prospectus to cover over-allotments, by giving written notice of the exercise of the Over-Allotment Option, or a part thereof, to the Company at any time up to 30 days following Closing.
<b>Offering Basis:</b>	The Units are to be issued on a "reasonable best efforts" basis by way of long-form prospectus to be filed in certain provinces of Canada, other than Québec, as agreed between the Lead Agent and the Company and in the United States in accordance with applicable securities laws.

- Listing:** The Company shall obtain the necessary approvals to list the Common Shares and the Common Shares issuable on the exercise of the Warrants and compensation options for trading on the Canadian Securities Exchange (the "**Exchange**"). In addition, the Company will use commercial reasonable efforts to obtain the necessary approvals to list the Warrants on the Exchange.
- Eligibility:** The Units shall be eligible for RRSPs, RRIFs, RDSPs, RESPs, TFSAs and DPSPs.
- Use of Proceeds:** The net proceeds of the Offering will be used for capital expenditures related to the Company's facilities in Princeton, BC, the development of the company's functional mushroom business, the execution of the Company's research and development initiatives, and for working capital requirements and other general corporate purposes.
- Commission:** 7.0% cash commission and 7.0% compensation options.
- Agents:** Mackie Research Capital Corporation as the lead agent and sole bookrunner (the "**Lead Agent**"), on behalf of a syndicate of agents, including Canaccord Genuity Corp. and Stifel Nicolaus Canada Inc. (collectively with the Lead Agent, the "**Agents**").
- Closing:** On or about February 24, 2021, or such date as the Lead Agent and Company may agree upon (the "**Closing Date**").